**DDV: Corporate Governance report (2015)**

**CORPORATE COVERNANCE REPORT**

**(Year 2015)**

Company: Viet Nam Land Investment Corporation

Address: GI-7 Block, Dinh Vu Economic Zone, Dong Hai 2 Ward, Hai An District, Hai Phong City

Tel.: 0313 979368 Fax:

Charter Capital: VND 1,461,099,000,000

Stock code: DDV

1. **BOD activities**

Meetings

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate (%)** | **Reason** |
| 1 | Mr. Lam Thai Duong | Chair of Board of Directors  | 07/07 | 100% |  |
| 2 | Mr. Nguyen Van Sinh | Member of Board of Directors  | 07/07 | 100% |  |
| 3 | Mr. Vu Van Bang | Member of Board of Directors  | 07/07 | 100% |  |
| 4 | Ms. Nguyen Thi Thanh Huong | Member of Board of Directors  | 07/07 | 100% |  |
| 5 | Mrs. Cao Thi Hong | Member of Board of Directors  | 03/07 | 43% | Business trip |

1. **Board resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board resolution No.** | **Date** | **Content** |
| 1 | 57/ NQ - DAP | 22 Jan 2015 | - Approve the operation plan 2015 and Q.I/ 2015- Approve the plan for use of employees 2015- Some missions related to organization and internal governance |
| 2 | 237/ NQ - DAP | 31 Mar 2015 | Appoint Deputy General Director  |
| 3 | 58/ NQ - DAP | 27 Apr 2015 | - Approve the operation plan of Q.II/ 2015- Consider the salary increase for General Director and Deputy General Directors  |
| 4 | 30/ QD - DAP | 22 Jan 2015 | Appoint General Director  |
| 5 | 36/ QD - DAP | 30 Jan 2015 | Approve the construction drawing and total estimate of gyps field |
| 6 | 95/ QD - DAP | 27 Feb 2015 | Approve the bid “building the infrastructure of gyps field – area No. 01” |
| 7 | 135/ QD - DAP | 31 Mar 2015 | Appoint Mr. Vu Van Bang as Deputy General Director  |
| 8 | 136/ QD - DAP | 31 Mar 2015 | Appoint Mr. Bui Dang Duan as Deputy General Director  |
| 9 | 137/ QD - DAP | 31 Mar 2015 | Appoint Mr. Nguyen Van Phien as Deputy General Director  |
| 10 | 141/ QD - DAP | 01 Apr 2015 | Issue the regulation on share management |
| 11 | 142/ QD - DAP | 01 Apr 2015 | Approve the estimate of material purchase for provision 2015 |
| 12 | 145a/ QD - DAP | 01 Apr 2015 | Set up a team of specialists to appraise the bid, appraisal team of the project for gyps field |
| 13 | 158a/ QD – DAP; 158b/ QD - DAP | 27 Apr 2015 | No change in salary for managers |
| 14 | 162/ QD - DAP | 05 May 2015 | Approve the list of contractors who meet the bid “building infrastructure for gyps field” |
| 15 | 197/ QD - DAP | 08 Jun 2015 | Approve the results of selecting a contractor for the bid “building infrastructure for gyps field” |
| 16 | 198/ QD - DAP | 06 Jun 2015 | Issue regulations for Board of Directors  |
| 17 | 199/ QD – DAP | 11 Jun 2015 | Approve the bid “sight consultancy” of the project for gyps field |
| 18 | 239/ QD – DAP | 23 Jun 2015 | Issue the regulation on sales |
| 19 | 59/ NQ – DAP | 17 Jul 2015 | - Approve the operation plan of Q.III/ 2015- Select an auditor and review and handle some issues on consumption and construction investment |
| 20 | 260/ QD – DAP | 17 Jul 2015 | Approve the revision and supplement of construction plan of 2015 |
| 21 | 261/ QD – DAP | 17 Jul 2015 | Approve plan for investment in expansion of DAP store capacity |
| 22 | 262/ QD – DAP | 17 Jul 2015 | Approve the plan for selecting contractor for project for DAP store capacity |
| 23 | 263/ QD – DAP | 17 Jul 2015 | Approve the report on economics and technique of project for buying cars for the Company’s operation |
| 24 | 277/ QD – DAP | 30 Jul 2015 | Approve the list of contractors which meet the technical requirements for 5A package of project for gyps ground infrastructure |
| 25 | 281/ QD – DAP | 12 Aug 2015 | Amend and supplement some Articles of regulation on management of product sale of DAP- VINACHEM Joint Stock Company  |
| 26 | 283/ QD – DAP | 13 Aug 2015 | Approve plan for selecting contractors for implementation of project for buying cars for the Company’s operation |
| 27 | 291/ QD – DAP | 26 Aug 2015 | Issue regulation on internal expenditure of the Company |
| 28 | 295/ QD – DAP | 04 Sep 2015 | Approve the tendering documents of 9C package of projector for gyps ground infrastructure |
| 29 | 296/ QD – DAP | 04 Sep 2015 | Approve the result of selecting contractor for 5A package of projector for gyps ground infrastructure |
| 30 | 60/ NQ – DAP | 26 Oct 2015 | - Approve the plan for production, investment of Q.IV/ 2015- Handle some issues on construction investment |
| 31 | 316/ QD – DAP | 01 Oct 2015 | Set up Department of Technique and Technology |
| 32 | 317/ QD – DAP | 01 Oct 2015 | Set up Department of Administrative Affairs |
| 33 | 329/ QD – DAP | 27 Oct 2015 | Approve the settlement and plan for contractor for package of transport service and leasing DAP fertilizer storage  |
| 34 | 330/ QD – DAP | 27 Oct 2015 | Assign operation plan of Q.IV/ 2015 |
| 35 | 341A/ QD – DAP | 11 Nov 2015 | Approve the norm of consuming some main materials, energy of 2015 |
| 36 | 61/ NQ – DAP | 14 Dec 2015 | Consulting shareholders via a ballot to approve General Mandate on accepting the operation result from 26 Dec 2014 to 31 Dec 2014 for DAP- VINACHEM Joint Stock Company |
| 37 | 62/ NQ – DAP | 28 Dec 2015 | Consulting shareholders via a ballot to approve General Mandate on supplementing line of business into Charter of the Company |

