



AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020

	Contents	Time
I	Greeting shareholders	
1	Register for, hand out documents and voting cards to Shareholders	14h30-15h00
II	Opening the Meeting:	
1	Introduce members of the Meeting	15h00-15h05
2	Report the result of examining the eligibility of Shareholders attending the Meeting	15h05-15h10
3	Introduce and vote for the Chairman, the Secretary Committee and the Inspection Committee of the Meeting	15h10-15h15
4	Approve of the Agenda of the Meeting	15h15-15h20
III	Meeting contents:	
1	Report on business and investment activities in 2019 and plans for 2020	15h20-15h35
2	Report of Inspection Committee	15h35-15h40
3	The proposal on the content of the General Meeting of shareholders	15h40-15h55
4	Discussion and voting for the approval of the reports and proposals	15h55-16h10
5	Vote counting committee reports voting results	16h10-16h15
6	Approve of the meeting minutes/resolution of the General Meeting	16h15-16h25
7	Ceremony closing	16h25-16h30

**ON BEHALF OF BOD
CHAIRMAN**

(signed)

NGUYEN VAN TIEN



PART 1:

REPORT OF BOARD OF DIRECTORS

I - BOARD OF DIRECTORS' ACTIVITIES

1. Personnel of BOD

The BOD of Vip Greenport in term 2017-2021 includes 05 members voted by General meeting of shareholders. In the year 2019, there is no change in human resources of the BOD.

The BOD of Vip Greenport in term 2017-2021 includes 05 members, as followings:

1. Mr. Nguyen Van Tien – Chairman
2. Mr Chang, Cheng Yung - Member
3. Mr. Tran Xuan Bao – Member
4. Mr. Nguyen Viet Trung – Member
5. Mr. Cap Trong Cuong – Member

2. BOD's activities

In 2019, the BOD held several regular meetings and meetings through emails to make important strategic decisions to improve business efficiency, to ensure compliance with the orientation of the Resolution approved by the General meeting of Shareholders.

In 2019, the BOD held the following important meetings:

Seq	Number	Date	Content
1	01/2019/NQ -HDQT	09/04/2019	<p>1. Approval on financial Statement 2018 audited by KPMG Ltd. Co. with some business results as follows:</p> <p>+ Revenue: VND 757.3 billion + Profits before-tax: VND 148.2 billion</p> <p>2. Approval dividend rate in 2018 and deduction of welfare fund in 2018:</p> <p>+ Paying dividends in 2018 is 8% of charter capital, equivalent to: VND 50,600,000,000 + Deduction for welfare fund: VND 6,000,000,000</p> <p>3. Approval on Production and Business Plan for 2019</p> <p>- Revenue: 730 billion VND - Profit before tax: 125 billion VND - Expected dividend in 2019: not lower than 8% of charter capital</p> <p>4. Amending and supplementing Charter of the Company</p> <p>Pursuant to Decree No.71/2017/ND-CP dated June 06th 2017 guiding corporate governance applicable to</p>



			<p>public companies, the BOD had reviewed, revised and supplemented a number of articles in the Charter. The Board of Directors proposes to the General Meeting of Shareholders ("AGM") to review and approve the amendments and supplements of the Charter of the Company and authorize the BOD to complete the Charter in accordance with legal regulations.</p> <p>5. Approval on Internal regulation of corporate governance</p> <p>Pursuant to Decree No.71/2017/ND-CP dated June 6th 2017 of the Government, BOD has created new management regulations to carry out internal management in enterprises. The Board of Directors proposes to the General Meeting of Shareholder this regulation, recommends shareholders to consider and approve, and authorize the BOD to complete the Regulations in accordance with legal regulations and the Company's Charter.</p> <p>6. Approval on selection Auditor for auditing Financial Statement of the Company in 2019:</p> <p>For the convenience of selecting Auditor for auditing Company's Financial Statement 2019, suggest the General Meeting of Shareholders authorize BOD to select an auditor among the top 4 leading auditing companies, in order to audit the financial statements in 2019 for VIP Greenport Joint Stock Company. List of top 4 auditing companies are as follows:</p> <ul style="list-style-type: none"> - Vietnam Ernest & Young limited company; - KPMG Vietnam limited company; - PwC Vietnam limited company; - Deloitte Vietnam limited company. <p>7. Provide the full set of VGR's 2019 IFRS auditing Report (including 2019H1 and 2019) to EMC</p> <p>BOD agreed to provide the full set of VGR Financial statement based on IFRS to EMC expecting in 2020.</p> <p>8. Remuneration for BOD and Inspection Committee members</p> <p>BOD and Inspection committee members agreed to not receive remuneration 2018 of the Company.</p>
2	02/2019/QĐ -HDQT	15/5/2019	1. Pay cash dividends 2018 to shareholders, details are as follows:



