**DXP: Corporate Governance Report (first 6 months of 2015)**

**CORPORATE GOVERNANCE REPORT**

**(First 6 months of 2015)**

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** |
|  | **Hoang Van Quang** | **Chair of Board of Directors** | **01** | **100%** | **Appointed on 07 Jun 2015** |
| 1 | Vu Tuan Duong | Ex-Chairman of BOD | 07 | 100% | Resigned from Chair of Board of Directors on 07 Jun 2015 |
| 2 | Vu Huu Chinh | Member of BOD | 07 | 100% |  |
| 3 | Nguyen Van Phu | Member of BOD | 07 | 100% |  |
| 4 | Hoang Van Chung | Member of BOD | 07 | 100% |  |
| 5 | Mai Thi Yen The | Member of BOD | 07 | 100% |  |
| 6 | Lam Ngoc Uyen | Member of BOD | 07 | 100% |  |
| 7 | 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 Dang 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 Dang 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 |

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Organizations/individuals** | **Title** | **Moment as connected persons/institutions** | **Moment as not connected persons/institutions** | **Reason** |
| 1 | Hoang Van Quang | Chair of Board of Directors | 07 Jun 2015 |  | Appointed |
| 2 | Nguyen Thi Thu Trang |  | 07 Jun 2015 |  | Wife of Mr. Hoang Van Quang |
| 3 | Tran Dang Hung | Member of Board of Directors |  | 07 Jun 2015 | Dismissed |

**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 | Hoang Van Quang |  | 0 | 0 | 1,900,000 | 24.13 | Purchase |
| 2 | Mai Thi Yen The |  | 16,800 | 0.213 | 20,000 | 0.25 | Purchase |