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

**CORPORATE GOVERNANCE REPORT**

**(2015)**

Company: Vinafreight International Freight Forwarders JSC

 Address: No. A8 Truong Son, ward 2, Tan Binh district, Ho Chi Minh city

 Tel.: 08.3844 6409 Fax: 08. 3848. 8359

 Email: mngt@vinafreight.vn

 Charter capital: VND 56,000,000,000

 Stock code: VNF

**I. BOD Activities (2015)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members Of Bod | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Nguyen Bich Lan | Chair of the Board | 4/4 | 100 % |  |
| 2 | Mr. Bui Tuan Ngoc | Vice Chair of the Board | 4/4 | 100 % |  |
| 3 | Mr. Vu The Duc  | Director of BOD | 4/4 | 100 % |  |
| 4 | Mr. Nguyen Quang Trung | Director of BOD | 4/4 | 100 % |  |
| 5 | Mr. Do Xuan Quang | Director of BOD | 4/4 | 100 % |  |
| 6 | Mr. Bui Viet | Director of BOD | 0/3 | 0% | Sickness  |
| 7 | Mr. Le Duy Hiep | Director of BOD | 4/4 | 100 % |  |
| 8 | Mr. Chu Viet Cuong  | Director of BOD | 3/4 | 75% | Business trip |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. |  Board Resolution No. | Date | Content |
| 01 | 01 - 15/NQ - HDQT | 04/03/2015 | - Approve the time of recording the list of the shareholders, the time and place for holding Annual General Meeting of Shareholders 2015 |
| 02 | 02 - 15/NQ - HDQT | 13/04/2015 | - Approve the reports, contents of Statements at Annual General Meeting of Shareholders 2015 |
| 03 | 03 - 15/NQ - HDQT | 07/05/2015 | - Approve the dividend payment – final round 2014 |
| 04 | 04-15/NQ - HDQT | 24/09/2015 | - Approve the dividend payment in advance stage 1 of 2015 |

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name**  | **Position at the company (if any)** | **Date to become related persons/institutions** | **Date no longer related persons/institutions** | **Reason** |
| 1 | Mr. Bui Viet | Director of BOD | 26/04/2012 | 18/04/2015 | Dismissed |