VIP GREENPORT JOIN STOCK COMPANY

Enterprise code: 0201579242 | Add: Dinh Vu – Cat Hai ECZ, Hai An District, Hai Phong, Viet Nam
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			<ul style="list-style-type: none"> - Exercise ratio: 8% par value (1 share gets 800 VND). - Exercise time: expecting in June 2019. <p>2. Assign Director (Mr. Cap Trong Cuong) to complete the necessary procedures, pay dividends according the participation proportion of shareholders in accordance with regulations</p>
3	03/2019/ NQ-HĐQT	18/6/2019	<p>1. Approve to select KPMG Ltd. Co. in order to audit the financial statements 2019 for VIP Greenport Joint Stock Company.</p> <p>Approve to select KPMG Ltd. Co. in order to review semi-annual financial statements and audit financial statement 2019 for VIP Greenport Joint Stock Company.</p> <p>2. Assign Director of the Company to perform in accordance with current regulations.</p>
4	04/2019/NQ -HĐQT	24/7/2019	<p>1. Approve to select KPMG Ltd. Co. in order to provide the full set of Financial statement of financial year 2019 based on IFRS for VIP Greenport Joint Stock Company.</p> <p>2. Assign Director of the Company to perform in accordance with current regulations.</p>
5	05/2019/NQ -HĐQT	20/12/2019	<p>1. Approve for the year 2020 budget of VIP Greenport Joint Stock Company as follows:</p> <ul style="list-style-type: none"> + Revenue: 800 billion VND + Profit: 143 billion VND <p>2. Approve investment of 02 RTG for VIP Greenport Joint Stock Company is expected as follows:</p> <ul style="list-style-type: none"> + Equipment: 02 units 8-wheel Kalmar rubber tyred gantry cranes + Supplier: Kalmar + Model: 402318-8L-2040C-ZE, capacity 40T under spreader + Delivery time : within 9 months <p>3. Assign Director of the Company to perform in accordance with current regulations.</p>

3. Results of implementation of the Resolution of the General Meeting of Shareholders

Seq	Contents	Result
1	Business plan in 2019	Exceeding completed according to report



2	Selection of auditors for 2019	Receiving authorization of the General Meeting of Shareholders, the BOD has selected KPMG Vietnam Limited as the auditor for 2019
3	Expected implementation of comprehensive financial statements according to IFRS standards	The company has implemented the comprehensive financial statements according to IFRS standards.

4. Supervisory activities of the BOD for the Executive Board and management levels

The BOD supervised the implementation of resolutions, business plans and investment plans approved by the BOD and the General Meeting of Shareholders.

In 2019, the Board of Management of the Company fully complied with the guidelines, policies and resolutions of the BOD.

In 2019, the BOD always stood side by side with the executive board, promptly made appropriate and flexible decisions to maintain the market and ensure efficient business operations.

With the efforts of the BOD, the executive board and workers collective, in 2019 the company exceeded business plan set out by the General Meeting of Shareholders.

