**DXP: Corporate Governance Report (2016)**

**CORPORATE GOVERNANCE REPORT**

**(2016)**

Company: Doan Xa Port Joint Stock Company

Address: No. 15 Ngo Quyen Street, Ngo Quyen District, Hai Phong City

Telephone: 0313 765029 Fax: 0313 825364

Charter capital: VND 78,749,720,000

Stock code: DXP

I. Activities of annual General Meeting of Shareholders

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board Resolution No.** | **Date** | **Content** |
| 1 | 01/ NQ - DHDCD | 12 Mar 2016 | - Approve the operation result of 2015 and operation plan for 2016  - Approve the audited financial statement 2015  - Approve the operation report 2015 of Board of Directors and Supervisory Board  - Approve plan for profit distribution 2015  - Approve the investment in 2016  - Approve the amendment of the Charter  - Approve the total remuneration for Board of Directors and Supervisory Board in 2016: 1.5% of profit before tax  - Approve the plan for share issue to raise charter capital and bond issue as follows:  + Issue shares to pay dividend 2015  + Issue shares to the public to the outstanding shareholders  + Approve the private placement of inconvertible bonds  - Appoint Mr. Hoang Van Quang and Mr. Tran Viet Hung as members of Board of Directors for term of 2013 – 2018  - Approve the appointment of additional members of Board of Directors and Supervisory Board  - Approve the transfer of DXP shares of individuals to Tratimex P&L Joint Stock Company or Tratimex P&L Company Limited |

**I. BOD’s activities:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reason for not attending** |
| 1 | Hoang Van Quang | Chair of Board of Directors | 02 | 100% |  |
| 2 | Mr. Tran Viet Hung | Deputy Chair of Board of Directors | 02 | 100% |  |
| 3 | Mr. Nguyen Ngoc Dao | Member of Board of Directors | 01 | 50% | Appointed on 12 Mar 2016 |
| 4 | Ms. Nguyen Thu Hang | Member of Board of Directors | 01 | 50% | Appointed on 12 Mar 2016 |
| 5 | Ms. Mai Thi Yen The | Member of Board of Directors | 02 | 100% |  |
| 6 | Mr. Vu Tuan Duong | Member of Board of Directors |  |  | Dismissed on 25 Feb 2016 |
| 7 | Mr. Vu Huu Chinh | Member of Board of Directors |  |  | Dismissed on 25 Feb 2016 |
| 8 | Mr. Nguyen Van Phu | Member of Board of Directors |  |  | Dismissed on 25 Feb 2016 |
| 9 | Mr. Hoang Van Chung | Member of Board of Directors |  |  | Dismissed on 25 Feb 2016 |

**II. Board Resolutions:**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board Resolution No.** | **Date** | **Content** |
|  | 04/ NQ - HDQT | 25 Feb 2016 | - Approve the operation result of 2015  - Approve the operation plan for 2016  - Approve the audited financial statement 2015, expected plan for profit distribution 2015 to submit annual General Meeting of Shareholders 2016  - Approve the dismissal of Mr. Vu Tuan Duong, Vu Huu Chinh, Hoang Van Chung, Nguyen Van Phu since 25 Feb 2016 |
|  | 02/ QD - HDQT | 25 Feb 2016 | - Appoint Ms. Nguyen Thu Hang as General Director in charge of finance of Doan Xa Port Joint Stock Company |
|  | 06/ QD - HDQT | 22 Mar 2016 | - Dismiss Mr. Bui Tu Anh from the position of financial statement of Doan Xa Port Joint Stock Company |
|  | 11/ QD - HDQT | 20 Jun 2016 | - Approve the choosing VACO Auditing Co., Ltd – Hai Phong Branch to audit financial statement 2016 of Doan Xa Port Joint Stock Company |
|  | 14/ QD - HDQT | 21 Jun 2016 | - Approve the investment in 2016 |
|  | 17/ QD- HDQT | 22 Jun 2016 | Approve buying a new car branded Lexus LX5 570 2016  Approve the contract No.01/TTr- DX/ HDMB/2016 between Cang Doan Xa JSC and Trantourist JSC |
|  | 20/ NQ- HDQT | 26 Jul 2017 | Approve increasing loading capability of 20,000DXT pier and periodically investigating Doan Xa pier |
|  | 23/ QD- HDQT | 26 Jul 2017 | Approve convening Extraordinary General Meeting of Shareholders of Doan Xa Port Joint Stock Company |
|  | 27/ QD- HDQT | 25 Aug 2016 | Approve new constructions of officer building, offices, security office, canteen, rest rooms of canteen |
|  | 32/ QD- HDQT | 16 Sep 2016 | Approve enhance the area from A6 to A12, and main road of Doan Xa port |
|  | 34/ QD- HDQT | 23 Sep 2016 | Approve investment in Doan Xa port grounds |
|  | 38/2016 QD- DX | 26 Sep 2016 | Found Hanoi branch |