**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 | Do Xuan Quang |  | Director | 99,900 | 1.79 % | . |
| 1.1 | Do Xuan Dan |  | Connected person  | 0 | 0% | . |
| 1.2 | Do Thi Kim Anh |  | Connected person  | 0 | 0% | . |
| 1.3 | Do Thi Kim Chi |  | Connected person  | 0 | 0% | . |
| 1.4 | Do Thi Kim Tuyen |  | Connected person  | 0 | 0% | . |
| 1.5 | Do Thi Kim Ngoc |  | Connected person  | 0 | 0% | . |
| 1.6 | Do Thi Kim Cuong |  | Connected person  | 0 | 0% | . |
| 1.7 | Do Thi Kim Yen |  | Connected person  | 0 | 0% | . |
| 1.8 | Ta Viet Ha |  |  | 0 | 0 % | . |
| 1.9 | Do Bao Khanh |  | Connected person  | 0 | 0% | . |
| 1.10 | Do Quang Minh |  | Connected person  | 0 | 0% | . |
| 1.11 | Vector Aviation Co., Ltd |  | Connected person  | 0 | 0% | . |
| 2 | Nguyen Bich Lan |  | Chair of the Board | 80,250 | 1.44 % | . |
| 2.1 | Nguyen Nhu |  | Connected person  | 0 | 0% | . |
| 2.2 | Le Thi Ngoc Thu |  | Connected person  | 0 | 0% | . |
| 2.3 | Nguyen Le Bich Khue |  | Connected person  | 0 | 0% | . |
| 2.4 | Nguyen Le Bich Khoi |  | Connected person  | 0 | 0% | . |
| 2.5 | Nguyen Bich Quang |  | Connected person  | 0 | 0% | . |
| 2.6 | Nguyen Bich Huy |  | Connected person  | 0 | 0% | . |
| 2.7 | Nguyen Bich Van |  | Connected person  | 0 | 0% | . |
| 3 | Vu The Duc |  | Director | 0 | 0 % | . |
| 3.1 | Dang Thi Hong Ty |  | Connected person  | 0 | 0% | . |
| 3.2 | Le Thi Mai Phuong |  | Connected person  | 0 | 0% | . |
| 3.3 | Vu The Tung |  | Connected person  | 0 | 0% | . |
| 3.4 | Vu The Quang |  | Connected person  | 0 | 0% | . |
| 3.5 | Vu The Thanh |  | Connected person  | 0 | 0% | . |
| 3.6 | Vu Thi Viet Huong |  | Connected person  | 0 | 0% | . |
| 3.7 | VINATRANS Viet Nam |  |  | 608,000 | 10.89 % | . |
| 3.8 | Logistics Vinalink JSC |  |  |  |  | . |
| 3.9 | Vinatrans Ha Noi |  |  | 175,000 |  | . |
| 3.10 | RCL Co., Ltd |  | Connected person  | 0 | 0% | . |
| 3.11 | Konoike Vina Co., Ltd |  | Connected person  | 0 | 0% | . |
| 3.12 | Kntetsu Worldp Express  |  | Connected person  | 0 | 0% | . |
| 3.13 | Vector Aviation Co., Ltd |  | Connected person  | 0 | 0% | . |
| 4 | Chu Viet Cuong |  | Connected person  | 0 | 0% | . |
| 4.1 | Chu Thanh Tinh |  | Connected person  | 0 | 0% | . |
| 4.2 | Phu Gia Securities JSC |  | Connected person  | 0 | 0% | . |
| 5 | Nguyen Quang Trung |  | Director | 0 | 0 | . |
| 5.1 | Pham Thi Man |  | Connected person  | 0 | 0% | . |
| 5.2 | Nguyen Thi Hong Hanh |  | Connected person  | 0 | 0% | . |
| 5.3 | Nguyen The Dung |  | Connected person  | 0 | 0% | . |
| 5.4 | Nguyen Quang Thanh |  | Connected person  | 0 | 0% | . |
| 5.5 | Nguyen Thuy Quynh Giao |  | Connected person  | 0 | 0% | . |
| 5.6 | Nguyen Quang Dang Khoa |  | Connected person  | 0 | 0% | . |
| 5.7 | Phu Gia Securities JSC |  | Connected person  | 0 | 0% | . |
| 6 | Bui Tuan Ngoc |  | Deputy Chair of the Board | 0 | 0 | . |
| 6.1 | Bui Van Thuan |  | Connected person  | 0 | 0% | . |
| 6.2 | Phung Thi Quynh Yen |  | Connected person  | 0 | 0% | . |
| 6.3 | Nguyen Thanh Huyen |  | Connected person  | 0 | 0% | . |
| 6.4 | Bui Minh Tuan |  | Connected person  | 0 | 0% | . |
| 6.5 | Transimex Saigon JSC |  |  | 2,082,400 | 37,29% | . |
| 6.6 | Toan Viet Investment JSC |  |  | 82,100 | 1.47% | . |
| 6.7 | Vina Investment JSC |  |  |  |  | . |
| 6.8 | Thien Hai Company Limited |  |  | 20,900 | 0.37% | . |
| 6.9 | Nippon Express VN Co., Ltd |  |  |  |  | . |
| 7 | Le Duy Hiep |  | Director of BOD | 0 | 0% | . |
| 7.1 | Do Duy Lien |  | Connected person  | 0 | 0% | . |
| 7.2 | Do Thi Viet Hoa |  | Connected person  | 0 | 0% | . |
| 7.3 | Le Thai Hy |  | Connected person  | 0 | 0% | . |
| 7.4 | Le Thi Lien Hoan |  | Connected person  | 0 | 0% | . |
