**NNG: Corporate Governance Report (2015)**

**CORPORATE GOVERNANCE**

**(2015)**

Company: Ngoc Nghia Industry - Service - Trading Joint Stock Company

 Address: IV-22, Tay Thanh, Tan Phu District, Ho Chi Minh City

 Tel.: 093 820 2628

 Fax: 083 815 1746

 Email: congbothongtin@nng.vn

 Charter capital: VND 522,500,000,000

 Stock code: NNG

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | La Van Hoang | Chairman | 12 | 100% |  |
| 2 | Bui Bich Hong | Member | 12 | 100% |  |
| 3 | Le Bui Hong Ngoc | Member | 12 | 100% |  |
| 4 | La Hoai Nam | Member | 12 | 100% |  |
| 5 | La Bui Hoang Nghia | Member | 12 | 100% |  |

**II. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution / Decision No. | Date | Content |
| 1 | 006/NQ/HDQT/NNG/15 | 08/04/2015 | Convene the 2015 Annual General Meeting of Shareholders |
| 2 | 009/NQ/HDQT/NNG/15 | 30/06/2015 | Consult General Meeting of Shareholders in writing on changing the head office of the Company |
| 3 | 010/NQ/HDQT/NNG/15 | 01/08/2015 | Transfer the share of the Company |
| 4 | 011/NQ/HDQT/NNG/15 | 08/08/2015 | Approve the resignation of Mr. Jean Eric Jacquemin |
| 5 | 012/NQ/HDQT/NNG/15 | 12/08/2015 | Establish Ngoc Nghia International Package One Member Co., Ltd. |
| 6 | 013/NQ/HDQT/NNG/15 | 01/09/2015 | Invest in 06 pick-up trucks (Suzuki Blind Van) according to financial leasing method at Vietnam International Financial Leasing Co., Ltd. (VILC) |
| 7 | 014/NQ/HDQT/NNG/15 | 14/09/2015 | Invest in 06 Mitsubishi cars according to financial leasing method at Vietnam International Trading Joint Stock Commercial Bank Financial Leasing One Member Co., Ltd. – Ho Chi Minh City Branch |
| 8 | 015/NQ/HDQT/NNG/15 | 05/10/2015 | Invest in 06 pick-up trucks (Suzuki Blind Van) according to financial leasing method at Vietnam International Financial Leasing Co., Ltd. (VILC) |
| 9 | 016/NQ/HDQT/NNG/15 | 29/10/2015 | Elect Mr. La Bui Hoang Nghia to be Deputy Chair of Board of Directors |
| 10 | 017/NQ/HDQT/NNG/15 | 20/11/2015 | Invest in 10 suzuki wagon trucks according to financial leasing method at Vietnam International Financial Leasing Co., Ltd. (VILC) |
| 11 | 018/NQ/HDQT/NNG/15 | 25/11/2015 | Invest in 50 trucks and pick-up trucks according to financial leasing method at Vietnam International Financial Leasing Co., Ltd. (VILC) |
| 12 | 019/NQ/HDQT/NNG/15 | 14/12/2015 | Borrow short-term capital at Bao Viet Joint Stock Commercial Bank – Ho Chi Minh City Branch |

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of connected persons/institutions | Trading account (if any) | Position of PDMR at the company (if any) | Date to become connected persons/ institutions | Date no longer connected persons/ institutions | Reasons |
| 1 | Mr. Jean Eric Jacquemin  |  | Director |  | 30/07/2015 | Resign  |
| 2 | Mr. La Bui Hoang Nghia |  | Chair of Board of Directors | 29/10/2015 |  | Elected  |

