

No.: 01./GMD-DHĐCĐ

Ho Chi Minh City, May 25th 2016

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2016 OF GEMADEPT CORPORATION

Pursuant to:

- *Law on Enterprise No. 68/2014/QH13 dated November 26th 2014 of the National Assembly of the Socialist Republic of Vietnam;*
- *Charter of Gemadept Corporation on the General Meeting of Shareholders;*
- *Minutes of the 2016 Annual General Meeting of Shareholders.*

The Annual General Meeting of Shareholders (AGM) of Gemadept Corporation was held from 09:00 AM to 12:00 PM on May 25th 2016 at Lotus Ballroom, 1st floor, REX Hotel, 141 Nguyen Hue Street, District 1, Ho Chi Minh City. Participants are the Company's shareholders as per Shareholder list recorded on April 28th 2016 by Vietnam Securities Depository – HCMC Branch.

There were 164 shareholders attending the Meeting, possessing and representing 98,767,470 shares, occupying 82.57% of the total number of shares with voting rights. Pursuant to Article 141, Paragraph 1 of the 2014 Law on Enterprises, the 2016 AGM of Gemadept Corporation met the required conditions to be proceeded.

Basing on the presented reports, discussion, voting results and the Minutes being read in the Meeting, the AGM adopted the Resolution as follows:

1. **REPORT OF THE BOARD OF MANAGEMEMNT AND REPORT OF THE INSPECTION COMMITTEE OF YEAR 2015:**

The AGM approved Report of the Board of Management anh Report of the Inspection Committee on the business activities of the Company in 2015. The voting results was as follows:

- Number of votes which agree: 100%
- Number of votes which do not agree: 0%
- Number of abstentions: 0%



2. AUDITED FINANCIAL REPORT OF YEAR 2015:

The AGM approved the Financial Statements of 2015 audited by Auditing and Consulting Co., Ltd (A&C). The voting results was as follows:

- Number of votes which agree: 100%
- Number of votes which do not agree: 0%
- Number of abstentions: 0%

3. PROFIT DISTRIBUTION OF YEAR 2015

The AGM approved the plan for distribution of profit after tax and allocation for funds in 2015. The voting results was as follows:

- Number of votes which agree: 100%
- Number of votes which do not agree: 0%
- Number of abstentions: 0%

3.1. *Distribution of cash dividend*

- Dividend by cash: 20%, equivalent to VND 2,000/share
- Authorizing the Board of Management to conduct necessary works related to distribution of cash dividend.

3.2. *Fund allocation:*

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| - Board's fund, amount of allocation | : 3% of profit after tax |
| - Fund for rewards and welfare benefits, amount of allocation | : 5% of profit after tax |
| - Investment & Development fund, amount of allocation | : 5% of profit after tax |
| - Reserve fund to supplement charter capital, amount of allocation | : 5% of profit after tax |

4. BUSINESS PLAN OF YEAR 2016:

The 2016 business plan were built on the principal of focusing resources on developing core businesses including port operation and logistics, along with continuing to divest non-core businesses, especially the project of rubber and industrial trees plantation project, when possible. The AGM approved the plan for revenue and consolidated profit before tax of the fiscal year 2016.

- Revenue: VND 3,700 Billion.
- Profit before tax: VND 430 Billion.

The voting results was as follows:

- Number of votes which agree: 100%
- Number of votes which do not agree: 0%
- Number of abstentions: 0%

5. APPOINTMENT OF INDEPENDENT AUDITING COMPANY:

The AGM authorized the Board of Management to appoint one of the auditing companies being, which is approved by the State Securities Commission Vietnam, meets the standards of professionalism and offers reasonable cost, for auditing annual and semi-annual financial reports for the fiscal year 2016. The voting results was as follows:

- Number of votes which agree: 100%
- Number of votes which do not agree: 0%
- Number of abstentions: 0%

On behalf of the Secretary of the AGM



PHAM QUANG HUY

On behalf of the Presidium of the AGM

Chairman



DO VAN NHAN