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Organizations/individuals** | **Title** | **Moment as connected persons/institutions** | **Moment as not connected persons/institutions** | **Reason** |
|  |  |  |  |  |  |

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

**1. List of PDMRs and related 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 | Hoang Van Quang | 003C406188 | 5, | 5,700,000 | 24.13 |  |
| 2 | Nguyen Thi Thu Trang |  |  | 0 | 0 | Connected person |
| 3 | Tran Viet Hung | 003C400928 | Deputy Chair of Board of Directors cum General Director | 0 | 0 |  |
| 4 | Nguyen Thi Thanh Ha |  |  | 0 | 0 | Connected person |
| 5 | Nguyen Ngoc Dao |  | Member of Board of Directors | 150 | 0.0006 | Appointed on 12 Mar 2016 |
| 6 | Nguyen Thu Hang |  | Member of Board of Directors cum Deputy General Director | 0 | 0 | Appointed on 12 Mar 2016 |
| 7 | Vu Tuan Duong | 012C001372 | Member of Board of Directors | 0 | 0 | Dismissed on 25 Feb 2016 |
| 8 | Duong Thi Hong Ly | 005C284556 |  | 0 | 0 | Connected person |
| 9 | Vu Huu Chinh | 005C281702 | Member of Board of Directors | 0 | 0 | Dismissed on 25 Feb 2016 |
| 10 | Le Thi Mai | 030C401785 |  | 0 | 0 | Connected person |
| 11 | Hoang Van Chung | 012C000817 | Member of Board of Directors | 0 | 0 | Dismissed on 25 Feb 2016 |
| 12 | Nguyen Van Phu | 012C001185 | Member of Board of Directors | 0 | 0 | Dismissed on 25 Feb 2016 |
| 13 | Mai Thi Yen The | 012C001967 | Member of Board of Directors, Chief Accountant | 51,000 | 0.24 |  |
| 14 | Vu Van Quyet | 012C006008 |  | 0 | 0 | Connected person |
| 15 | Nguyen Thi Hien | 0034C1493 | Head of Supervisory Board | 0 | 0 | Dismissed on 12 Mar 2016 |
| 16 | Le Phan Linh | 0034C6589 |  | 0 | 0 | Connected person |
| 17 | Truong Thi Xoa |  | Head of Supervisory Board | 0 | 0 | Appointed on 12 Mar 2016 |
| 18 | Pham Quang Tuan | 012C000954 | Member of Supervisory Board | 224 | 0.0009 |  |
| 19 | Tran Thi Xuan Phuong | 012C008599 |  | 0 | 0 | Connected person |
| 20 | Do Thi Bich Ngoc |  | Member of Supervisory Board | 0 | 0 | Appointed on 12 Mar 2016 |
| 21 | Hoang Ngoc Cuong |  |  | 0 | 0 | Connected person |
| 22 | Bui Thi Bich Lien | 012C000871 | Member of Supervisory Board | 0 | 0 | Appointed on 12 Mar 2016 |
| 23 | Le Manh Hoan |  | Deputy General Director | 0 | 0 | Appointed on 27 Oct 2015 |
| 24 | Quach Thanh Yen |  |  | 0 | 0 | Connected person |
| 25 | Bui Tu Anh |  | Deputy General Director | 0 | 0 | Dismissed on 22 Mar 2016 |
| 26 | Le Thi Hai Binh |  |  | 0 | 0 | Connected person |

**2. Stock transaction**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction executor | Relationship with internal person | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase decrease (purchase, sale, switch, reward...) |
|  |  |  | Number of shares | Percentage | Number of shares | Percentage |
|  | Hoang Van Quang | Chairman of BOD | 1,900,000 | 24.13 | 5,700,000 | 24.13 |  |
|  | Vu Tuan Duong | Member of BOD  Dismissed from 25 Feb 2016 | 1,900 | 0 | 0 | 0 |  |
|  | Nguyen Van Phu | Member of BOD  Dismissed from 25 Feb 2016 | 9000 | 0.11 | 0 | 0 |  |
|  | Nguyen Ngoc Dao | Member of BOD  Appointed from 25 Feb 2016 | 21,550 | 0.27 | 150 | 0.0006 |  |
|  | Mai Thi Yen The | Member of BOD | 20,000 | 0.25 | 51,000 | 0.22 |  |
|  | Pham Quang Tuan | Member of Supervisory Board | 6.375 | 0.08 | 224 | 0.0009 |  |