

STATEMENT

AMENDMENT OF THE CHARTER OF GEMADEPT CORPORATION AS PER MODEL CHARTER OF THE MINISTRY OF FINANCE

Dear Shareholders,

At the Annual General Meeting of Shareholders on May 10, 2007, a resolution was unanimously adopted to amend the company charter in conformity with the model charter of the Ministry of Finance in the 2008 Annual General Meeting of Shareholder.

The amendment of the charter of Gemadept Corporation is based on the followings:

- Law on Enterprises 60/2005/QH11 of the National Assembly dated November 29, 2005.
- Laws on Securities 70/2006/QH11 of the National Assembly dated June 29, 2006.
- Decision number 15/2007/QĐ-BTC issued by MOF about model charter applicable to companies listing on the Stock Exchange/Securities Trading Center.
- Official Letter number 304/UBCK-QLPH issued by State Securities Commission requesting listed companies to amend their charters in conformity with the model charter of MOF, the latest on July 01, 2008.
- Official Letter number 410/SGGDCKHCM-NY issued by HOSE on March 05, 2008 requesting listed companies to compulsorily amend their charter in the Annual General Meeting of Shareholder in 2008; the charter must not be adopted by the form of collecting written opinion of shareholders; SSC will not accept listed company to commit to amend the charter later.

In compliance with the requests from MOF, SCC, HOSE and to fulfill the resolution of the General Meeting of Shareholders, the company sub committee of charter preparation has amended and posted the draft amendment of the charter on company website www.gemadept.com.vn since May 12, 2008 and reports the whole amended contents on May 19, 2008 for the shareholder's adoption.

1. Principles of amendment:

The amendment of Gemadept charter is made as per the below principles:

- To use the whole structure of 21 chapters, 57 articles and other clauses of the model charter.
- Any blanks in the model charter must be filled in by the content mentioned in old charter and comply with present regulation.
- To supplement and reduce some clauses of business activities and the objectives of the corporation to be more concise.

2. Amended contents:

In the new charter and in this statement, word, group of words in bold red color are the contents to be supplemented in the blanks of the model charter, or amended contents.

Article 2 Name, form, office, branch, representative office and duration of operation of the Company:

3. Name of the Company:

- o Vietnamese name: **Công ty Cổ phần Đại lý Liên hiệp Vận chuyển**

- English name: **Gemadept Corporation**
- Transaction name: **Gemadept Corporation**
- Abbreviated name: **Gemadept Corporation**
- 4. The Company is a shareholding company having legal entity status in compliance with the current law of Vietnam.
- 5. Registered office of the Company is:
 - **Address: Gemadept Tower, 6 Le Thanh Ton street, Dist 1, HCMC**
 - **Telephone: 84-8-8 236 236**
 - **Fax: 84-8-8 235 236**
 - **Email: info@gemadept.com.vn**
 - **Website: www.gemadept.com.vn**
 - **Logo:**



Notice:

- The English name and transaction name have already been re-registered as per resolution of The Annual General Meeting of Shareholders on May 10, 2007 and the Department of Planning & Investment re-issued the business registration certificate-the 10th edition for Gemadept on December 10, 2007.
- Office address: At present Gemadept is proceeding office moving to Gemadept Tower-6th Le Thanh Ton. Hence the registered office will be changed as above and the old office address is no longer existing (15th Floor-Harbour View Tower 35 Nguyen Hue, Dist 1, HCMC). Company will proceed formality for office changing with concerned authority.

Point 4: Legal Representative: as per old charter. This should be written:

4. The General Director or chief executive officer shall be the legal representative of the Company

Point 6: Remain unchanged as per old charter

“6. The duration of operation of the company shall commence from the date of establishment and shall be **unlimited**.”

Article 3: Objectives of the company

Lines of business of the company: Old charter has 18 small items of business activities. The new one still maintains unchanged and supplements the business registration certificate but briefing into 10 categories:

- 1. To invest, to build and to operate sea port, river port, air cargo terminal. To perform all kinds of stevedoring services.**
- 2. To offer multi-modal transport services, to transport passengers and all kinds of cargo including containers, out of gauge cargo by sea, air, river way and inland trucking**
- 3. To provide Logistics services; to build, to operate and to trade all kinds of warehouses, container yard and depot; to provide customs brokerage.**
- 4. To provide shipping agency services, container liner agency services, freight forwarding**

services, ship's chandler and other related shipping services.

