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

**CORPORATE GOVERNANCE**

**(2015)**

Company: Lamdong Foodstuffs Joint Stock Company

 Address: No. 05 Ba Trieu, Da Lat city, Lam Dong province

 Tel.: 0633 520291 Fax: 0633 825291

 Charter capital: VND 124,214,180,000

 Stock code: VDL

**I. BOD Activities (2015)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Mr. Do Thanh Trung  | Chairman of Board of Directors | 09 | 100 % |  |
| 2 | Mr. Nguyen Van Thang | Director | 09 | 100 % |  |
| 3 | Mr. Nguyen Van Viet | Director | 09 | 100 % |  |
| 4 | Ms. Doan Thi Thu Huong | Director | 09 | 100 % |  |
| 5 | Nguyen Huu Thuy | Director | 06 | 66.67% | Appointed on 12/05/2015 |
| 6 | Pham Hoang Long | Director | 01 | 11.11% | Appointed on 12/05/2015 |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. |  Board Resolution No. | Date | Contents |
| 1 | 16/NQ - CTTP - HDQT | 08/01/2015 | - Approve operating result 2014 and plan for 2015; Approve the operation results of Quarter I/2015- Approve the resignation of Mr. Nguyen Van Viet from the Chair of BOD and Approve appointing Mr. Do Thanh Trung as the Chair of BOD since 08/01/2015 |
| 2 | 44/NQ - CPTP - HDQT | 26/01/2015 | Dismiss Mr. Nguyen Hoang Long from General Manager of the Company since 26/01/2015. Approve appointing Mr. Do Thanh Trung as the legal representative of the Company replacing Mr. Pham Hoang Long |
| 3 | 56/NQ – CPTP – HDQT | 31/01/2015 | Dismiss Mr. Nguyen Hoang Long from Director of BOD |
| 4 | 82/QD - CPTP - HDQT | 01/03/2015 | Appoint Mr. Nguyen Huu Thuy as Deputy General Manager of the Company  |
| 5 | 118/NQ - CPTP – HDQT | 26/03/2015 | Extend the time for holding Annual General Meeting of Shareholders |
| 6 | 142/NQ – CPTP – HDQT | 01/04/2015 | Holding Annual General Meeting of Shareholders 2015 and appointing Mr. Do Huu Thuy as Director of BOD |
| 7 | 150/NQ – CPTP – HDQT | 05/04/2015 | Appoint Mr. Nghiem Van Thang as Deputy Chair of BOD |
| 8 | 203/NQ – CPTP – HDQT | 05/05/2015 | Found the subsidiary – Ladofoods Services and Trading Co., Ltd |
| 9 | 221/NQ – CPTP – HDQT | 18/05/2015 | Approve the list of shareholders who transfer their shares to ELMICH Joint Stock Company  |
| 10 | 226/NQ – CPTP – HDQT | 20/05/2015 | Deploy the share issuance for dividend payment |
| 11 | 233/NQ – CPTP – HDQT | 25/05/2015 | Approve transferring the contributed capital of the Company at Ladofoods Services and Trading Co., Ltd |
| 12 | 274/NQ – CPTP – HDQT | 08/06/2015 | Select VIETNAM AUDITING AND VALUATION COMPANY LIMITED as the auditor for fiscal year 2015 |
| 13 | 335/NQ – CPTP – HDQT | 15/07/2015 | Approve transferring the contributed capital of the Company at Vietnam W.E.I Co., Ltd. |
| 14 | 370/NQ – CPTP – HDQT | 29/07/2015 | Approve the operating result of the first 06 months of 2015 Approve establishing subsidiary: Ninh Thuan Ladora Farm Co., Ltd. |
| 15 | 468/NQ – CPTP – HDQT | 19/10/2015 | Approve Ms. Doan Thi Thu Huong – Director of the Company – to transfer shares |
| 16 | 518/NQ – CPTP – HDQT | 19/11/2015 | Approve the operating result of the first 09 months of 2015 and plan for 2016 |

