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

**CORPORATE GOVERNANCE**

**(2015)**

Company: Vinalines Logistics- Viet Nam JSC

 Address: Room 405, 4th floor, Ocean Park Building, No. 1 Dao Duy Anh, Hanoi

 Tel.: 043 577 2047 – 043 577 2048

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 Email: info@vinalineslogistics.com.vn

 Website: <http://vinalineslogistics.com.vn>

 Charter capital: VND 142,121,300,000

 Stock code: VLG

**I. BOD Activities (2015)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Mai Le Loi  | Chair of BOD  |  |  |  |
| 2 | Ms. Nguyen Thi Thanh Ha | Director  |  |  |  |
| 3 | Mr. Truong Van Thai | Director  |  |  |  |
| 4 | Mr. Hoang Hoa Phong | Director  |  |  |  |
| 5 | Mr. Luong Dinh Minh | Director  |  |  |  |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | A01/NQ-HDQT | 09/02/2015 | Approve the salary of 2014 |
| 2 | 01/NQ-HDQT | 14/04/2015 | Approve operating result of 2014 and plan for 2015Approve the report of BOD of 2014Approve the report of Supervisory Board of 2014Approve the Financial Statement of 2014Approve the report of representative of the Company at other companyApprove the investment in projects, joint venture and associate companiesApprove the financial activities of the Company Appoint Manager of the Branch at Quang NinhApprove the time and location of annual General Meeting of Shareholders 2014 |
| 3 | 02/NQ-HDQT | 18/05/2015 | Approve the registration for depositing shares of the Company at Vietnam Securities Depositary Center |
| 4 | 03/NQ-HDQT | 02/10/2015 | Approve borrowing from MBBank – Transaction Branch No. 1 to serve business operations |
| 5 | 04/NQ-HDQT | 25/11/2015 | Appoint Chief Accountant of the Company |
| 6 | A01/QD-HDQT | 09/02/2015 | Approve the salary of 2014 |
| 7 | 01/QD-HDQT | 14/04/2015 | Convene the annual General Meeting of Shareholders of 2015 |
| 8 | 02/QD-HDQT | 14/04/2015 | Appoint Ms. Dinh Thi Viet Ha – Chief of Business Department to be Manager of Branch of the Company  |
| 9 | 02A/QD-HDQT | 17/09/2015 | Approve the reference price of the share of the Company on UPCOM exhcange on the first transaction date 18/09/2015 |
| 10 | 03/QD-HDQT | 19/10/2015 | Approve the salary unit of 2015 |
| 11 | 04/QD-HDQT | 21/10/2015 | Approve the investment in constructing Lot F11, F12 of the project on expanding internal port (ICD) at Lao Cai |
| 12 | 05/QD-HDQT | 01/12/2015 | Appoint Ms. Tran Thi Loan – Chief of Accounting and Financial Department to be Chief Accountant of the Company |

**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 |
| 1 | Mai Thi Le Loi |  | Chair of BOD – General Manager  |  |  |  |
| 2 | Nguyen Viet Anh |  | Deputy General Manager  |  |  |  |
| 3 | Pham Ba Ngan |  | Deputy General Manager  |  |  |  |
| 4 | Pham Thanh Giang |  | Deputy General Manager  |  |  |  |
| 5 | Tran Thi Loan |  | Chief Accountant |  |  |  |

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 | Mr. Pham Thanh Giang | Deputy General Manager  | 0 | 0 | 56,700 |  | Buye |

3. Other transactions

**V. Other issues: None**