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

**CORPORATE GOVERNANCE REPORT**

**(2015)**

Company: The Van Cargoes and Foreign Trade Logistics Joint Stock Company

Address: No. 2 Bich Cau, Dong Da district, Hanoi city

Tel.: (84) 37321090 Fax: (84) 37321083

Email: info@vntlogitics.com

Charter capital: VND 85,852,900,000

Stock code: VNT

**I. BOD Activities**

1. Meetings

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Nguyen Xuan Giang | Chair of the Board | 06 | 100% |  |
| 2 | Mr. Tran Cong Thanh | Deputy Chair of the Board | 06 | 100% |  |
| 3 | Mr. Bui Ngoc Loan | Director | 06 | 100% |  |
| 4 | Mr. Vu The Duc | Director | 06 | 100% |  |
| 5 | Mr. Luong Ngoc Bao | Director | 06 | 100% |  |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 01/2015/HDQT | 04/03/2015 | Convene Annual General Meeting of Shareholder 2015 |
| 2 | 02/2015/HDQT | 19/03/2015 | Adjust time of holding Annual General Meeting of Shareholder 2015 from 03/04/2015 to 15/04/2015 |
| 3 | 03/2015/HDQT | 05/06/2015 | Implement work related to issue share to increase charter capital from owner’s equity |
| 4 | 04/2015/HDQT | 15/06/2015 | Select DTL Auditing Co., Ltd. to audit financial statement 2015 of the Company  Advance dividend 10% in cash, phase 1/2015 |
| 5 | 05/2015/HDQT | 10/07/2015 | Approve the additional listing of 2,843,290 shares after the issuance |
| 6 | 06/2015/HDQT | 06/08/2015 | - Convene for Extraordinary General Meeting of Shareholders 2015 |
|  | General Meeting of Shareholders |  |  |
| 1 | 01/05 | 15/04/2015 | Approve submissions in the annual General Meeting of Shareholders 2015 |
| 2 | 02/05 | 05/09/2015 | Approve the plan on issuing convertible bonds by private placement |

**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** | **Nguyen Xuan Giang** |  | **Chair of Board of Directors – General Manager** | **145,324** | 1.70% |  |
| 2 | *Nguyen Xuan Minh* |  | connected person |  |  |  |
| 3 | *Nguyen Thi Que* |  | connected person |  |  |  |
| 4 | *Nguyen Thi Thanh Hưong* |  | connected person |  |  |  |
| 5 | *Nguyen Xuan Son* |  | connected person |  |  |  |
| 6 | *Nguyen Thi Minh Hue* |  | connected person |  |  |  |
| 7 | *Nguyen Minh Hue Chi* |  | connected person |  |  |  |
| 8 | *Nguyen Xuan Hai Long* |  | connected person |  |  |  |
| **9** | **Tran Cong Thanh** |  | **Director – Deputy General Manager** | **59,301** | 0.70% |  |
| 10 | *Tran Trọng The* |  | connected person |  |  |  |
| 11 | *Vu Thi Phưong Thao* |  | connected person |  |  |  |
| 12 | *Tran Thi Thanh Thuy* |  | connected person |  |  |  |
| 13 | *Tran Hoai Chung* |  | connected person |  |  |  |
| 14 | *Hoang Hai Yen* |  | connected person |  |  |  |
| 15 | *Tran Hoang Tuan Minh* |  | connected person |  |  |  |
| 16 | *Tran Hoang Yen Ngọc* |  | connected person |  |  |  |
| **17** | **Bui Ngoc Loan** |  | **Director** | **120,300** | 1.82% |  |
| 18 | *Nguyen Thi Yen* |  | connected person |  |  |  |
| 19 | *Bui Thi Ngọc Diep* |  | connected person |  |  |  |
| 20 | *Bui Thi Kim Ngọc* |  | connected person |  |  |  |
| **21** | **Vu The Duc** |  | **Director** | **6,450** | 0.08% |  |
| 22 | *Vu The Xuong* |  | connected person |  |  |  |
| 23 | *Dang Thi Hong Ty* |  | connected person |  |  |  |
| 24 | *Vu Thi Viet Hưong* |  | connected person |  |  |  |
| 25 | *Vu The Thanh* |  | connected person |  |  |  |
| 26 | *Le Thi Mai Hưong* |  | connected person |  |  |  |
| 27 | *Vu The Tung* |  | connected person |  |  |  |
| 28 | *Vu The Quang* |  | connected person |  |  |  |
| **29** | **Lưong Ngọc Bao** |  | **Director** | **46,200** | 0.54% |  |
| 30 | Phạm Thi Mai Lien |  | connected person |  |  |  |
| 31 | Lưong Bao Ngọc |  | connected person |  |  |  |
| **32** | **Do Thi Thu Hien** |  | **Chief Accountant** | **34,200** | 0.40% |  |
| 33 | *Do Trọng Tường* |  | connected person | 13,200 |  |  |
| 34 | Nguyen Lan Huong |  | connected person |  |  |  |
| **35** | **Nguyen Bich Lien** |  | **Chief of Supervisory Board** | **150** | 0.00% |  |
| 36 | *Nguyen Thi Tư* |  | connected person |  |  |  |
| 37 | *Luong Dustin Minh* |  | connected person |  |  |  |
| 38 | *Lưong Bao Khue* |  | connected person |  |  |  |
| 39 | *Nguyen Bich Dao* |  | connected person |  |  |  |
| 40 | *Nguyen Mạnh Hung* |  | connected person |  |  |  |
| **41** | **Dưong Minh Chau** |  | **Member of Supervisory Board** | **53,340** | 0.63% |  |
| 42 | *Dưong Phúc Thái* |  | connected person |  |  |  |
| 43 | *Le Thanh Ha* |  | connected person |  |  |  |
| 44 | *Nguyen Trung Dung* |  | connected person |  |  |  |
| 45 | *Dưong Thi Luong Ngọc* |  | connected person |  |  |  |
| 46 | *Dưong Hung Son* |  | connected person |  |  |  |
| **47** | *Nguyen Ngọc Minh* |  | connected person |  |  |  |
| 48 | *Nguyen Chau Anh* |  | connected person |  |  |  |
| 49 | Nguyen Chau Giang |  | connected person |  |  |  |
| 50 | **Nguyen Thi Lan Huong** |  | **Member of Supervisory Board** | 4,950 | 0.06% |  |
| 51 | *Nguyen Khac Hong* |  | connected person |  |  |  |
| 52 | *Nguyen Nam Khánh* |  | connected person |  |  |  |
| 53 | *Nguyen Vu Nguyen* |  | connected person |  |  |  |
| 54 | *Nguyen Vu Khánh Ha* |  | connected person |  |  |  |
| 55 | *Nguyen Vu Duy* |  | connected person |  |  |  |

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 | Nguyen Xuan Giang |  | 53,800 | 24.37% | 96,883 | 1.14 | Purchase |
| 2 | Tran Cong Thanh |  | 200 | 0.00 | 39,534 | 0.47 | Purchase |
| 3 | Do Thi Thu Hien |  | 12m700 |  | 22,806 | 0.27 | Purchase |

3. Other transactions

**V. Other issues: None**