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Organizations/individuals** | **Title** | **Moment as connected persons/institutions** | **Moment as not connected persons/institutions** | **Reason** |
| **1** | **Nguyen Huu Thuy** | **Director cum D. General Manager** | **03/01/2015** |  | **Appointed Deputy General Manager on 03/01/2015** |
| 1.1 | Luu Thi My Hien |  | 03/01/2015 |  |  |
| 1.2 | Nguyen Huu Toan |  | 03/01/2015 |  |  |
| 1.3 | Phan Thi Cam Tuy |  | 03/01/2015 |  |  |
| 1.4 | Nguyen Huu Phuong Van |  | 03/01/2015 |  |  |
| 1.5 | Nguyen Huu Phuong Khanh |  | 03/01/2015 |  |  |
| 1.6 | Nguyen huu Phuong Khanh |  | 03/01/2015 |  |  |
| 1.7 | Nguyen Huu Toan Phan |  | 03/01/2015 |  |  |
| 1.8 | Nguyen Huu Nguyen |  | 03/01/2015 |  |  |
| **2** | **Dinh Thi Mong Van** | **Member of Supervisory Board** | **12/05/2015** |  | **Appointed** |
| 2.1 | Nguyen Thi Son |  | 12/05/2015 |  |  |
| 2.2 | Dinh Tien Viet |  | 12/05/2015 |  |  |
| 2.3 | Dinh Thi THuy Dung |  | 12/05/2015 |  |  |
| 2.4 | Vu Minh hai |  | 12/05/2015 |  |  |
| **3** | **Nguyen Thi Thanh Xuan** | **Member of Supervisory Board** |  | **12/05/2015** | **Dismissed** |
| 3.1 | Nguyen Thi Phuong |  |  | 12/05/2015 |  |
| 3.2 | Nguyen HUu Hop |  |  | 12/05/2015 |  |
| **4** | **Tran Cong Hieu** | **Member of Supervisory Board** |  | **12/05/2015** | **Dismissed** |
| 4.1 | Dao Kim Chi |  |  | 12/05/2015 |  |
| 4.2 | Tran Ngoc Tang |  |  | 12/05/2015 |  |
| 4.3 | Tran Cong Chuc |  |  | 12/05/2015 |  |
| 4.4 | Tran THi Ngan |  |  | 12/05/2015 |  |
| **5** | **Pham Hoang Long** | **Deputy Chair of BOD cum General Manager** |  | **31/01/2015** | **Dismissed** |
| 5.1 | Hoang Thu Hien |  |  | 31/01/2015 |  |
| 5.2 | Pham Van Minh |  |  | 31/01/2015 |  |
| 5.3 | Hoang THi Binh |  |  | 31/01/2015 |  |
| 5.4 | Pham Hoang Phuc An |  |  | 31/01/2015 |  |
| 5.5 | Pham Hoang Tung |  |  | 31/01/2015 |  |

