**DXP: Corporate Governance Report 2015**

**CORPORATE GOVERNANCE REPORT**

**(2015)**

Company: Doan Xa Port Joint Stock Company

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

Telephone: 0313 765029 Fax: 0313 825364

Charter capital: VND 78,749,720,000

Stock code: DXP

**I. BOD’s activities:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reason for not attending** |
| 1 | Hoang Van Quang | Chair of Board of Directors | 03 | 100% | Appointed on 07 Jun 2015 |
| 2 | Tran Viet Hung | Deputy Chair of Board of Directors | 02 | 100% | Appointed on 21 Jul 2015 |
| 3 | Vu Tuan Duong | Ex-Chairman of BOD | 08 | 88.89% | Resigned from Chair of Board of Directors on 07 Jun 2015 |
| 4 | Vu Huu Chinh | Member of BOD | 9 | 100% |  |
| 5 | Nguyen Van Phu | Member of BOD | 09 | 100% |  |
| 6 | Hoang Van Chung | Member of BOD | 08 | 88.89% |  |
| 7 | Mai Thi Yen The | Member of BOD | 09 | 100% |  |
| 8 | Lam Ngoc Uyen | Member of BOD | 08 | 100% | Dismissed on 21 Jul 2015 |
| 9 | Tran Dang Hung | Member of BOD | 07 | 100% | Dismissed from member of Board of Directors on 07 Jun 2015 |

