

RESOLUTION

The General Meeting Of Shareholders

(By collecting written opinions)

Regarding: Amendments of 2010 Stock Issuance Plan

Pursuant to:

- *The Enterprise Law numbered 60/2005/QH11 promulgated on 29 Nov. 2005;*
- *The Charter of Gemadept Corporation;*
- *The Resolutions of the Annual General Meetings of Shareholder on 15 May 2006, 10 May 2007, 19 May 2008, and 14 May 2009.*
- *The Proposal no 268/GMD-HĐQT dated 26 March 2010;*
- *The Minutes of counting of votes on 15 April 2010.*

1. Approval for the new Stock Issuance Plan:

- The Charter Capital of GEMADEPT pre-issuance (registered on 08 April 2010) was: **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
• BOM,BOD, 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
• BOM, BOD, 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 General Meeting Of Shareholders authorized the Board of Management 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.

The General Meeting Of Shareholders adopted with 89.62% positive vote.

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: Management Board, Board of Directors, Supervisory Board and other management executives. The General Meeting Of Shareholders authorized Board of Management 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: VND 20,000 per share.
- Offered shares will not be locked-up.

The General Meeting Of Shareholders adopted with 85.60% positive vote
(excluded the votes of the Board of Management, the Board of Directors, the Supervisory Board and other existing management executives)

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: The General Meeting Of Shareholders authorized the Board of Management 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 General Meeting Of Shareholders authorized the Board of Management to determine the offering price to specific investors.
- The offered shares are not locked-up unless required by Laws and regulations.

The General Meeting Of Shareholders adopted with 85.60% positive vote

2. 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 Shareholders approved 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, with new chartered capital, which increase from amount of 482.125.000.000 to amount of VND1,000,000,000,000

The General Meeting Of Shareholders authorized the Board of Management 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.

The General Meeting Of Shareholders adopted with 89.62% positive vote

Ho Chi Minh City, April 21, 2010.
GEMADEPT CORPORATION
ON BEHALF OF THE BOARD OF MANAGEMENT

VICE CHAIRMAN

Chu Duc Khang

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