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Organizations/individuals | Title | Number of shares | Rate (%) | Note |
| **1** | **Do Thanh Trung** | **Chair of BOD** | **232,900** | **1.87** |  |
|  | Nguyen Thi Hong Ut | Connected person | 0 | 0 |  |
|  | Le Vu Hoai Linh | Connected person | 0 | 0 |  |
|  | Do Kim Ngoc | Connected person | 0 | 0 |  |
|  | Do Ngan An | Connected person | 0 | 0 |  |
|  | Do Hung Son | Connected person | 0 | 0 |  |
|  | Do Xuan Hieu | Connected person | 0 | 0 |  |
|  | Do Xuan Chieu | Connected person | 0 | 0 |  |
|  | Elmich Joint Stock Company  |  | 6,334,983 | 51.0% |  |
|  | Biocont Joint Stock Company  | Connected person | 0 | 0 |  |
| **2** | **Nghiem Van Thang**  | **Deputy Chair of BOD** | **18,262** | **0.15** |  |
|  | Nghiem Van Chu | Connected person | 0 | 0 |  |
|  | Nguyen Thi Gai | Connected person | 0 | 0 |  |
|  | Le Thi Thu Lan | Connected person | 0 | 0 |  |
|  | Nghiem Phuong Thao | Connected person | 0 | 0 |  |
|  | Nghiem Thao Linh | Connected person | 0 | 0 |  |
|  | Nghiem Van Chien | Connected person | 0 | 0 |  |
| **3** | **Nguyen Van Viet** | **Director of BOD** | **24,343** | **0.20 %** |  |
|  | Nguyen Luan | Connected person | 0 | 0 |  |
|  | Trieu Quynh Hong | Connected person | 0 | 0 |  |
|  | Nguyen Hung | Connected person | 0 | 0 |  |
|  | Nguyen Thi Thuan | Connected person | 0 | 0 |  |
|  | Nguyen Thi Thao | Connected person | 0 | 0 |  |
|  | Nguyen Chi Thanh | Connected person | 0 | 0 |  |
|  | Nguyen Chi Dung | Connected person | 0 | 0 |  |
|  | Nguyen Chi Cuong | Connected person | 0 | 0 |  |
|  | Nguyen Thi An Binh | Connected person | 0 | 0 |  |
|  | Nguyen Thi Kim Anh | Connected person | 11,535 | 0.11 % |  |
|  | Nguyen Viet Trung | Connected person | 0 | 0 |  |
|  | Nguyen Viet Anh | Connected person | 0 | 0 |  |
| **4** | **Doan Thi Thu Huong** | **Director cum Deputy GM** | **22,120** | **0.18 %** |  |
|  | Doan Van Cay | Connected person | 0 | 0 |  |
|  | Hoang Thi Lang | Connected person | 0 | 0 |  |
|  | Doan Thi My Dung | Connected person | 18,074 | 0.17 % |  |
|  | Doan Thi Diem Trang | Connected person | 0 | 0 |  |
|  | Doan Hoang Phuong Nhi | Connected person | 0 | 0 |  |
|  | Doan Tri Dung | Connected person | 0 | 0 |  |
|  | Doan Thi Thu Huyen | Connected person | 0 | 0 |  |
| **5** | **Nguyen Huu Thuy** | **Director cum Deputy General Manager** | **0** | **0** |  |
|  | Luu Thi My Hien | Connected person | 0 | 0 |  |
|  | Nguyen Huu Phuong Van | Connected person | 0 | 0 |  |
|  | Nguyen Huu Phuong Khanh | Connected person | 0 | 0 |  |
|  | Nguyen Huu Toan Phan | Connected person | 0 | 0 |  |
|  | Nguyen Huu Nguyen | Connected person | 0 | 0 |  |
| **6** | **Tran Viet Thang** | **Head of Supervisory Board** | **147,189** | **1.18 %** |  |
|  | Nguyen Thi Mai Lan | Connected person | 0 | 0 |  |
|  | Tran Ngoc Hue | Connected person | 0 | 0 |  |
|  | Tran Si Thai | Connected person | 0 | 0 |  |
|  | Tran Viet Khoai | Connected person | 0 | 0 |  |
|  | Pham Thi Thuy | Connected person | 274 | 0 |  |
|  | Tran Thao Binh | Connected person | 0 | 0 |  |
| **7** | **Nguyen Hong Duc** | **Member of Supervisory Board**  | **22,181** | **0.18 %** |  |
|  | Do Thi Ngoc Hung | Connected person | 0 | 0 |  |
|  | Nguyen Hai Dang | Connected person | 0 | 0 |  |
|  | Nguyen Trong Tue | Connected person | 0 | 0 |  |
