**VGS: Corporate Governance Report of the first 06 months of 2019**

***REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY
(The first 06 months of 2019)***

*- Name of listing company: Vietnam Germany Steel Pipe Joint Stock Company*

*- Address of headoffice: Binh Xuyen Industrial Zone – Binh Xuyen District – Vinh Phuc Province*

*- Telephone: 02113 887 863 -  Fax: 02113 888 562*

*- Website: vgpipe.com.vn*

*- Charter capital: VND 421,115,890,000*

*- Securities code: VGS*

***I. Board of Directors (Semi- annual/ annual reports):***

*1. Information about the members of Board of Directors:*

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Board of Directors’ members** | **Position** | **Day becoming/ no longer member of Board of Directors** | **Number of attendance** | **Percentage** | **Reason for absence** |
| 1 | Le Minh Hai  | Chair of Board of Directors  | 04 Jan 2013  | 6/6 | 100% |  |
| 2 | Nguyen Huu The  | Member of Board of Directors | 29 Mar 2008  | 6/6 | 100% |  |
| 3 | Nguyen Vinh Tuyen  | Member of Board of Directors | 24 Mar 2015  | 6/6 | 100% |  |
| 4 | Nguyen Thi Nhi  | Member of Board of Directors | 29 Mar 2008  | 6/6 | 100% |  |
| 5 | Ngo Vi Anh Tu  | Member of Board of Directors | 23 Mar 2013  | 6/6 | 100% |  |
| 6 | Le Quoc Khanh  | Member of Board of Directors | 14 April 2018  | 6/6 | 100% |  |
| 7 | Nguyen Trong Dac  | Member of Board of Directors | 14 April 2018  | 6/6 | 100% |  |
| 8 | Bui Van Hieu | Member of Board of Directors | 14 April 2018  | 6/6 | 100% |  |

*2. Supervision by Board of Directors with Manager (General Manager):*

*3. Activities of Board of Directors’ committees:*

*4. Resolutions/ Decisions of Board of Directors (Semi- annual/ annual reports):*

***II. Board of Supervisors (Semi- annual/ annual reports):***

*1. Information about members of Board of Supervisors:*

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Members of *Board of Supervisors*** | **Position** | **Day becoming/no longer member of *Board of Supervisors*** | **Number of attendance** | **Percentage** | **Reason for absence** |
| 1 | Nguyen Van Loc  | Head of Board of Supervisors  | 14 April 2018 |  |  |  |
| 2 | Le Quy Minh  | Member of Board of Supervisors  | 14 April 2018 |  |  |  |
| 3 | Nguyen Thi Hoa | Member of Board of Supervisors | 14 April 2018 |  |  |  |

*2. Surveillance activities of Board of Supervisors**with Board of Managers, Board of Directors and shareholders:*

*3. The coordination among Board of Supervisors**with Board of Managers, Board of Directors and other managers:*

4. *Other activities of Board of Supervisors**(if any):*

***III. Training on corporate governance:*** *Training courses on corporate governance which members of Board of Managers, members of Board of Supervisors, Chief Executive Officer (CEO), other managers and company secretary was involved in accordance with regulations on corporate governance:*

***IV. List of affiliated persons of the public company as specified in clause 34, Article 6 of the Securities Law (Semi-annual/annual reports) and transactions of affiliated persons of the Company with the Company)***

*1. List of affiliated persons of the Company*

*2. Transactions between the company and the affiliated persons or between the company and major shareholders, internal persons and related person of internal person: None*

*3. Transaction between internal person of listed company and company’s subsidiaries, or the company in which listed company takes controlling power: None*

4. *Transactions between the company and other objects*

***V. Transactions of internal persons and related person of internal person (Semi- annual/ annual reports)***

*1. List of internal persons and their affiliated persons*

2. *Transactions of internal persons and affiliated persons on shares of the listed company*

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *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* |
| 1  |  Mr. Le Minh Hai  | Chair of Board of Directors   |  3,200,400 | 7.6%  |  5,300,400 | 12.6%  | Increasing holding percentage  |
| 2 | Mr. Nguyen Huu The  | Member of Board of Directors cum General Manager of the Company  | 293,440  | 0.7% | 1,292,540 | 3.07% | Increasing holding percentage  |
| 3 | Mrs. Nguyen Thi Nhi | Member of Board of Directors cum Vice- General Manager of the Company | 359,320 | 0.85% | 2,358,720 | 5.6% | Increasing holding percentage  |
| 4 | Mrs. Le Khanh Huyen  | Child of Mr. Le Minh Hai – Chair of Board of Directors  | 970,144  | 2.3% | 3,470,000 | 8.24% | Increasing holding percentage  |
| 5 | Mr. Le Quoc Khanh  | Member of Board of Directors – Child of Mr. Le Minh Hai – Chair of Board of Directors  | 1,000,000 | 2.65% | 2,170,000 | 5.15% | Increasing holding percentage |
| 6 | Mrs. Nguyen Thi Thanh Thuy | Wife of Mr. Le Minh Hai – Chair of Board of Directors  | 2,645,998 | 6.28% | 4,525,000 | 10.75% | Increasing holding percentage |

**VI. Other significant issues: None**