II - REMUNERATION FOR BOD AND THE INSPECTION COMMITTEE IN 2019

BOD and Inspection committee members agreed to not receive remuneration 2019 of the Company.

**ON BEHALF OF BOD
CHAIRMAN**

(signed)

NGUYEN VAN TIEN



PART 2:

REPORT ON PRODUCTION AND BUSINESS RESULT 2019 AND PLAN FOR 2020

I. Assigned plan for 2019:

- Revenue (billion VND) : 730
- Profit (billion VND) : 125

II. Performance in 2019

1. Financial target:

- Revenue: VND 791.8 billion equivalent to 108.47 % of the plan
- Profit: VND 133.48 billion equivalent to 106.8 % of the plan

2. Throughput target

- Throughput in 2019: 737.603 TEU

Include:

- + Throughput in VIP Greenport: 643,596 TEU
- + Throughput in other ports: 94,007 TEU

3. Investment in 2019: Bought an used 25T harbour crane for VND 2.5 billion.

4. Labor and wage index:

- Total labor force at the Meeting time (April 15, 2020): 157 employees
- Total salary (including bonus, health insurance, social insurance ...): VND 32 billion
- Average salary: VND 16.8 million

5. Employee training in 2019:

STT	Traning category	Number of employee	Fee (VND)
1	Regular training (occupational safety, Fire fight and prevention...)	158	45,769,000
2	Profestional training	29	97,150,500
3	2nd Vocational training	10	Self training
4	Overseas training	1	54,981,194

6. Management

- To strictly follow the promulgated processes and regulations: labor, salary and safety



- All employees in the company strictly comply with labor regulations, labor protection and occupational safety and health regulations when participating in production.

- Good implementation, application of software, IT in production.

7. Initiative: 10 initiatives equivalent to 111% of the plan

III. . Operation plan for 2020

1. Financial target

- Revenue (billion VND): 710

- Profit (billion VND): 121

2. Investment: invest 02 e-RTG with estimated price at VND 63,5 billion.

3. Labor-wage index:

- The total number of employees: 164 employees

- Salary: VND 33.5 billion

4. Training target for 2020

STT	Traning category	Number of employee	Fee (VND)
1	Regular training (occupational safety, Fire fight and prevention...)	160	12,000,000
2	Profestional training	5	10,000,000
3	2 nd Vocational training	08	Self training
4	Overseas training	3	300,000,000

5. Initiative: 10 initiatives

VIP GREENPORT JSC

DIRECTOR

(signed)

CAP TRONG CUONG



Part 3:

REPORT OF INSPECTION COMMITTEE IN ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020

To: General Meeting of Shareholders – VIP Greenport Joint Stock Company!

- Pursuant to rights and duties of Inspection Committee regulated by Laws on Enterprises and Charter of VIP Greenport Joint Stock Company;
- Pursuant to operation situation, documentary and audited report of KPMG Ltd. Company for financial year 2019;

Inspection Committee hereby reports to General meeting of Shareholders the following contents:

I. INSPECTION COMMITTEE ACTIVITIES

Inspection Committee has performed the supervising duty on activities and compliance on regulations and Laws, Managing Charter of the Board of Management, Board of Directors and other Managers in the Operating and Managing system of the Company.

Supervise the performance of AGM's resolution in 2019, issued BOD's and BOM's resolutions, decisions in 2019.

Attend some meetings of Board of Director, provide opinion about contents discussed during the meetings.

Verify the audited financial statements, business situation, accounting books and other documents of the Company in order to evaluate the truthfulness and appropriateness of financial data.

Consider the compliance with business safety regulation, analyse the plans and potential risks in business environment.

Control the compliance with regulations on disclosure of information of the Company in accordance with the Law.

II. RESULT ON BUSINESS SUPERVISION AND MANAGEMENT OF BOARD OF DIRECTORS AND BOARD OF MANAGEMENT

1. Verifying the audited financial statement 2019:

2019 is a year of extremely difficulties in production and business. The increasingly fierce competition among business units in the same industry is more and more. Sea-logistics market still met lots of difficulties, shipping lines reduced their cost, restructure ship size and shipping routes.