**II. Board Resolutions:**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board Resolution No.** | **Date** | **Content** |
| 1 | 04 /NQ-HDQT | 29 Jan 2015 | - Approve the record date for holding annual General Meeting of Shareholders 2015 |
| 2 | 06/NQ-HDQT | 10 Feb 2015 | - Approve the operation report 2014 and operation plan 2015 to submit annual General Meeting of Shareholders 2015  - Approve the contents of financial statement 2014  - Approve contents of regular reports of capital representatives of the Company at other enterprises  - Approve the salary unit 2015  - Approve the capital contribution to repair Ngo Quyen Street and neighboring ports  - Approve the plan for holding annual General Meeting of Shareholders 2015 in late March 2015 at Doan Xa Port Joint Stock Company; approve the establishment of a team to serve the annual General Meeting of Shareholders 2015  - Approve the dissolution of multi-mode Transportation Service Enterprise, establishment of Doan Xa Logistics One Member Co., Ltd; assign Mr. Hoang Van Chung – Member of Board of Directors, Deputy General Director of the Company to hold position of Head of Member Council, capital representative of Doan Xa Port Joint Stock Company at Doan Xa Logistics One Member Co., Ltd  - Approve the assignments to Management Board based on contents of the reports of General Director |
| 3 | 10/ NQ - HDQT | 02 Apr 2015 | - Approve the dividend advance 2014 in cash with the rate of 30% (01 share receives VND 3,000) |
| 4 | 12/ NQ - HDQT | 13 Apr 2015 | - Approve the time, place for holding annual General Meeting of Shareholders 2015  - Approve the plan for profit distribution and dividend payment 2014 to submit annual General Meeting of Shareholders 2015  - Approve the plan 2015 for production and business to submit annual General Meeting of Shareholders 2015  - Approve the proposals at annual General Meeting of Shareholders 2015 on the capital divestment of Doan Xa Port Joint Stock Company at Hai Phong Maritime Investment and Commerce Joint Stock Company with the share amount of 300,000, equivalent to VND 3,000,000,000 |
| 5 | 14/ NQ - HDQT | 16 Apr 2015 | - Approve the expected operation results of Q.I/ 2015  - Approve the operation plan of Q.II/ 2015  - Approve the contents of regular reports of Q.I/ 2015 of capital representatives of the Company at other enterprises |
| 6 | 17/ NQ - HDQT | 07 May 2015 | - Approve the record date of the second dividend payment 2014 with the rate of 10% (01 share receives VND 1,000) |
| 7 | 21/ NQ - HDQT | 07 June 2015 | - Board of Directors approved the redistribution of remuneration for Board of Directors, Supervisory Board 2015  - Dismiss Mr. Tran Dang Hung from member of Board of Directors from 07 Jun 2015  - Appoint Mr. Hoang Van Quang as member of Board of Directors from 07 Jun 2015  - Approve the resignation of Mr. Vu Tuan Duong from Chair of Board of Directors from 07 Jun 2015  - Approve the appointing Mr. Hoang Van Quang as Chair of Board of Directors from 07 Jun 2015 |
| 08 | 30/NQ-HĐQT-DXP | 21/07/2015 | **1.** Approve the operation result of the first 6 months of 2015 as follows:  - Approved output: 2,283,000 tons, accounting for 55.7% of the year plan, equivalent to 104% year on year  - Revenue: 100.9 billion dongs, accounting for 63% of the year plan, equivalent to 109.7% year on year  - Profit before tax was 30.2 billion dongs, accounting for 75.6% of the year plan, equivalent to 113.7% year on year  - Corporate income tax: 15.4 billion dongs, equivalent to 120.3% year on year  - Average income: 7 million dongs/ person/ month  **2.** Approve the operation plan for the last 6 months of 2015 as follows:  - Total production: 2,050,000 tons of commodities  - Total revenue: 105 billion dongs  - Profit before tax: 35 billion dongs  - Average income of employees: 7 million dongs/person/month  **3.**  Approve the dismissing Mr. Lam Ngoc Uyen from member of Board of Directors from 21 Jul 2015  **4.**  Approve the appointing Mr. Tran Viet Hung as member of Board of Directors from 21 Jul 2015  **5.**  Approve the appointing Mr. Tran Viet Hung as Vice Chair of Board of Directors from 21 Jul 2015  **6.** Approve the investment in 01 transformer station (630KVA – 1000 KVA) to serve production |
| 09 | 436/QĐ-HĐQT | 13/08/2015 | - Dismiss Mr. Nguyen Van Phu from Deputy General manager of Doan Xa Port Joint Stock Company |
| 10 | 450/QĐ-HĐQT | 25/08/2015 | - Dismiss Mr. Hoang Van Chung from Deputy General manager of Doan Xa Port Joint Stock Company |
| 11 | 36/QĐ-HĐQT | 14/09/2015 | - Dismiss Mr. Vu Tuan Duong from General Manager of Doan Xa Port Joint Stock Company |
| 12 | 38/QĐ-HĐQT | 14/09/2015 | - Appoint Mr. Tran Viet Hung as General Manager of Doan Xa Port Joint Stock Company |
| 13 | 39/QĐ-HĐQT | 02/10/2015 | - Appoint Mr. Nguyen Thanh Tuan as Deputy General Manager of Doan Xa Port Joint Stock Company |
| 14 | 40/QĐ-HĐQT | 27/10/2015 | - Appoint Mr. Le Manh Hoan as Deputy General Manager of Doan Xa Port Joint Stock Company. |
| 15 | 47/QĐ-HĐQT | 21/12/2015 | - Appoint Mr. Bui Tu Anh as Deputy General Manager of Doan Xa Port Joint Stock Company |
| 16 | 38/NQ-HĐQT | 29/12/2015 | - Approve the estimated operation results of 2015  - Approve the operation plan for 2016  - Approve the plan on investment, repairing and improvement in 2016  - Approve the organization model; approve the personnel plan, the salary plan 2016.  - Approve the modification, supplementation in the Charter of the Company; supplement business lines of the Company.  - Authorize the capital borrowing, asset mortgage  - Approve the policy on purchasing the shares of Logistics Doan Xa Joint Stock Company  - Approve the record date, time, place of holding Annual General Meeting of Shareholders 2016. |

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Organizations/individuals** | **Title** | **Moment as connected persons/institutions** | **Moment as not connected persons/institutions** | **Reason** |
|  |  |  |  |  |  |