1. **25 Change in connected persons/ institutions**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name of connecte26d persons/institu27tions** | **Position of PDMR at the company (if any)** | **No. of ID card/ business registration certificate** | **Date of issuing** | **Date to become connected persons/ institutions** | **Date no longer connected persons/ institutions** | **Reason** |

1. **Transactions of PDMRs and connected persons/institutions**
2. List of PDMRs and connected persons

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Position of PDMR at the company (if any)** | **Shareholding at the beginning of the term** | **Shareholding at the end of the term** | **Note** |
| 1 | Mr. Lam Thai Duong | Chair of Board of Directors  | 3,100 | 0.002% |  |
| 2 | Mr. Nguyen Van Sinh | Member of Board of Directors, General Director  | 202,700 | 0.1387% |  |
| 3 | Nguyen Huyen Linh Phuong |  | 150,000 | 0.1026% |  |
| 4 | Mr. Vu Van Bang | Member of Board of Directors, Deputy General Director | 2,100 | 0.0014% |  |
|  | Doan Thi Minh Thuy | Connected person | 2,100 | 0.0014% |  |
| 4 | Ms. Nguyen Thi Thanh Huong | Member of Board of Directors  | 21,916,485 | 15% | Where Ms. Nguyen Thi Thanh Huong holds position of Chair of Board of Directors cum General Director  |
| 5 | IB Securities Joint Stock Company  |  | 8,156,199 | 5.58% |  |
| 6 | Ngo Phuong Chi |  | 0 | 0 % |  |
| 7 | Nguyen Van Tuan |  | 96 | 0.001% | Deputy Chair of Board of Directors of IB Securities Joint Stock Company |
| 8 | Le Dang Tho |  | 518,100 | 0.354% | Member of Board of Directors IB Securities Joint Stock Company |
| 9 | Nguyen Thi Mai Huong |  | 0 | 0 % |  |
| 10 | Mr. Nguyen Van Phien | Deputy General Director  | 3,300 | 0.002% |  |
| 11 | Dao Thi Thu Hien |  | 2,000 | 0.003% |  |
| 12 | Mr. Bui Dang Duan | Deputy General Director  | 4,700 | 0.003% |  |
| 13 | Mrs. Nguyen Thi Thu Hang | Member of Supervisory Board  | 1,700 | 0.0011% |  |
| 14 | Nguyen Thanh Hai | Director of DAP Factory | 1,500 | 0.001% |  |
| 15 | Mr. Nguyen Danh Sao | Chief Accountant  | 3,500 | 0.002% |  |

1. Shares transaction

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full name | Relation with PDMR | Shareholding at the beginning of the term | Shareholding at the end of the term | Reason (buy, sell, transfer, dividend. bonus share) |
| Share | Rate | Shares | Rate |
| 1 | IB Securities Joint Stock Company | Where Ms. Cao Thi Hong (member of Board of Directors of DAP VINACHEM) holds position of General Director  | 4,943,358 | 3.38% | 8,156,199 | 5.58% | Transfer |
| 2 | Nguyen Van Tuan | Deputy Chair of Board of Directors (Where Ms. Cao Thi Hong (member of Board of Directors of DAP VINACHEM) holds position of General Director) | 5,292,296 | 3.62% | 96 | 0.0001% | Transfer |
| 3 | Le Dang Tho | Member of Board of Directors IB Securities Joint Stock Company | 800,000 | 0.547% | 518,100 | 0.354% | Transfer |
| 4 | Cao Van Long | Brother of member of Board of Directors  | 139,441 | 0.095% | 0 | 0% | Transfer |

1. **Other notices**