

**ANNOUNCEMENT ON THE ELECTRONIC INFORMATION PORTAL OF THE STATE
SECURITIES COMMISSION OF VIETNAM**

To: - **State Securities Commission of Vietnam**
 - **Ho Chi Minh Stock Exchange**

Company: Gemadept Corporation

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Type of Announcement: ☒24h ☐72h ☐ Requested ☐ Abnormal ☐ Periodic ☐

Announcement: On 8 June 2017, the Board of Management of Gemadept Corporation, basing on the Resolution of the 2017 AGM, issued the resolution on private offering to convert loans to shares with details as follows:

1. Approval of the private offering plan to convert the overseas loans held by VI (Vietnam Investments) Fund II, L.P. with the following details:
 - 1.1. Purpose of the issuance: private offering to convert the Company's loans into shares of the Company in accordance with the AGM Resolution No. 01-2011/GMD-DHDCD dated 20 May, 2011.
 - 1.2. Name of share: Share of Gemadept Corporation
 - 1.3. Charter capital: VND1,794,322,810,000
 - 1.4. Number of outstanding shares (prior to the issuance): 179,432,281 shares
 - 1.5. Number of treasury shares (prior to the issuance): 0 share
 - 1.6. Type of Share: Ordinary share
 - 1.7. Stock code: GMD
 - 1.8. Stock Exchange: Ho Chi Minh Stock Exchange
 - 1.9. Par value: VND10,000/share (Ten thousand Vietnamese dongs/share)
 - 1.10. Share issuance price: VND 10,640/share
 - 1.11. Total loans and accumulated interest are USD 50,749,665 of VI (Vietnam Investments) will be converted into 108,844,676 shares equivalent to 37.75% of total number of shares after issuance comprising:

- VI (Vietnam Investments) Fund II, L.P. - a company incorporated in Cayman Islands with the Registration certificate No. MC-45666: 87,677,230 shares equivalent to 30.41% of total number of shares after issuance.
- Ms. Le Thuy Huong, a Vietnamese citizen, according to the contract for transferring the right to convert entered into by VI (Vietnam Investments) Fund II, L.P. and Ms. Le Thuy Huong dated 27 April 2017: 21,167,446 shares, equivalent to 7.34% of total number of shares after issuance.

No.	Item	Before issuance	Issuance for VI (Vietnam Investments) Fund II, L.P.	Issuance for Ms. Le Thuy Huong	After issuance
01	Charter Capital (VN)	1,794,322,810,000	876,772,300,000	211,674,460,000	2,882,769,570,000
02	Total number of shares outstanding	179,432,281	87,677,230	21,167,446	288,276,957
03	Total number of shares held by foreign shareholders	53,578,479	87,677,230		141,255,709
04	Total ownership percentage (%) of foreign shareholders	29.86%	30.41%		49.00%

1.12. Method of determining share issuance price (conversion price) and convertible ratio are based on:

- AGM Resolution No. 01-2011/GMD-DHDCD dated 20 May, 2011 on issuing convertible loan by Gemadept Corporation;
- AGM Resolution No. 051/GMD-DHDCD dated 26 May, 2017 of Gemadept Corporation;
- Convertible Loan Agreement entered into by and between VI (Vietnam Investments) Fund II, L.P. and Gemadept Corporation dated 18 June 2012;
- Report on result of the inspection on the method of determining share issuance price (conversion price) and convertible ratio with the private offering to convert loans into shares by A&C Auditing and Consulting Co., Ltd. No. 0737/2017/BCTC-KTTV dated 16 May, 2017;
- The conversion price determined based on the abovementioned basis is VND 10,640/share, conversion ratio is 1:1,640 (VND 10,640 loan is converted into 1 share).

- 1.13. Form of issuance: private offering to VI (Vietnam Investments) Fund II, L.P, a company incorporated in Cayman Islands, with Registration certificate No. MC-45666 issued by the Registrar of Exempted Limited Partnership, Cayman Islands and Ms. Le Thuy Huong, a Vietnamese citizen having the ID Card No. 021548116 issued by the Public Security of Ho Chi Minh City on August 2nd, 2010.
 - 1.14. Share lock-up period: Lock-up for 01 (one) year from completion of the offering in accordance with the laws.
 - 1.15. Proposed issuance time: Within 2017. For clarity, the private offering shall be completed within 90 days from the date on which the Company received the notification of the State Securities Commission of Vietnam on receiving the proper application dossier for registration of private offering in accordance with the laws.
 - 1.16. Payment method: No money collection, for conversion of loans.
2. Approval of the increase of charter capital of Gemadept Corporation from VND 1,794,322,810,000 (*One thousand Seven Hundred Ninety-Four Billion Three Hundred Twenty-Two Million Eight Hundred And Ten Thousand Vietnamese Dongs*) to VND 2.882.769.570.000 (*Two Thousand Eight Hundred Eighty Two Billion Seven Hundred Sixty Nine Million Five Hundred And Seventy Thousand Vietnamese Dongs*) and for respective amendment of the Company's Charter to reflect this capital increase.
 3. Approval of security depository registration at the Vietnam Securities Depository and for additional listing on Ho Chi Minh Stock Exchange of newly issued shares.
 4. Subsequent to the receipt of conversion shares, VI (Vietnam Investments) Fund II, L.P. and/or Ms. Le Thuy Huong, shall not sell the shares daily in small blocks on the stock exchange. When VI (Vietnam Investments) Fund II, L.P. and/or Ms. Le Thuy Huong need to transfer such shares, they shall search for suitable strategic investor(s) so that the transfer shall not affect Gemadept's share price.
 5. BOM approved the dossier for private offering to convert loans to shares and authorized the Board of Directors to perform legal procedures for registration of the private offering to convert loans to shares with relevant authorities and report to BOM.

We confirm that the information announced is true and take full legal responsibility regarding the content of the announcement.

9 June, 2017

COMPANY'S REPRESENTATIVE

(signed and sealed)

Nguyen Minh Nguyet