



SHAREHOLDER'S VOTING FORM

- Shareholder name:
- Number of voting share owned:

Summary of old stock issuance plan and major amendments in the Board's Proposal

Shares issued to	According to old Shareholder Resolution	According to new Board's Proposal
Current Shareholders	Issue 15,834,000 shares. Rights to buy 3:1 at 30% - 50% market price	Issue 32,141,667 shares. Right to buy 3:2 at VND 20.000/share
BOD, BOM, Supervisory Board and other management executives	Issue 2,375,000 shares at price equal to the price issued to current Shareholders	Issue 2,410,625 shares at VND 20.000/share
Strategic Shareholder(s)	Issue 6,291,000 shares at 50-80% market price	Issue 17,235,208 shares at price not lower than 50% market price
Number of shares to be issued	24,500,000 shares	51,787,500 shares

SHAREHOLDER'S VOTE

Voting on	Yes	No	No idea
Approve the Board's Proposal on issuance of additional common stock; approve increase in Charter Capital; approve amendments of Gemadept's Charter; approve the listing of actual amount of shares issued according to the Board's Proposal 268/GMD-HĐQT dated 26 March, 2010.			

Note:

- Please place an "X" mark in to the box (specifying "Yes", "No" or "No idea").
- Please submit this form no later than **4 p.m 11 April 2010** to Gemadept Headquarter at 6 Le Thanh Ton St., Ben Nghe Ward, Dist.1, Hochiminh City
- The opinion of Shareholder who does not submit this form or submit it later than the said deadline will be considered as "Yes"

....., ... April, 2010

Shareholder
(Sign, full name)

PROPSAL OF BOARD OF MANAGEMENT OF GEMADEPT CORPORATION TO SHAREHOLDERS

Regarding: Amendments of 2010 Stock Issuance Plan

To GEMADEPT's Shareholders

- *Pursuant to Enterprise Law numbered 60/2005/QH11 promulgated on 29 November 2005;*
- *Pursuant to the Charter of Gemadept Corporation;*
- *Pursuant to the Resolutions of the Annual General Meetings of Shareholder on 15 May 2006, 10 May 2007, 19 May 2008, and 14 May 2009.*

At the Annual General Meetings held previously, Shareholders had approved the old stock issuance plan. However, due to changing market conditions, the issuance has not been implemented and the plan is presently no longer appropriate. Board of Management of Gemadept corporation has now decided to seek for approval of Shareholders for the new stock issuance and Charter Capital increase plan in 2010. The amendment of the Plan will be implemented favourably to current Shareholders through right-to-buy ratio and issuing price, and the increase in issuance volume will respond to new investments need. Details of the Proposal are as follows:

1. Approval for the new Stock Issuance Plan:

- Registered Charter Capital of GEMADEPT pre-issuance (31 December 2009) was: **VND 475,000,000,000.**
- The actually contributed Charter Capital on 31 March 2010 of GEMADEPT after the implementation of ESOP in 2009 is: **VND 482,125,000,000.**
- Charter Capital post-issuance will be: **VND 1,000,000,000,000.**

Stock details:

- Type of stock: Common
- Par value: VND 10,000/share
- Timing of implementation: in 2010, right after the Plan approved by GEMADEPT's Shareholders and, later on, approved by the State Securities Commission.
- Number of shares to be issued: 51,787,500 shares (VND 517,875,000,000 at par value).

Of which

Share issued to	Number of shares to be issued
Current Shareholders	32,141,667
BOD, BOM, Supervisory Board and other management executives	2,410,625
Private placement to Strategic Shareholder(s)	17,235,208
Total	51,787,500

- Expected amount of money raised through the issuance: Approximately VND 1,380,454,160,000.

Money raised through	Expected amount of money raised (VND)
Current Shareholders	642,833,340,000
BOD, BOM, Supervisory Board and other management executives	48,212,500,000
Private placement to Strategic Shareholder(s)	689,408,320,000
Total	1,380,454,160,000

- Purpose of the issuance: the money raised through the issuance will be used as follows:

Purpose	Amount of money (VND)
Invest in phase 1 construction of Gemalink Port at Cai Mep	950,000,000,000
Increase working capital	430,454,160,000
Total	1,380,454,160,000

Specifically:

- + Invest in phase 1 construction of Gemalink Port at Cai Mep-Vung Tau.

The phase 1 of the project will include construction of deep sea port with capacity of 1,200,000 TEU on a 33ha area, a deep water quay of 800m long for very large vessels and a shallow quay of 260m long for barges.

The additional capital necessary from Gemadept side for phase 1 construction is approximately VND 950 billions.

- + Increase working capital approximately VND 430.50 billions

All the money raised through this issuance will be added to the working capital of GEMADEPT and disbursed in construction of Gemalink Port from 2010 to 2013.