| 7.5 | Transimex Saigon JSC |  |  | 2,082,400 | 37.29% | . |
| 7.6 | Nippon Express VN Co., Ltd |  | Connected person  | 0 | 0% | . |
| 7.7 | Mac Shipping JSC |  | Connected person  | 0 | 0% | . |
| 7.8 | Transvina Joint Venture Company |  | Connected person  | 0 | 0% | . |
| 8 | Nguyen Bich Lien |  | Member of Supervisory Board |  500 | 0.01% | . |
| 8.1 | Nguyen Thi Tu |  | Connected person  | 0 | 0% | . |
| 8.2 | Luong Dustin Minh |  | Connected person  | 0 | 0% | . |
| 8.3 | Luong Bao Khue |  | Connected person  | 0 | 0% | . |
| 8.4 | Nguyen Bich Dao |  | Connected person  | 0 | 0% | . |
| 8.5 | Nguyen Manh Hung |  | Connected person  | 0 | 0% | . |
| 9 | Nguyen Tuan Anh |  | Member of supervisory Board |  |  | . |
| 9.1 | Le Thi Thanh Hien |  | Connected person  | 0 | 0% | . |
| 9.2 | Nguyen Tuan Dung |  | Connected person  | 0 | 0% | . |
| 9.3 | Nguyen Dinh Thanh |  | Connected person  | 0 | 0% | . |
| 9.4 | Cu Thi Oanh |  | Connected person  | 0 | 0% | . |
| 10 | Nguyen Huy Dieu |  | Deputy General Manager | 350 | 0.01 % | . |
| 10.1 | Nguyen Huy Hoang |  | Connected person  | 0 | 0% | . |
| 10.2 | Vu Thi Sang |  | Connected person  | 0 | 0% | . |
| 10.3 | Nguyen Thi Thu |  | Connected person  | 0 | 0% | . |
| 10.4 | Nguyen Thi Thuong |  | Connected person  | 0 | 0% | . |
| 10.5 | Nguyen Thi Trong |  | Connected person  | 0 | 0% | . |
| 10.6 | Nguyen Huy Minh |  | Connected person  | 0 | 0% | . |
| 10.7 | Nguyen Huy Thanh |  | Connected person  | 0 | 0% | . |
| 10.8 | Nguyen Thi Thu Cuc |  | Connected person  | 0 | 0% | . |
| 10.9 | Nguyen Thi Thanh Nguyen |  | Connected person  | 0 | 0% | . |
| 10.10 | Nguyen Huy Dang Khoa |  | Connected person  | 0 | 0% | . |
| 10.11 | Nguyen Mai Khanh |  | Connected person  | 0 | 0% | . |
| 11 | Phan Phuong Tuyen |  | Member of Supervisory Board | 820 | 0.01 % | . |
| 11.1 | Nguyen Thi No |  | Connected person  | 0 | 0% | . |
| 11.2 | Trang Hoang Trung |  | Connected person  | 0 | 0% | . |
| 11.3 | Trang Hoang Long |  | Connected person  | 0 | 0% | . |
| 11.4 | Trang Hoang Phuc |  | Connected person  | 0 | 0% | . |
| 11.5 | Phan Ngoc Van |  | Connected person  | 0 | 0% | . |
| 11.6 | Phan Ngoc Diep |  | Connected person  | 0 | 0% | . |
| 11.7 | Phan Thi Ngoc Phuong |  | Connected person  | 0 | 0% | . |
| 11.8 | Phan Thi Phong |  | Connected person  | 0 | 0% | . |
| 11.9 | Phan Hung Phuong |  | Connected person  | 0 | 0% | . |
| 11.10 | Konoike Vina Co., Ltd |  | Connected person  | 0 | 0% | . |
| 12 | Le Thi Ngoc Anh |  | Chief Accountant | 3,890 | 0.07 % | . |
| 12.1 | Le Van Muoi |  | Connected person  | 0 | 0% | . |
| 12.2 | Pham Thi Lieu |  | Connected person  | 0 | 0% | . |
| 12.3 | Thai Ngoc Tri |  | Connected person  | 0 | 0% | . |
| 12.4 | Thai Ngoc Anh Phuong |  | Connected person  | 0 | 0% | . |
| 12.5 | Thai Ngoc Anh Vu |  | Connected person  | 0 | 0% | . |
| 12.6 | Le Van Nhi |  | Connected person  | 0 | 0% | . |
| 12.7 | Le Thi Ngoc Anh |  | Connected person  | 0 | 0% | . |
| 12.8 | Le Thi Bach Tuyet |  | Connected person  | 0 | 0% | . |
| 12.9 | Le Van Loc |  | Connected person  | 0 | 0% | . |

2. 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 | Transimex Saigon Joint Stock Company | Mr. Bui Tuan Ngoc – Deputy Chair of Board | 1,647,800 | 29.99 | 2,082,400 | 37.29% | Purchase |
| 2 | Thien Hai Investment & Trading Joint Stock Company | Mr. Bui Tuan Ngoc – Deputy Chair of Board | 0 | 0 | 20,900 | 0.37% | Purchase, sell |
| 3 | Toan Viet Group Investment Joint Stock Company | Mr. Bui Tuan Ngoc – Deputy Chair of Board | 266,100 | 4.76 | 82,100 | 1.47% | Purchase, sell |
| 4 | Mr. Vu The Duc |  | 75,650 | 1.35 | 0 | 0 | Sell  |

3. Other transactions