In such difficult circumstance, Board of Directors, the Board of Management and all employees of the Company have made continuous efforts in marketing, administration and business activities. In 2019, the Company has exceeded the business plan set by General Meeting of Shareholders.



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The financial statements of the Company audited by KPMG Ltd. Company have reflected honestly and reasonably the major aspects of the Company's business and financial conditions, in accordance with new Vietnam accounting standards and current regulations..

Currency: billion dong

SEQ	Target	Assigned plan in 2019 by AGM	Performance 2019	Performance 2018	Rate compare to Plan 2019	Rate compare to Performance 2018
<i>1</i>	<i>2</i>	<i>3</i>	<i>4</i>	<i>5</i>	<i>6=4/3</i>	<i>7=4/5</i>
1	Net revenue	730.00	791.77	757.33	108.46 %	104.55 %
2	Profit	125.00	133.48	148.25	106.78%	90.04%

In 2019, total net revenue reached 791,77 billion dong, increased 8.46% compared to plan in 2019, increased 4.55% compared to performance in 2018.

Total profit before tax reached 133,48 billion dong, increased 6,78% compared to plan in 2019, equivalent to 90,04% compared to performance in 2018.

The financial management was implemented in accordance with the current policy, well managed revenues and expenditures, and fulfill all tax obligations to the Government.

Marketing strategy is always consistent: "keeping current customers and inviting new customers to use the service." Providing additional value-added services to satisfy all needs and interests of customers.

Continuing to focus on training high-quality human resources, organizing vocational training and periodic training to meet the requirements of business activities, improving service quality. Salary and bonus norms and regulations are regularly reviewed and adjusted to ensure stable income and growth for employees.

The company has continued to promote the application of technology in managing, operating and providing online services to customers. The company has many innovations and creative innovations that constantly contribute to increasing labor productivity, saving production costs and improving business efficiency.

2. Result on monitoring and supervising activities of BOD and BOM:

Through the process of supervising the management and administration of BOD and BOM in 2019, the Inspection Committee did not notice any abnormal sign. The activities of Company always comply with the provisions of Law on Enterprises, the Charter of Company and provisions of Law.

The management report of BOD has reflected clearly and honestly the activities as well as the direction and management of the Company.

The BOD usually supervises BOM to implement the resolutions, business plan and investment plan approved by BOD and General Meeting of Shareholders. The supervision of management on BOD has ensured the production and business activities of the company are



safe, comply with the provisions of Law, in accordance with the orientation of resolutions promulgated by General Meeting of Shareholders.

The Board of Management as made great efforts in directing production, investing with the high sense of responsibility for the legal benefits of the Company and shareholders. Board of Management regularly organizes the meetings, in accordance to resolutions and decisions of BOD to carry out tasks, make timely decisions and suitable for each specific condition.

The Inspection Committee highly appreciates the capacity and enthusiasm of BOD, BOM for leading the Company to overcome difficulties, exceeding the business plan in 2019.

III. ASSESSMENT ON COORDINATION BETWEEN INSPECTION COMMITTEE AND BOD, BOM, SHAREHOLDERS

The coordination of activities between Inspection Committee and BOD, BOM of the Company is closely followed resolutions of General Meeting of Shareholders. The Inspection Committee is provided necessary documents in the process of directing and commanding, managing the business activities of BOD, BOM.

IV. CONCLUSION

Through the supervising activity in 2019, it is clear that business activities of the Company had ensured the safety, complied with the Laws and orientations in resolutions of General Meeting of Shareholders.

The Inspection Committee proposes that the General Meeting of Shareholders authorize the Board of Directors to actively select qualified auditors to audit the financial statements for 2020 for the Company.

Sincerely report!

**ON BEHALF OF INSPECTION COMMITTEE
Head of Committee**

(signed)

LE THE TRUNG