|  | Nguyen Thi Quynh Nga | Connected person | 0 | 0 |  |
|  | Pham Ngoc Anh | Connected person | 0 | 0 |  |
|  | Nguyen Ngoc Bao Chau | Connected person | 0 | 0 |  |
| **8** | **Dinh Thi Mong Van** | **Member of Supervisory Board** | **0** | **0** |  |
|  | Nguyen Thi Son | Connected person | 0 | 0 |  |
|  | Dinh Tien Viet | Connected person | 0 | 0 |  |
|  | Dinh Thi Thuy Dung | Connected person | 0 | 0 |  |
|  | Vu Minh Hai | Connected person | 0 | 0 |  |
| **9** | **Pham Van Anh** | **Deputy General Manager** | **50,559** | **0.41 %** |  |
|  | Pham Van De | Connected person | 0 | 0 |  |
|  | Phan Thi Neem | Connected person | 0 | 0 |  |
|  | Nguyen Thi Truc Mai | Connected person | 0 | 0 |  |
|  | Pham Thi Xuan Trang | Connected person | 0 | 0 |  |
|  | Pham Van Tai | Connected person | 0 | 0 |  |
|  | Pham Van Ky | Connected person | 0 | 0 |  |
|  | Pham Thi Toan | Connected person | 0 | 0 |  |
|  | Pham thi Sen | Connected person | 0 | 0 |  |
|  | Pham Thi ha | Connected person | 0 | 0 |  |
|  | Pham Thi Dung | Connected person | 0 | 0 |  |
|  | Pham Thi Hoa | Connected person | 0 | 0 |  |
|  | Pham Van An | Connected person | 0 | 0 |  |
|  | Trade Union of Lamdong Foodstuffs Joint Stock Company | Connected person | 0 | 0 |  |
| **10** | **Phan Thi Cuc Huong** | **Chief Accountant** | **15,342** | **0.12 %** |  |
|  | Phan Hung | Connected person | 0 | 0 |  |
|  | Phan Thi Hong | Connected person | 0 | 0 |  |
|  | Phan Van Gai | Connected person | 0 | 0 |  |
|  | Phan Dung | Connected person | 0 | 0 |  |
|  | Phan Thi Be | Connected person | 0 | 0 |  |
|  | Phan Manh | Connected person | 0 | 0 |  |
|  | Huynh Trong Hung | Connected person | 0 | 0 |  |
| **11** | **Pham Huu Ha** | **Information disclosure officer** | **83** | **0** |  |
|  | Tran Thi Nhai | Connected person | 0 | 0 |  |
|  | Pham Thanh Huy | Connected person | 0 | 0 |  |
|  | Pham Thi Le Dung | Connected person | 0 | 0 |  |
|  | Doan Thi Phuc | Connected person | 0 | 0 |  |
|  | Pham Huu Hien | Connected person | 0 | 0 |  |
|  | Pham Huu Hai | Connected person | 0 | 0 |  |
|  | Pham Huu Hoang | Connected person | 0 | 0 |  |
|  | Pham Huu Hoa | Connected person | 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 | Do Thanh Trung | PDMR | 503,303 | 4.66 | 202,522 | 1.87 | Sell |
| 2 | Nguyen Thi Hong Ut | Connected person | 2,343,439 | 21.70 | 0 | 0 | Sell |
| 3 | Elmich Joint Stock Company  | Connected institution | 2,181,904 | 20.20 | 5,508,683 | 51.00 | Buy |
| 4 | Doan Thi Thu Huong | PDMR | 57,120 | 0.46 | 22,120 | 0.18 | Sell  |
| 5 | Nguyen Thi Kim Anh | Connected person | 13,265 | 0.11 | 12,065 | 0.1 | Sell |

3. Other transactions

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 | Thong Nhat Investment and Production Joint Stock Company  | Chairman of Board of Directors | 2,684,915 | 24.86 | 4,347,539 | 35 | buy |

**V. Other issues:**

- On 12/05/2015, the Company successfully organized the annual General Meeting of Shareholders 2015

- The Company implemented the dividend payment of 2014 with the rate of 15%

- On 07/08/2015, Hanoi Stock Exchange approved the additional listing of entire share issued in the issuance for dividend payment of 2014 (1,620,079 shares)

- The officially transaction date of these shares is August 20th of 2015 on Hanoi Stock Exchange