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

**CORPORATE GOVERNANCE**

**(2015)**

Company: The Vegetexco Port JSC

 Address: No.1 Nguyen Van Quy, Phu Thuan ward, district 7, Ho Chi Minh city

 Tel.: 08 377 31120

 Fax: 08 387 33342

 Email: vegeportjco@vnn.vn

 Charter capital: VND 82,146,920,000

 Stock code: VGP

**I. BOD Activities (2015)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate (%) | Reasons for not attending |
| 1 | Dang Nhu Binh | Chair of BOD | 5 | 100% |  |
| 2 | Pham Quang Binh | Deputy Chair of BOD | 4 | 80% | Business trip |
| 3 | Huynh Kim Sat | Director | 5 | 100% |  |
| 4 | Nguyen Do Thanh Phuong | Director | 5 | 100% |  |
| 5 | Cao Binh | Director | 5 | 100% |  |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | **159/**BBHĐQT-NK IV | 06/02/2015 | Evaluate the operation result of 2014Approve the operation plan for 2015Appoint Ms. Nguyen Do Thanh Phuong to hold Deputy Business Manager |
| 2 | **438/** CRQ-HĐQT/QĐ | 27/05/2015 | Evaluate the operation result in quarter 1/2015Approve the agenda of Annual General Meeting of Shareholders 2015 |
| 3 | 650/CRQ-HĐQT | 17/06/2015 | Purchase shares of the Company for treasury shares |
| 4 | 748 /HĐQT-NQ | 19/08/2015 | Evaluate the operation result in the first 06 months of 2015 Approve the plan for QIII.2015 |
| 5 | 935/HĐQT-NQ | 04/11/2015 | Approve the operation result in the first 09 months of 2015Approve the operation result in QIII.2015Approve the dividend payment in advance with the rate of 15% |

**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 |
|  |  |  |  |  |  |  |

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

1. List of PDMRs and connected 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 |
|  | **BOD** |  |  |  |  |  |
| 1 | Dang Nhu Binh | 001C510526 | Chair of BOD |  537,970 | 6.80 |  |
| 2 | Huynh Kim Sat | 001C510529 | Director | 129,592 | 1.58 |  |
| 3 | Pham Quang Binh |  | Deputy Chair of BOD  | 0 | 00 | Does not have account |
| 4 | Nguyen Do Thanh Phuong | 017C100715 | Director | 224, 614 | 2.73 |  |
| 5 | Cao Binh | 001C500507 | Director  | 96,308 | 1. 17 |  |
|  | **Supervisory Board** |  |  |  |  |  |
| 6 | Doan Duy Hien | 001C510559 | Chief of Supervisory Board | 38,752 | 0.47 |  |
| 7 | Bui Hoang Chuong | 001C510555 | Member of Supervisory Board | 32,106 | 0.39 |  |
| 8 | Dang Vinh Hung | 001C510511 | Member of Superivsory Board | 15 938 | 0.19 |  |
|  | **PDMRs**  |  |  |  |  |  |
| 9 | Truong Thi Hai Yen | 001C510564 | Chief Accountant |  |  |  |
|  | **Connected persons** |  |  |  |  |  |
| 10 | Nguyen Thi Phuc | 001C510518 |  | 24,000 | 0.29 |  |
| 11 | Huynh Thi Minh Chau |  |  | 6,720 | 0.08 | Not deposited |
| 12 | Huynh Quang Bau | 017C104588 |  | 48,216 | 0.59 |  |
| 13 | Truong Nguyet Thu | 001C500500 |  | 15,744 | 0.19 |  |
| 14 | Hoang Thi Mai | 001C136740 |  | 66 | 0.0 |  |
| 15 | Huynh Nguen Duc Vinh | 001C533166 |  | 100,000 | 1.2 |  |
| 16 | Dang Nhu Minh | 001C533160 |  | 100 000 | 1.2 |  |

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 |
|  |  |  |  |  |  |  |  |

3. Other transactions

**V. Other issues:**

The Company purchased 85,600 shares of the Company for treasury shares. The number of treasury shares of the Company increased to 388,770 shares.

On 28/12/2015, Vietnam National Vegetable, Fruit And Agricultural Product Corporation Limited transformed into the form of Joint Stock Company and renamed to Vietnam National Vegetable, Fruit And Agricultural Product Joint Stock Corporation.