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

**CORPORATE GOVERNANCE REPORT**

**(Year 2016)**

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 (2016)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate (%) | Reasons for not attending |
| 1 | Pham Duy Hung | Chair of Board of Directors  | 04 | 80% | Appointed to Board of Directors on 26 Apr 2016 |
| 2 | Dang Nhu Binh | Deputy Chair of Board of Directors  | 05 | 100% |  |
| 3 | Nguyen Thanh Binh | Member of Board of Directors  | 04 | 80% | Appointed as member of Board of Directors on 26 Apr 2016 |
| 4 | Nguyen Do Thanh Phuong | Member of Board of Directors  | 04 | 80% | Resigned from 07 Dec 2016 |
| 5 | Cao Binh | Member of Board of Directors  | 05 | 100% |  |
| 6 | To Viet Son | Member of Board of Directors  | 01 | 20% | Appointed to replace Ms. Phuong from 08 Dec 2016 |

**II. Board Resolutions (2016)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | **287/**NQHĐQT - NK IV | 25 Apr 2016 | Assess the operation of Q.I/ 2016, plan for Q.II/ 2016; approve the agenda of annual General Meeting of Shareholders 2016 |
| 2 | 139/BBHĐQT – NK V | 10 May 2016 | Appoint chair of Board of Directors and Deputy chair of Board of Directors cum CEO |
| 3 | BBHĐQT – NK V | 15 Jul 2016 | - Approve report of first 6 months of 2016, plan for last 6 months of 2016, Deputy Director, Chieft Accountant, remuneration for Board of Directors, Supervisory Board  |
| 4 | BBHĐQT – NK V | 25 Oct 2016 | - Approve operation resutls of first 9 months; first dividend advance of 8% in 2016 |
| 5 | BBHĐQT – NK V | 08 Dec 2016 | - Approve resignation of Ms. Nguyen Do Thanh Phuong; appoint Mr. To Viet Son as member of Board of Directors instead |
| 6 | 706/ 2016/ BBHĐQT – NK V | 08 Dec 2016 | - Approve resgination of Ms. Nguyen Do Thanh Phuong; approve appointment of Mr. To Viet Son as member of Board of Directors  |

**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 | Pham Duy Hung |  | Chair of BOD | 0 | 0 |  |
| 2 | Dang Nhu Binh | 001C510526 | Deputy Chair of BOD  | 537,920 | 6.80 |  |
| 3 | Nguyen Thanh BInh | 033C004506092C026788 | Director | 35,000 | 0.41 |  |
|  | Nguyen Pham Giang Minh |  | Connected person | 20,000 | 0.22 |  |
|  | Cao Binh |  | Member of BOD | 96,308 | 1.17 |  |
| 4 | Nguyen Do Thanh Phuong | 017C100715 | Director | 224, 614 | 2.73 |  |
| 5 | Huynh Quang Bau | 001C500507 | Connected person | 48,216 | 0.59 |  |
|  | **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 | 2,442 | 0.02 |  |
|  | Dang Vinh Hung |  | **Connected persons** | 38 | 0 |  |
| 10 | Nguyen Thi Phuc | 001C510518 |  | 24,000 | 0.29 |  |
| 11 | Truong Nguyet Thu | 001C500500 |  | 15,744 | 0.19 |  |
| 12 | Huynh Quang Bau | 017C104588 |  | 48,216 | 0.59 |  |
| 13 | Hoang Thi Mai | 001C136740 |  | 66 | 0.0 |  |
| 14 | Dang Nhu Minh | 001C533160 |  | 100,000 | 1.2 |  |
| 15 | Nguyen Pham Giang Minh |  | Offspring of Mr. Nguyen Thanh Binh | 20,000 | 0.22 |  |

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:**

- On 28 Dec 2015, Vietnam National Vegetable, Fruit And Agricultural Product Corporation Limited which is holding 38.4% of the shares of the Company transformed into the form of Joint Stock Company and renamed to Vietnam National Vegetable, Fruit And Agricultural Product Joint Stock Corporation.

- On 26 Apr 2016, annual General Meeting of Shareholders 2016 appointed Board of Directors for term of 2016 – 2021 with 05 members including 02 new members: Pham Duy Hung and Nguyen Thanh Binh.