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name  | Trading account | 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 | La Van Hoang |  | Chair of Bod cum General Manager  | 15,822,496 | 30.28% |  |
|  | La Van Chu |  |  | 0 | 0 |  |
|  | Nguyen Thi Choet |  |  | 0 | 0 |  |
|  | La Minh Tuan |  |  | 28,436 | 0.05% |  |
|  | La Hoai Nam |  |  | 7,772 | 0.01% |  |
|  | Bui Bich Hong |  |  | 9,746,823 | 18.65% |  |
|  | La Bui Hong Ngoc |  |  | 9,538,463 | 18.26% |  |
|  | La Bui Hoang Nghia |  |  | 4,600,058 | 8.8% |  |
| 2 | Bui Bich Hong |  | Member of BOD | 9,746,823 | 18.65% |  |
|  | La Van Hoang |  |  | 15,822,496 | 30.28% |  |
|  | Bui Xuan Huynh |  |  | 61,576 | 0.12% |  |
|  | Bui Bich Hop |  |  | 184,313 | 0.35% |  |
|  | Bui Thi Bich Hanh |  |  | 98,371 | 0.19% |  |
|  | Bui Thi Bich Hao |  |  | 82,189 | 0.16% |  |
|  | La Bui Hong Ngoc |  |  | 9,538,463 | 18.26% |  |
|  | La Bui Hoang Nghia |  |  | 4,600,058 | 8.8% |  |
| 3 | La Bui Hong Ngoc |  | Member of BOD cum Deputy General Manager in charge of business and external relations | 9,538,463 | 18.26% |  |
|  | La Van Hoang |  |  | 15,822,496 | 30.28% |  |
|  | Bui Bich Hong |  |  | 9,746,823 | 18.65% |  |
|  | La Bui Hoang Nghia |  |  | 4,600,058 | 8.8% |  |
|  | Maxence Vanderlynden Charles Eric |  |  | 68,217 | 0.13% |  |
| 4 | La Bui Hoang Nghia |  | Deputy General Manager in charge of marketing | 4,600,058 | 8.8% |  |
|  | La Van Hoang |  |  | 15,822,496 | 30.28% |  |
|  | Bui Bich Hong |  |  | 9,746,823 | 18.65% |  |
|  | La Bui Hong Ngoc |  |  | 9,538,463 | 18.26% |  |
| 5 | La Hoai Nam |  | Member of BOD | 7,772 | 0.01% |  |
|  | La Van Chu |  |  | 0 | 0 |  |
|  | Nguyen Kim Lan |  |  | 0 | 0 |  |
|  | La Van Hoang |  |  | 15,822,496 | 30.28% |  |
|  | La Minh Tuan |  |  | 28,436 | 0.05% |  |
|  | La Hoai Phuong |  |  | 0 | 0 |  |
|  | Le Thi Hoang Thanh |  |  | 0 | 0 |  |
| 6 | Truong Quoc Thang |  | Chief of Supervisory Board | 19,001 | 0.04% |  |
|  | Le Thi Thu Suong |  |  | 5,000 | 0.01% |  |
|  | Truong Bao Ngan |  |  | 0 | 0 |  |
|  | Truong Bao Ngoc |  |  | 0 | 0 |  |
| 7 | Nguyen Van Thanh |  | Member of Supervisory Board | 24,589 | 0.05% |  |
|  | Vu Thi Xuan Mai |  |  | 0 | 0 |  |
|  | Nguyen Vu Quynh Huong |  |  | 0 | 0 |  |
|  | Nguyen Vu Quynh Nhu |  |  | 0 | 0 |  |
| 8 | Nguyen Manh Ha |  | Member of Supervisory Board | 15,000 | 0.03% |  |
|  | Duong Mong Trinh |  |  | 132,936 | 0.254% |  |
|  | Nguyen Duong Quynh Chi |  |  | 0 | 0 |  |
|  | Nguyen Duong Mong Trinh |  |  | 0 | 0 |  |
| 9 | Dao Thi Thuan |  | Deputy General Manager in charge of supply and transport | 200,939 | 0.38% |  |
|  | Dao Van Dung |  |  | 200,939 | 0.38% |  |
|  | Nguyen Van Quy |  |  | 156,439 | 0.3% |  |
|  | Nguyen Tuong Linh |  |  | 0 | 0 |  |
|  | Nguyen Phu Vinh |  |  | 0 | 0 |  |
| 10 | Nguyen Thi Chau |  | Manager in charge of risk governance | 43,924 | 0.08% |  |
|  | Nguyen Duc Hop |  |  | 6,875 | 0.01% |  |
| 11 | Nguyen Thi Kim Chi |  | Deputy General Manager in charge of finance and investment | 3,000 | 0.01% |  |
| 12 | Nguyen Bach Kim Vy |  | Deputy General Manager in charge of personnel | 0 | 0 |  |
| 13 | Dong Thi Ngoc Trieu |  | Chief Accountant | 0 | 0 |  |

2. Transactions of PDMRs and connected persons/ institutions

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | 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 | Percentage | Share | Percentage |
| 1 |  |  |  |  |  |  |  |

3. Other transactions: None

**V. Other contents:**