5. To sell, purchase, manage, operate, repair, newly build and charter all types of ocean vessels, river ships, containers, cranes, forklifts and other equipments, materials, spare parts for transportation, port operation and logistics.
6. To manage and man crew members.
7. To undertake direct import and export. To act as petrol trading agency. To exploit mineral.
8. To invest, construct, manage, trade and operate real estate, office buildings, restaurant, café, hotels, resorts, apartments, residential area, trading center and industrial park.
9. To undertake financial investment; to trade stocks; to make financial contribution to banks, securities companies, fund management companies and to involve in other financial activities
10. To undertake other business activities which are decided by Board of Management in each time period.

Point 2: The objectives of the company

The objectives of the company are re-edited basing on those of the old one:

1. To develop Gemadept as a Holding Group of diversified businesses; leading in shipping industry; developing fast and sustainably on basis of port operation, transport and logistics as core business.
2. To maximize profit for the company and shareholders by promoting business, implementing new technologies and know-how and best managing resources.
3. To extend the network and business to international market.
4. To develop human resource and ensure both righteous interests and good working environment for the labors.
5. To fulfill all obligations towards the Government, to contribute to the prosperous development of the country.

Article 5: Charter capital, shares, founding shareholders.

Point 1: Charter capital

In the model charter there is a blank for inserting concrete figure of charter capital. However because that of the company will change several times in the upcoming years, we suggest neither to fill in the concrete one of how many billions , nor to mention “registered charter capital is 500 billion” as written in the old charter but can be briefly summarized as follow:

- Charter capital of the Company is mentioned in the Business Registration Certificate issued by HCMC Department of Planning and Investment and will be changed periodically.
- The total number of shares will be the division between charter capital of the Company and the par value which is VND 10,000.

Point 3: Types of shares

The original of model charter is ” all types of company’s shares on the date of approval of this charter may comprise ordinary shares, controlling shares, special shares and preference shares. The

rights and obligations attached to (each class) of share shall be as stipulated in article 11.

At present Gemadep has only ordinary shares. For the convenience in the later stage when company has other types of shares, this point is re-written as follow:

- “3. Shares of the company may comprise ordinary shares, controlling shares, special shares, preference shares and others as per lawful regulation and in conformity with that of State Securities Commission.”

Point 5: Founding shareholders

It is mentioned in the model charter:” 5.[Name, address, number of shares and other details about a founding shareholder in accordance with the Law on Enterprises are stated in the attached Appendix This Appendix is an integral part of this Charter].

According to article 84 point 5 of the Law on Enterprises “ after 3 years since the day of issuance the business registration certificate of the company, any limitation of shares of the founding shareholders will be abolished”. Because the company has been equitised since 1993, for 15 years up to now, it is suggested to delete point 5

The sequence of point 6,7,8 in the model charter will become 5,6,7.

Article 6: Share certificate

Point 3 Period of share certificate issuance: There is a blank in model charter but as per old charter it is 2 months. This point will be written as follow:

- “3. ...within a period of 2 months from the date of lodging a complete application for transfer of ownership in accordance with the rules of the company or within a period of 2 months (or a longer period in accordance with the terms of the issue) from the date of full payment of the purchase price of shares as stipulated in the plan for issue of shares of the Company. A shareholder shall not be obliged to pay the cost of printing the share certificate or any other costs to the Company.

Article 9: Withdrawal of shares

Point 5 of the model charter mentions in case a shareholder fail to pay in full and on time the amount payable to purchase shares, the Board of Management shall notify and have the right to request such shareholder to pay unpaid amounts plus proportional interest (not over...%) on top of this amount.