The Offering details:

a. Offering to existing shareholders:

- Number of shares offered to existing shareholders: 32,141,667 shares with total value of VND321,416,670,000 (par value VND10,000).
- Eligibility for this offering: All shareholders registered in the company shareholder register at the date of record. Existing shareholders are entitled to number of rights in accordance to number of shares owned at the ex-right date.
- Existing shareholder who owns 3 shares is entitled to the right to purchase 2 offered shares (3:2 ratio).
- Offering Price: VND20,000 per share.
- If the number of shares offered to an existing shareholder is not a round number, the number of shares the shareholder is entitled to purchase will be rounded down to the nearest one. For example: Shareholder A owns 173 shares, the number of offered shares A is entitled to purchase is $(173/3) * 2 = 115.33$ shares. Rounding down to the nearest one will be 115 shares.
- Locked-up share owners are also entitled to purchase the offered shares. The offered shares will not be locked-up.
- The right to purchase offered shares can be sold only once to another party.
- The Board of Directors would like to seek for Shareholders' authorization for the Board to distribute the un-sold shares (this number of un-sold shares can be offered to strategic investors) with price not less than the price offered to existing shareholders.

b. Offering to Board of Directors, Supervisory Board, Management Board and other management executives

- Number of shares offered: 2,410,625 shares with total value of VND24,106,250,000 (par value of VND10,000).
- Eligibility of this offering: Board of Directors, Supervisory Board, Management Board and other management executives. The Board of Directors would like to seek shareholders' authorization for the Board to decide on detailed distribution of the offered shares with following criteria:
 - + Management executives of the Company and its subsidiaries and affiliates.
 - + Good and long track record of contribution to the Company.
 - + Completing the assigned tasks with outstanding results in previous years or
 - + Personnel who have the right expertise and potentials to contribute more to the Company in the future.
- Offering price: VND20,000 per share.
- Offered shares will not be locked-up.

c. Private placement to Strategic Investors.

- Number of shares offered: 17,235,208 shares with value of VND172,352,080,000 (par value of VND10,000).
- Eligibility of this offering: Board of Directors would like to seek shareholders' authorization to select the strategic investors with strong financial capacity and the following criteria:
 - + Financial institutions with strong financial capacity, with professionals who have the ability to support the Company in financial management, effectively mobilizing and utilizing funds or
 - + Institutions or individuals who have strong experience and expertise in the Company's business or
 - + Institutions or individuals who have business relationship with the Company and can contribute to the Company in the future.
- Offering method: private placement to strategic investors.
- Offering price: not lower than 50% of the price average of the 10 consecutive trading days after the ex-right date. The Board of Directors would like to seek shareholders' authorization for the Board to determine the offering price to specific investors.
- The offered shares are not locked-up unless required by Laws and regulations.

2. Approve to increase chartered capital, modify the Company's Charter and list the additional shares offered through the ESPP program.

To implement the Shareholders' resolution dated May 15, 2006 regarding the ESPP program from 2007, lasting in 5 years, in 2009, the Company has offered 712,500 shares with price at VND43,000 per share. The offering has been completed, however, the Company has not yet changed the Business License with the new chartered capital of VND482,125,000,000 (up from VND475,000,000,000).

The Board of Directors would like to seek shareholders' approval to increase the chartered capital, modify the Company's charter with new chartered capital of VND482,125,000,000 and list the additional shares offered through the aforementioned ESPP program on the HSX (Ho Chi Minh City Stock Exchange).

3. Approve the increasing of Chartered capital, modification of the Company's Charter and list the additional shares offered, with new chartered capital of VND1,000,000,000,000:

The Board of Directors would like to seek shareholders' approval to increase the chartered capital, modify the Company's charter and list the additional shares offered on the HSX with the actual number of shares sold in this offering.

The Board of Directors also would like to seek shareholders' authorization for the Board to perform necessary actions to complete the offering plan in accordance to Laws and regulations required by State Securities Commission, the HSX, the Vietnam Securities Depository and other relevant authorities.

Please send this Voting Form, duly filled in, to the Company's address: 6 Le Thanh Ton, Ben Thanh ward, District 1, Ho Chi Minh City before 16:00 April 11, 2010.

*Note: The Company has sent this letter to all shareholders' registered address. All shareholders who have not sent back this letter, or sent after the aforementioned deadline, are deemed to **agree** with all the contents stated in this letter..*

With Best regards,

Ho Chi Minh City, March 26, 2010.

GEMADEPT CORPORATION

ON BEHALF OF THE BOARD OF MANAGEMENT

VICE CHAIRMAN

Attachment:

- Voting Form

Chu Duc Khang

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