**NTC: Corporate Governance report (2016)**

**CORPORATE GOVERNANCE REPORT**

**(Year 2016)**

- Company: VNN Trading and Investment Joint Stock Company

- Address: No. 15, Lane 175/5/167 Dinh Cong, Hoang Mai, Ha Noi

- Tel: 04 351 48460                              Fax: 04 351 48461

- Email:

- Charter capital: VND 57,266,980,000

- Stock code: VNN

I. Activities of annual General Meeting of Shareholders

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board resolution no.** | **Date** | **Contents** |
| 1 | 16/ 2016/ NQ/ DHDCD - VNN | 21 Nov 2016 | Article 1: Approve the report of Board of Directors on 2015 operation result and 2016 operation plan  Article 2: Approve the report of Management Board on 2015 operation result and 2016 operation plan  Article 3: Approve the report of Supervisory Board 2015 operation result and 2016 operation plan  Article 4: Approve the contents in Statement No. 41/TTr/HDQT-VNN dated 19 Oct 2016 as follows:  1. Approve the financial statement 2015  2. Select an auditor for 2016  3. Plan for remuneration payment for Board of Directors and Supervisory Board in 2016  Remuneration for Board of Directors and Supervisory Board is 1% of the profit after tax  4. Amending the Charter of the Company  5. Dismissal and appointment of additional members of Board of Directors  - Dismiss 02 members of Board of Directors as follows:  + Mr. Nguyen Gia Long  + Ms. Nguyen Thi Bich Thuy  - Appoint 02 additional members of Board of Directors as follows:  + Mr. Nguyen Ba Lan  + Mr. Le Phuong Nam  6. Dismissal and appointment of additional members of Supervisory Board  - Dismiss 01 additional member of Supervisory Board  + Mr. Dang Hong Hai  - Appoint 01 additional member of Supervisory Board  + Ms. Nguyen Thi Hue  7. Wind up Vietnamnet An Cuong Joint Stock Company  8. Transfer 100% of capital contributed to Dong Do Private University  9. Purchase 100% of shares of Borsmi Joint Stock Company  10. Merging VNN Trading and Investment Joint Stock Company into Borsmi Joint Stock Company  11. Project for building vodka factory |

**I. BOD’s activities**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Member of BOD** | **Title** | **Attendance** | **Rate** | **Reason for not attending** |
| 1 | Mr. Tran Khac Hung | Chairman of Board of Directors | 07 | 100% |  |
| 2 | Ms. Tran Thi Huong | Member of Board of Directors | 07 | 100% |  |
| 3 | Ms. Nguyen Thi Bich Thuy authorized Ms. Le Thi Thuy Duong | Member of Board of Directors | 04 | 57.1% |  |
| 4 | Ms. Chu Thi Minh Nguyet authorized Ms. Nguyen Thi Trang | Member of Board of Directors | 07 | 100 % |  |
| 5 | Mr. Nguyen Gia Long | Member of Board of Directors |  |  | No longer member of Board of Directors |
| 6 | Mr. Vuong Ba Lan | Member of Board of Directors |  |  | Become member of Board of Directors |
| 7 | Mr. Le Phuong Nam | Member of Board of Directors |  |  | Become member of Board of Directors |

**II. Board resolution (2016)**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board resolution no.** | **Date** | **Contents** |
| 1 | 02/ NQ/ HDQT - VNN | 18 Mar 2016 | - Plan for holding annual General Meeting of Shareholders 2016  - Debts of TNT |
| 2 | 04/ NQ/ HDQT - VNN | 20 May 2016 | - Plan for holding annual General Meeting of Shareholders 2016  - Dismiss and appoint Chief Accountant |
| 3 | 06/ NQ/ HDQT - VNN | 20 Jun 2016 | - Resign from position of member of Board of Directors |
| 4 | 06.2/ NQ/ HDQT - VNN | 04 Jul 2016 | - Continue project for building representative office in Lam Ha Ward, Phu Ly City, Ha Nam |
| 5 | 08/ NQ/ HDQT - VNN | 5 Sep 2016 | - Plan for holding and agenda of annual General Meeting of Shareholders 2016  - Debts |
| 6 | 10/ NQ/ HDQT - VNN | 18 Oct 2016 (am) | - Supplement personnel |
| 7 | 12/ NQ/ HDQT - VNN | 18 Oct 2016 (pm) | - Plan for holding and agenda of annual General Meeting of Shareholders 2016  - Debts |

**III. Change in connected persons/institutions: No change**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Institutions/ individuals** | **Trading account (if any)** | **Title (if any)** | **Starting moment as connected persons** | **Moment to no longer be connected persons** | **Reasons** |
|  |  |  |  |  |  |  |

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

1. List of PDMRs and connected persons/institutions

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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 (none)

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Relation to PDMRs** | **Shareholding at the beginning of the term** | | **Shareholding at the end of the term** | | **Reasons for increase/decrease (selling, buying, transferring, bonus …)** |
| **Shares** | **Ratio (%)** | **Shares** | **Ratio (%)** |

3. Other transactions (none)

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Relation to PDMRs** | **Shareholding at the beginning of the term** | | **Shareholding at the end of the term** | | **Reasons for increase/decrease (selling, buying, transferring, bonus …)** |
| **Shares** | **Ratio (%)** | **Shares** | **Ratio (%)** |
| 1 | Nguyen Gia Long |  | 1,490,000 | 26% | 0 | 0% | Sell |
| 2 | Tran Thi Huong |  | 920,400 | 16% | 1,380,400 | 24.1% | Purchase |

**V. Other notices: None**