The interest in model charter is left blank, but as per old charter it is “not exceeding prevailing bank loan rate”. Hence this point will be written:

- “5. Shareholders holding withdrawn shares shall be required to waive their shareholdership status with respect to such shares, but shall still be required to pay all relevant amounts plus proportional interest at the rate as at the time of withdrawal (**not exceeding prevailing bank loan rate**), from the date of withdrawal up to the date of payment, in accordance with a decision of the Board of Management. The Board of Management shall have full power to make a decision on enforcement of payment of amounts payable as at the time of withdrawal, or may make a decision on remission of part or all of such amounts.

Article 13: General meeting of Shareholders

Model charter stipulates that the time limit for holding a shareholder meeting is within 4 months from the end of a financial year. This is a new stipulation as 4 months’ time is hard to fulfil because of specific industry. The Law on Enterprises in 2005 also stipulates the 4 months’ time but allows to extend up to 6 months if there is suggestion from B.O.M (article 97, point 2). Hence it is

suggested to supplement the clause” As per BOM’s suggestion the time for holding general meeting of shareholders is not more than 6 months from the end of a financial year” which is same as that of Law on Enterprise. Article 13 point 1 is revised as follow:

- “1.The General Meeting of Shareholders is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be organized once per year. The General Meeting of Shareholders must **be held annually** within a time-limit of four months from the end of a financial year, **the time to hold The General Meeting of Shareholders can be extended but not more than 6 months from the end of a financial year as per The Law on Enterprises.**

Article 24 Composition and term of office of members of the Board of Management

Point 2: about the amount of BOM members nominated by founding shareholders.

- Model charter says: “[...] members of the Board of Management shall be nominated by founding shareholders in proportion to the ratio of shares they own. The founding shareholders shall be entitled to aggregate the ratio of shares they own in order to nominate candidates to the Board of Management
- According to article 84 point 5 of business law ” after 3 years since the day the company receives business registration certificate, any limitation of the share of founding shareholders shall be abolished.” The company has been equitised since 1993, for 15 years up to now. Hence the above article 5 point 5 is deleted. Moreover the nomination right of founding shareholders must be in line with their share ratio, which is same as that of ordinary shareholders without any privilege of nomination. Therefore it is suggested not to implement point 2 article 24
- Consequently point 2 is deleted and the sequence of other points will be changed accordingly. Article 24 comprises 7 small points

Point 3: the right of shareholders holding 5%

- Model charter says” Shareholders who hold at least five (5) per cent of shares with voting rights for a consecutive period of at least six (6) months shall have the right to aggregate the number of voting rights of each such shareholder to nominate candidates to the Board of Management. A shareholder or a group of shareholders which holds less than ten (10) per cent of shares with voting rights for a consecutive period of at least six (6) months shall be entitled to nominate one candidate; which holds from ten (10) per cent to less than thirty (30) per cent shall be entitled to nominate two candidates; which holds from thirty (30) per cent to less than fifty (50) per cent shall be entitled to nominate three candidates; which holds from fifty (50) per cent to less than sixty five (65) per cent shall be entitled to nominate four candidates, and which holds sixty five (65) per cent or more shall be entitled to nominate the full number of candidates”

In conformity with article 3, clause 11, point 3 will be revised as follow:

- Shareholders who hold at least five (5) per cent of shares with voting rights for a consecutive period of at least six (6) months shall have the right to aggregate the number of voting rights of each such shareholder to nominate candidates to the Board of Management. A shareholder or a group of shareholders which holds **from five (5)** percent to ten (10) per cent or less of shares with voting rights for a consecutive period of at least six (6) months shall be entitled to nominate one candidate; which holds from ten (10) per cent to less than thirty (30) per cent shall be entitled to nominate two candidates; which holds from thirty (30) per cent to less than fifty (50) per cent shall be entitled to nominate three candidates; which holds from fifty (50) per cent to less than sixty five (65) per cent shall be entitled to nominate four

candidates, and which holds sixty five (65) per cent or more shall be entitled to nominate the full number of candidates.

Article 25 Powers and duties of the Board of Management

Supplementing point “31” which does not exist in model charter. This point was approved by Annual General Meeting of Shareholders meeting on May05, 2007 to enable the smooth application of business registration, business amendment.

