**DXP: Corporate Governance Report (2014)**

**CORPORATE GOVERNANCE REPORT**

**(2014)**

Company: Doan Xa Port Joint Stock Company

Address: No. 15 Ngo Quyen Street, Ngo Quyen District, Hai Phong City

Tel: Fax:

Charter capital:

Stock code: DXP

**I. BOD’s activities:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reason for not attending** |
| 1 | Vu Tuan Duong | Chairman of BOD | 08 | 100% |  |
| 2 | Vu Huu Chinh | Member of BOD | 08 | 100% |  |
| 3 | Nguyen Van Phu | Member of BOD | 08 | 100% |  |
| 4 | Hoang Van Chung | Member of BOD | 08 | 100% |  |
| 5 | Mai Thi Yen The | Member of BOD | 08 | 100% |  |
| 6 | Lam Ngoc Uyen | Member of BOD | 08 | 100% |  |
| 7 | Tran Dang Hung | Member of BOD | 08 | 100% |  |

**II. Board Resolutions:**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 05/NQ-HDQT | 21/02/2014 | - Approve audited financial statement 2013  - Approve time and place for AGM 2014  - Approve reports to submit AGM 2014  - Approve HR plan in 2014  - Approve the reports of capital representatives |
| 2 | 07/NQ-HDQT | 18/03 | - Approve contents to submit AGM for approval:  + Operating result 2013  + Profit distribution 2013  + Operating plan in 2014 |
| 3 | 12/NQ-HDQT | 18/04/2014 | - Approve operating result of quarter 1/2014  - Approve operating plan in quarter 2/2014  - Approve salary settlement in 2013 and approve salary unit price in 2014  - Approve selecting VACO Auditing Company Limited to review Semi-annual FS and audit FS 2014  - Approve investing in new management software for Organization and Salary Department  - Approve the report of capital representatives  - Approve dissolution of the Investment Planning department; Approve Mr. Nguyen Van Phu stop holding Head of Occupational safety - Sanitation Department  - Approve dividend payment 2013 as follows:  + Dividend payout ratio: 35 % equal to VND 27,562,402,000  + Expected record date: 12/05/2014  + Expected exercise date: 28/05/2014 |
| 4 | 18/NQ-HDQT | 17/07/2014 | - Approve operating result of the first 6 months of 2014  - Approve operating plan for quarter 3.2014  - Approve salary price unit 2014  - Approve the report of General Director on appointing deputy directors of Production Management Center, deputy directors of Service Handling Factory, vice squad of mechanical team.  - Approve the contents of regular reports of those who are representative for the Company’s capital in other businesses.  - Allow the Company to coordinate with Vietnam Petroleum Transport Joint Stock Company (Vipco) in the project of building container terminal, Board of Directors assign Management Board to implement the next tasks according to regulations of law. |
| 5 | 25/NQ-HDQT | 10/10/2014 | - Approve operating result of the first 9 months of 2014.  - Approve operating plan for quarter 4.2014  - Approve appointing Mr. Nguyen Thanh Tuan, Head of Department of Engineering and Technology as Deputy General Director cum Head of Department of Engineering and Technology of the Company.  - Approve liquidating some fully depreciated assets.  - Approve dissolving Multi Modal Transport Service Factory and establishing Doan Xa Logistics Port One Member Limited Company.  - Approve the contents of regular reports of those who are representative for the Company’s capital in other businesses. |
| 6 | 29/NQ-HDQT | 07/11/2014 | - Approve increasing the salary price unit by 1% to ensure the stable income for employees. |
| 7 | 34/NQ-HDQT | 03/12/2014 | - Approve adjusting the operating plan 2014 |
| 08 | 39/NQ-HDQT | 24/12/2014 | - The expected operating result of year 2014  - Approve operating plan for 2015  - Approve investment plan of year 2015  - Approve issuing the salary distribution regulation of year 2015.  - Approve personnel plan of the Company in 2015. |

**III. Change in connected persons/institutions**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Organizations/individuals** | **Title** | **Moment as connected persons/institutions** | **Moment as not connected persons/institutions** | **Reason** |
| 1 | Nguyen Thanh Tuan | Vice General Director | 14/10/2014 |  | Appointed |
| 2 | Nguyen Thi Minh Thai |  | 14/10/2014 |  | Younger Sister of Mr. Nguyen thanh Tuan |

**IV. Transactions of PDMRs and connected persons/institutions**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Transaction person** | **Relationship with PDMRs/key shareholders** | **Number of shares at opening period** | | **Number of shares at closing period** | | **Reason for increase, decrease** |
| **Number of shares** | **Rate** | **Number of shares** | **Rate** |
| 1 | Mai Thi Yen The |  | 34,500 | 0.438 | 16,800 | 0.213 | Sell |