

**GEMADEPT CORPORATION**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**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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On 22 September, 2022, the Board of Directors of Gemadept Corporation has approved the resolution to amend and supplement the application file for issuance of purchase rights to existing shareholders in accordance with the Resolutions of the Board of Directors No. 069 and 071/NQ - HDQT-GMD on 21 June, 2022 as follows:

- Resolution No. 093/NQ-HDQT-GMD dated 22 September, 2022 on amending and supplementing the dossier of issuing stock purchase rights to existing shareholders;
- Resolution No. 09/NQ-HDQT-GMD dated 22 September, 2022 on adjusting and implementing the plan to issue purchase rights to existing shareholders;

This information has been posted on <https://www.gemadep.com.vn> since 23 September, 2022.

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

*Ho Chi Minh City, 23 September, 2022*  
**COMPANY'S REPRESENTATIVE**  
**Nguyen Minh Nguyet**

*(Signed and sealed)*

**BOARD OF DIRECTOR RESOLUTION**  
**GEMADEPT CORPORATION**

- Pursuant to the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17 June, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 26 November, 2019;
- Pursuant to the Charter of Gemadept Corporation;
- Pursuant to Resolution No. 056/NQ-HDQT-GMD dated 25 April, 2022 of the Annual General Meeting of Shareholders in 2022 of Gemadept Corporation;
- Pursuant to the Resolution of the Board of Directors No. 071/NQ-HDQT-GMD dated 21 June, 2022;
- Pursuant to Official Letter No. 4466/UBCK-QLCB dated 13 July, 2022 of the State Securities Commission on the application for registration of additional public offering of stocks by GMD;
- Pursuant to the Minutes of the Board of Directors meeting No. 092/BB-HDQT-GMD dated 22 September, 2022;

**RESOLUTION**

- Article 1.** Approving the amendment and supplementation of the file for issuing stock purchase right to existing shareholders in 2022 of Gemadept Corporation, which was approved in the Board of Directors Resolution No. 071NQ-HDQT-GMD dated 21 June, 2022. The dossier set after amendment and supplement includes the following documents:

1	Registration form for additional public offering of stocks No. .... signed on ...../...../2022
2	A valid copy of the 26th amended business registration certificate dated 19/05/2021 of Gemadept Corporation (GMD) issued by the Department of Planning and Investment of Ho Chi Minh City
3	A valid copy of the Resolution of the General Meeting of Shareholders in 2022, dated 25 April, 2022 approving the issuance plan, the plan to use capital obtained from the offering
4	Prospectus
5	A valid copy of the Charter of Gemadept Corporation

6	Valid copy of audited financial statements (consolidated and separate) for fiscal year 2020, 2021
7	Valid copy of consolidated and separate financial statements reviewed for the first 6 months of 2022
8	Valid copy of Consulting Contract for Sale No. 01/2022/HD-CF.VCSC signed on 22 March, 2022
9	Resolution of the Board of Directors No...../NQ-HĐQT-GMD dated ...../...../2022 approving the implementation of the plan to issue the right to buy stocks for existing shareholders
10	Document No. 072 signed on 21 June, 2022 committing to meet the provisions of point 1, article 15 of the Law on Securities
11	The bank's confirmation document on the opening of a blocked account of Vietinbank
12	Authorization letter of Nguyen Thanh Binh (legal representative of GMD) for Tran Thi Thu Trang to be signed as true copies of documents issued by the Company, No. 005/UQ-GMD signed on 1 January, 2022
13	Authorization letter from To Hai (legal representative of VCSC) for Dinh Quang Hoan to sign an offering consultancy contract with GMD, No. 16/2020/QD-TGD/VCSC signed on June 20, 2020
14	Certified copy of the latest business registration certificate of Gemadept-Terminal Link Cai Mep Terminal Joint Stock Company
15	Certified copy of the latest business registration certificate of Nam Dinh Vu Port Joint Stock Company
16	Certified copy of Investment Registration Certificate of Nam Dinh Vu Port Joint Stock Company
17	Certified copy of Investment Registration Certificate of Gemadept-Terminal Link Cai Mep Terminal Joint Stock Company

**Article 2.** This Resolution takes effect from the date of signing and replaces the Board of Directors Resolution No. 071/NQ-HĐQT-GMD dated 21 June, 2022 of Gemadept Corporation.

**Article 3.** The members of the Board of Directors, the Board of Management of the Company and related individuals are responsible for the implementation of this Resolution.

**ON BEHALF OF THE PRESIDUM OF THE AGM  
CHAIRMAN  
DO VAN NHAN**

*(Signed and sealed)*

**BOARD OF DIRECTOR RESOLUTION**  
**GEMADEPT CORPORATION**

- *Pursuant to the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17 June, 2020;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 26 November, 2019;*
- *Pursuant to the Charter of Gemadept Corporation;*
- *Pursuant to Resolution No. 056/NQ-HĐQT-GMD dated 25 April, 2022 of the Annual General Meeting of Shareholders in 2022 of Gemadept Corporation;*
- *Pursuant to the Resolution of the Board of Directors No. 069/NQ-HĐQT-GMD dated 21 June, 2022;*
- *Pursuant to Official Letter No. 4466/UBCK-QLCB dated 13 July, 2022 of the State Securities Commission on the application for registration of additional public offering of stocks by GMD;*
- *Pursuant to the Minutes of the Board of Directors meeting No. 090/BB-HĐQT-GMD dated 22 September, 2022;*

