**VLG: Corporate Governance report 2016**

**CORPORATE GOVERNANCE REPORT**

**(2016)**

Company: Vinalines Logistics- Viet Nam JSC

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

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 Charter capital: VND 142,121,300,000

 Stock code: VLG

**I. Activities of annual General Meeting of Shareholders**

Annual General Meeting of Shareholders of Vinalines Logistics- Viet Nam JSC held on 03 Jun 2016 approved the Resolution No. 01/ NQ – DHDCD 2016 dated 03 Jun 2016 af:

1. Approve the report of Board of Directors of 2015

2. Approve the report on operating result of 2015 and plan for 2016

3. Approve the report of Supervisory Board of 2015

4. Approve the audited Financial Statement of 2015

5. Approve the plan on distributing profit of 2015 as follows:

6. Approve the plan on remuneration for Board of Directors and Supervisory Board of 2016

7. Approve Board of Directors to select auditor for the FS 2016 of the Company

8. Approve changing the Charter of the Company

9. Approve the alternative election for members of Board of Directors

10. Approve Mr. Nguyen Van Hanh to be members of Board of Directors term 2012 – 2017

**II. BOD Activities (2016)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Nguyen Van Hanh | Chair of Board of Directors  | 02 | 50% | Chair of Board of Directors since 06 Jun 2016 |
| 2 | Mr. Mai Le Loi  | Member of Board of Directors  | 04 | 100% | Resign from member of Board of Directors since 26 May 2016 |
| 3 | Ms. Nguyen Thi Thanh Ha | Member of Board of Directors  | 04 | 100% |  |
| 4 | Mr. Truong Van Thai | Member of Board of Directors  | 04 | 100% |  |
| 5 | Mr. Hoang Hoa Phong | Member of Board of Directors  | 02 | 100% |  |
| 6 | Mr. Luong Dinh Minh | Member of Board of Directors  | 01 | 20% | Resign from member of Board of Directors since 03 Jun 2016 |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | No. 01/ NQ - HDQT | 18 May 2016 | Approve the agenda, materials for holding annual General Meeting of Shareholders 2016:+ Operation report and investment of 2015 and plan for 2016+ Report 2015 of Board of Directors + Financial statement 2015+ Report of capital representatives of the Company at other enterprises+ Opereation report 2015 of Supervisory Board - Activities of investment and building projects, joint-venture, association- Financial activities- Time and place for holding annual General Meeting of Shareholders 2015; approve agenda, materials for annual General Meeting of Shareholders  |
| 3 | No. 02/ NQ - HDQT | 06 Jun 2016 | Chair of Board of Directors  |
| 4 | No. 01/ NQ - HDQT | 25 Jan 2016 | Nominate capital representatitive of Vinalines Logistics- Viet Nam jsc at Honda Logistics Vietnam Co., Ltd |
| 5 | No. 02/ NQ - HDQT | 07 Apr 2016 | Managers cum other positions |
| 6 | No. 03/ QD - HDQT | 18 May 2016 | Call annual General Meeting of Shareholders 2016 |
| 7 | No. 02/ QD - HDQT | 18 May 2016 | Approve salary 2016 |
| 8 | No. 03/ QD - HDQT | 18 May 2016 | Approve salary settlement for 2015 |

**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 |
|  |  |  |  |  |  |  |

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 |
|  |  |  |  |  |  |  |  |

- Name of transactor: Pham Thanh Giang – Position: Deputy General Director of Vinalines Logistics- Viet Nam JSC

- Trading account: 001C168879

- Stock code of Vinalines Logistics- Viet Nam JSC: VLG

- Number of shares before the transaction: 56,700 shares

- Trading method: Order matching, negotiation

- Purpose of the transaction: Personal ownership

- Traditing time:

+ From 10 Apr 2016 to 10 May 2016: Number of purchased shares: 18,700 shares

- Number of shares after the transaction until 10 May 2015: 75,400 shares.

3. Other transactions

**V. Other issues: None**