Point 31 will be as follow:”**1.To decide the change or supplement of company business activities in accordance with the need of development or expansion of the company business”**

Point 4.f the value of investments is not included in the business plan. It leaves blank in model charter. New charter repeats that of old charter 5%. This point is re-written as follow:

- “f. Investments which are not included in the business plan and budget which exceed **5% of charter capital** or investments exceeding ten (10) per cent of the value in the plan and in annual business budget”

Point 8 remuneration paid to members of the Board of Management. The model charter states: ”the total amount of numeration paid to the members of the Board of Management (and that of each member) must be recorded in detail in the company annual report.” This point should be re-written as follow:

- **“8. The total remuneration paid to members of the Board of Management must be recorded in detail in the annual report of the Company”**

Article 36 Members of the Inspection Committee

In conformity with article 3, clause 11, point 2 will be revised as follow:

2. A shareholder who holds less than ten (10) per cent of shares with voting rights for a consecutive period of at least six (6) months may collect votes in order to nominate candidates to the Inspection Committee. A shareholder or a group of shareholders which holds **from five(5) to** less than ten (10) per cent of voting shares for a consecutive period of at least six (6) months shall be entitled to nominate one (1) candidate; which holds from ten (10) per cent to less than thirty (30) per cent shall be entitled to nominate two (2) candidates; which holds from thirty (30) per cent to less than fifty (50) per cent shall be entitled to nominate three (3) candidates; which holds from fifty (50) per cent to less than sixty five (65) per cent shall be entitled to nominate four candidates and which holds from sixty five (65) per cent or more shall be entitled to nominate the full number of candidates.

Article 37 The inspection committee

- Point 4 regulating the remuneration for the inspection committee
It leaves blank in model charter, the new charter quotes the same amount as stated in old charter and says
Total remuneration for the members of the Inspection Committee shall not exceed **200,000,000VND** per year. Such remuneration may be higher in accordance with a decision of the General Meeting of Shareholders. The members of the Inspection Committee shall be entitled to reimbursement of reasonable travel, hotel and other costs arising from or in connection with business activities of the Company.

Article 43 Reserve fund and other funds allocated from after- tax profit

Article 43 has the title “reserve funds” and now should be amended “ Article 43 Reserve fund and other funds allocated from after- tax profit “

Points 2b,2c,2d are transferred from old charter. Point 2e (fund for business expansion) and 2f (capital preserve fund and business development fund) were recently mentioned in old charter but now are suggested to delete due to coincidence with point 1 reserve fund to supplement charter capital. The whole article 43 is re-written:

- 1.Reserve fund to supplement charter capital:

Each year the Company shall take an amount from its after-tax profit and transfer it into a reserve fund to supplement charter capital in accordance with law. Such amount shall not exceed five (5) per cent of the after-tax profit of the Company and shall be taken until the reserve fund is equivalent to ten (10) per cent of the charter capital of the Company

- **2. Other funds, rate of allocation will be decided by the General Meeting of Shareholders, including:**

- a. Financial reserve fund.**

- b. Fund for rewards and welfare benefits.**

- c. Board’s fund.**

- d. Fund for productivity encouragement for employees and sales promotion for customers: shall be used to pay special rewards to employees or other individual and organ with great contribution or assistance to the Company.**

Article 56 Effective date

Effective date of the charter is the approval date of May 19, 2008. Hence in point 1” the General meeting of founding shareholders” will be substituted by “ The Annual General Meeting of shareholders” and will be re-written.

This Charter comprises XXI Chapters and fifty seven (57) articles, and was passed by the **Annual General Meeting of Shareholders of Gemadept Corporation on 19th May, 2008** in Ho Chi Minh City and the General Meeting of Shareholders approves the validity of the whole text of this Charter.

Above content is the whole amendment in accordance with model charter. The new charter completely follows the model charter of MOF and inherits some of the old one.

Shareholders are kindly suggested to give comment and vote to adopt it in the Annual General Meeting of Shareholders accordingly.

Thank you

Sub-Committee of Charter preparation