- Article 1** Approving the adjustment and implementation of the plan to issue stock purchase rights to existing shareholders as stipulated in the Resolution of the Board of Directors No. 069/NQ-HĐQT-GMD dated 21 June, 2022. The details of the plan after adjustment are as follows:
- 1.1 Name of stock: Stock of Gemadept Corporation
  - 1.2 Type of stock: Common stock
  - 1.3 Par value: 10,000 VND/stock
  - 1.4 Current charter capital: 3,013,779,570,000 VND
  - 1.5 Number of stocks registered for offering: 100,459,319 stocks
  - 1.6 Total issuance value at par value: VND 1,004,593,190,000
  - 1.7 Issuing price: VND 20,000 /stock
  - 1.8 Expected charter capital after issuance: 4,018,372,760,000 VND
  - 1.9 Objects offered for sale: Existing shareholders named in the list of shareholders at the last registration date to close the list of shareholders to exercise the right to buy stocks.

- 1.10 Method offered for sale: Stocks issued to existing shareholders will be made according to the method of exercising the right to buy stocks.  
Right exercise ratio: 90:30, at the time of closing the list of existing shareholders to exercise the right, the shareholder who owns 1 common stock will get 1 right to buy, every 90 (ninety) the right to buy, the shareholder will be able to buy 30 (thirty) new stocks.
- 1.11. The plan for rounding, odd handling of shares, stocks, stocks that have not been fully sold (if any): Shares issued under the option to buy shares will be rounded down to the number of units. aggregated and distributed according to the provisions of Section 1.12.  
*Example: At the closing date of the list of shareholders to exercise the right, shareholder A owns 103 shares. According to the right exercise ratio 90:30 (equivalent to 3:1), shareholder A can buy  $103/90 \times 30 = 34.3$  shares, according to the principle of rounding down to the number of units, shareholder A is entitled to buy 34 shares, the remaining 0.3 shares will be aggregated and distributed according to the provisions of Section 1. 1.12.*
- 1.12. Method of handling the remaining shares that have not been fully distributed:
- (i) The remaining shares that have not been fully distributed include:
    - Remaining shares due to shareholders not exercising the right to buy;
    - The number of odd shares arising from rounding when calculating the shares purchased by existing shareholders;
    - The difference between the total number of shares registered for issuance and the total number of shares actual number of shares issued with the exercise ratio 90:30.
  - (ii) Method of handling the remaining shares that have not been fully distributed, including:

After the end of the issuance, the entire remaining number of shares that have not been distributed will be decided by the Board of Directors to distribute to other subjects who are existing shareholders with the issue price not lower than 20,000 VND/stock. These stocks are restricted from being transferred for a period of 1 year from the end of the offering. In case the time limit for share distribution expires, if there are still undistributed shares, these undistributed shares will be canceled and the Board of Directors makes a decision to end the issuance.

- 1.13. Transfer of the right to buy: Shareholders can transfer the right to buy stocks. The right to purchase stocks will expire at the payment due date.
- 1.14. Expected issuance time: It is expected that in 2022, the Company will announce the specific issuance time after it is approved by the State Securities Commission (SSC) and does not exceed the allowed time according to regulations under the law.
- 1.15. Plan to use capital raised from the issuance  
The total amount of money expected to be collected from the issuance is VND 2,009,186,380,000. The Company will use the entire amount expected to be raised from the issuance to serve the Company's business activities. Details of the capital use plan are presented in the Appendix attached to this BOD Resolution:

No.	Purpose	Value (Billion VND)	Estimated time of implementation
1	Increase capital contribution to Nam Dinh Vu Port Joint Stock Company to carry out investment in the expansion of phase 2 and investment in procurement of means and equipment, build and upgrade works to serve business activities on inland waterway port projects	800	In Q4/2022 and in 2023
2	Increase capital contribution to Gemadept - Terminal Link Cai Mep Terminal Joint Stock Company to invest in the expansion phase 2	1,000	In Q4/2022 and in 2023
3	Invest in purchasing fixed assets to develop the Company's business activities	209	In Q4/2022 and in 2023
	<b>Total</b>		<b>2,009</b>

- Article 2** Approving the plan to ensure that the offering of additional shares to the public meets the regulations on foreign ownership ratio.
- According to the latest list of shareholders dated 23 March, 2022 of the Company issued by the Vietnam Securities Depository Center, the foreign ownership rate in the Company is 42.85%.
  - According to Official Letter No. 3333/UBCK-PTTT dated 1 June, 2022 issued by the State Securities Commission, the maximum foreign ownership ratio in the Company is 49%.
  - Since this is an issue of stock purchase rights for existing shareholders, in case all shareholders exercise the right to buy shares, the foreign ownership ratio in the Company will not change after the issuance is completed. In the event that the

remaining shares have not been fully distributed and the Board of Directors conducts further distribution, the Board of Directors commits and ensures that the percentage of foreign ownership in the Company will not exceed 49% after the completion of the issuance.

**Article 3** Approving the Commitment to perform additional depository registration at the Vietnam Securities Depository Center and additional listing registration at the Ho Chi Minh City Stock Exchange (HOSE) for all shares to be offered immediately after the completion of the offering in accordance with the law.

**Article 4** This Resolution takes effect from the date of signing and replaces the Resolution of the Board of Directors No. 069/NQ-HĐQT-GMD dated 21 June, 2022 of Gemadep Corporation.

**Article 5** The members of the Board of Directors, the Board of Management of the Company and related individuals are responsible for the implementation of this Resolution.

**ON BEHALF OF THE PRESIDIUM OF THE AGM  
CHAIRMAN  
DO VAN NHAN**

*(Signed and sealed)*