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

**1. List of PDMRs and related persons:**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Trading account (if any)** | **Position of PDMR at the company (if any)** | **Shareholding at the end of the term** | **Shareholding percentage at the end of the term** | **Note** |
| 1 | Hoang Van Quang | 003C406188 | Chair of BOD | 1,900,000 | 24.13 | Appointed on 07/06/2015 |
| 2 | Nguyen Thi Thu Trang |  |  | 0 | 0 | Connected person |
| 3 | Tran Viet Hung | 003C400928 | Deputy Chair of BOD cum  General Manager | 0 | 0 | Appointed on 21/07/2015 |
| 4 | Nguyen Thi Thanh Ha |  |  | 0 | 0 | Connected person |
| 5 | Vu Tuan Duong | 012C001372 | Member of BOD | 1,900 | 0.024 |  |
| 6 | Duong Thi Hong Ly | 005C284556 |  | 0 | 0 | Connected person |
| 7 | Vu Huu Chinh | 005C281702 | Member of BOD | 0 | 0 |  |
| 8 | Le Thi Mai | 030C401785 |  | 0 | 0 | Connected person |
| 9 | Hoang Van Chung | 012C000817 | Member of BOD | 0 | 0 |  |
| 10 | Nguyen Van Phu | 012C001185 | Member of BOD | 9,000 | 0.11 |  |
| 11 | Mai Thi Yen The | 012C001967 | Member of BOD, Chief Accountant | 20,000 | 0.25 |  |
| 12 | Vu Van Quyet | 012C006008 |  | 0 | 0 | Connected person |
| 13 | Lam Ngoc Uyen | 036001269 | Member of BOD | 85 | 0.001 | Dismissed on 21/07/2015 |
| 14 | Tran Dang Hung |  | Member of BOD | 0 | 0 | Dismissed on 07/06/2015 |
| 15 | Nguyen Thi Hien | 0034C1493 | Head of Supervisory Board | 0 | 0 |  |
| 16 | Le Phan Linh | 0034C6589 |  | 0 | 0 | Connected person |
| 17 | Pham Quang Tuan | 012C000954 | Member of Supervisory Board | 6,375 | 0.08 |  |
| 18 | Tran Thi Xuan Phuong | 012C008599 |  | 0 | 0 | Connected person |
| 19 | Bui Thi Bich Lien | 012C000871 | Member of Supervisory Board | 0 | 0 |  |
| 20 | Le Manh Hoan |  | Deputy General Manager | 0 | 0 | Appointed on 27/10/2015 |
| 21 | Quach Thanh Yen |  |  | 0 | 0 | Connected person |
| 22 | Bui Tu Anh |  | Deputy General Manager | 0 | 0 | Appointed on 21/12/2015 |
| 23 | Le Thi Hai Binh |  |  | 0 | 0 | Connected person |

**2. Stock transaction**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction executor | Relationship with internal person | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase decrease (purchase, sale, switch, reward...) |
|  |  |  | Number of shares | Percentage | Number of shares | Percentage |
| 1 | Hoang Van Quang | Chair of BOD | 0 | 0 | 1,900,000 | 24.13 | Buy |
| 2 | Tran Manh Hung | Deputy Chair of BOD | 0 | 0 | 0 | 0 | Buy 1,900,000  Sell 1,900,000 |
| 3 | Mai Thi Yen The | Member of BOD  Chief Account | 16,800 | 0.213 | 20,000 | 0.25 | Buy |
| 4 | Vu Tuan Duong | Member of BOD | 28,800 | 0.37 | 1,900 | 0 | Sell |
| 5 | Hoang Van Chung | Member of BOD | 11,250 | 0.14 | 0 | 0 | Sell |
| 6 | Vu Huu Chinh | Member of BOD | 3,000 | 0,04 | 0 | 0 | Sell |
| 7 | Bui Thi Bich Lien | Member of Supervisory Board | 12,000 | 0.15 | 0 | 0 | Sell |