

PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS 2018

To: General Meeting of Shareholders – VIETNAM CONTAINER SHIPPING CORPORATION

- Pursuant to Charter of Vietnam Container Shipping Corporation;
- Pursuant to Resolution No.01/2017/NQ-DHDCD issued on March 24 2017 – General Meeting of Shareholders Vietnam Container Shipping Corporation;
- Pursuant to Financial Statement 2017 of the Company.

BOD of Vietnam Container Shipping Corporation reports and submits to General Meeting of Shareholders for approval:

I. Approving financial statement 2017 of the Company:

Financial Statement 2017 of Vietnam Container Shipping Corporation is audited by KPMG Vietnam Ltd. Company. “Separate financial statement and Consolidated financial statement give a true and fair view, in all material respects, of the financial position of Vietnam Container Shipping Corporation as at 31 December 2017 and of its results of operations and its cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for enterprises and the relevant statutory requirements applicable to financial reporting” (Quoted from conclusion of Financial Statement). The financial statement 2017 had been disclosure in accordance to regulation, in the same time posted on website of the Company (www.viconship.com). Some indicators in Consolidated financial statement 2017 are as follows:

SEQ	Target	Amount (VND)
1	Total assets	2.479.002.239.512
2	Equity	1.709.545.678.532
	<i>Including: Charter Capital</i>	501.123.040.000
3	Revenue from providing service	1.302.882.705.987
4	Revenue from financial activity	10.460.812.513
5	Profit before Corporate Responsibility’s tax	298.484.309.043
6	Profit after Corporate Responsibility’s tax	263.827.929.843
7	Profit after tax of Shareholders of mother	237.278.566.793
8	company	4.261
	Basic profit per share	

II. Profit, profit distribution in 2017:

In accordance to the audited Financial Statement 2017 and Resolution of General Meeting of Shareholders on March 24th 2017, BOD submits General Meeting of Shareholders the profit distribution 2017 for approval as follows:

- Total profit after tax of parent company: 237.278.566.793 VND
- Exempted and reduced income tax for development investment fund: 19.748.401.742 VND
- Cash dividend – 20% of Charter Capital: 95.669.446.000 VND
(Advance of 10% in December 2017)
- Allowance for welfare fund 10%: 22.285.000.000 VND
- Remuneration and bonus for BOD and Inspection Committee 1%: 2.228.000.000 VND

* Remaining amount is to supply capital and development investment fund: 97.347.719.051 VND

III. Business plan and profit distribution plan for 2018 as follows:

1. Business plan 2018:

- Revenue: : 1.350 billion VND
- Profit before tax: 280 billion VND

2. Profit distribution plan for 2018:

- Payment of dividends is not less than 20% of Charter Capital.
- Bonus and welfare fund: 10% of profit after tax.
- Remuneration, bonus for Board of Directors, Inspection Committee: 1% of profit after tax.
- Remaining amount is to supply capital and development investment fund.

IV Amending and supplementing Charter of Company:

1. The Company's Charter had been amended in 2016 after the 2017 corporate law came into force. However, on June 06th 2017, the Government issued Decree No.71/2017/ND-CP guiding corporate governance applicable to public companies to replace the previous ones and some changes.

2. On November 26th, 2014, the XIII National Assembly of the Socialist Republic of Vietnam at its 8th session passed the Enterprise Law No. 68/2014/ QH13 and came into effect on July 1, 2015. ("Enterprise Law 2014"). Pursuant to Enterprise Law 2014 and the current situation of the operation of Viconship ("the Company"), the Board of Directors ("BOD") reviewed and revised some articles in Company's Charter. The Board of Directors proposes to the General Meeting of Shareholders ("AGM") to consider and approve the amendments and supplements to the Charter of the Company as follows:

1. Amend and supplement the Heading to comply with Enterprise Law 2014 and Securities Law 2013, Decree 71/2017/ND-CP.

2. Amendment and supplement to Article 1:

- Supplementing the definition of "Securities Law" to comply with the Law on Securities;
- Replace the definition of "management staffs" with "enterprise managers" in accordance with Decree 71/2017/ND-CP;

3. Amendment and supplement to Article 13.4. c: To comply with Article 156 of the Enterprise Law 2014;

4. Amendment and supplement to Article 14: Eliminate the content of the AGM has right to approve the General Director is also the Chairman of BOD in accordance with Decree No. 71/2017/ND-CP.

5. Amendment and supplement to Article 17: To comply with Clause 1, Article 8 of Decree No. 71/2017/ND-CP on the closing of the list of attendees to the General Meeting of Shareholders;

6. Amendment and supplement to Article 18.2: To be in line with the current situation of the Company.

7. Amendment and supplement to Article 19: To be in line with the current situation of the Company.

8. Amendment and supplement to Article 21.6: To be in line with the current situation of the Company.

9. Amendment and supplement of Article 23: To comply with the law on collecting written opinions of shareholders;

10. Amendment and supplement to Article 24.3: To comply with Clause 1, Article 11 of Decree No. 71/2017/ND-CP on the nomination of members of the Board of Directors;

11. Amendment and supplement to Article 25: To comply with Decree 71/2017/ND-CP and the actual situation of the Company;

12. Amendment and supplement to Article 27: To comply with Decree 71/2017/ND-CP.

13. Supplement of Article 28: To comply with Clause 1, Article 8 of Decree No. 71/2017/ND-CP on the person in charge of corporate governance

14. Amendment and Addition to Article 33: In accordance with Article 20 of Decree No. 71/2017/ND-CP on standards of the Inspection Committee.

15. Amendment and supplement to Article 34: To comply with Article 22 of Decree No. 71/2017/ND-CP on the rights and obligations of the Inspection Committee.

16. Amendment and supplement to Article 36: To comply with Article 26 of Decree No. 71/2017/ND-CP on transactions with shareholders, managers of enterprises and related persons of these subjects.

17. To amend and add the title of Chapter XIII, the name of Article 44, the title of Chapter XV, Article 49: in accordance with the provisions of Decree No. 71/2017/ND-CP.

18. Some other details of terms used, abbreviations and some references in the Charter to ensure consistency in the form and content of the Charter (but not change the content terms). This adjustment is assigned to the legal representative of the company to review and implement.

Major amendments and supplements to the Charter of the Company are detailed in the Appendix to this Report. The Board of Directors would like to submit to the General Meeting of Shareholders for consideration and approval of the amended and supplemented provisions. The new amended charter shall take effect from March 30, 2018 in replacement of the current Charter and amendments and supplements thereto. To assign the legal representative of the Company to complete and sign the new Charter.

V. Approving internal regulations on corporate governance:

To comply with the regulations for listing joint stock companies, pursuant to Decree No.71/2017/ND-CP dated June 06th 2017 of the Government; BOD issued new management regulations to carry out internal management in enterprises. The Board of Directors proposes to the Shareholder General Meeting this regulation (attached herewith) and recommends shareholders to consider and approve.

VI. Selecting the audit unit:

To take the initiative in selecting the auditor of the company's financial statements, at the proposal of Inspection Committee, we propose to General Meeting of Shareholders to authorize BOD to select an auditing company among the four leading auditing firms in Vietnam approved by the State Securities Commission to audit listed companies in 2018 for financial statements to audit the financial statements 2018 for Vietnam Container Shipping Corporation.

1. Ernst & Young Viet Nam Ltd. Company
2. KPMG Viet Nam Ltd. Company
3. Price Waterhouse Coopers Viet Nam Ltd. Company
4. Deloitte Viet Nam Ltd. Company.

VII. Support capital (loans) to Company's subsidiaries:

In order to timely respond to capital for investment, renovate equipment and facilities for production and business of subsidiaries and to bring the highest benefits to the Company, reduce interest on bank loans, we propose to General Meeting of Shareholders to authorize BOD to actively provide loans to subsidiaries when they have the need to invest in accordance with the financial management regulations of the Company.

Board of Directors submits to the General Meeting for approval.

VIII. Transfer of shares in VIP Greenport to Evergreen Liner:

Evergreen, a strategic shareholder of VIP Green Joint Stock Company, has requested Viconship to transfer a part of the shares held by the Company at VIP Greenport to them as follows:

- Numbers of shares from 3.162.500 shares to 6.325.000 shares, equivalent to 5-10% of Charter Capital of VIP Greenport.

- The transfer price: At the market price in accordance with the law, (VIP GreenPort is expected to trade on UPCOM in the 2nd quarter of 2018).

Haiphong, March 2018
On behalf of Board of Directors
Chairman
(signed and sealed)

Nguyen Viet Hoa