**VMS: Corporate Governance Report of the first 06 months of 2020**

**CORPORATE GOVERNANCE REPORT**

**(First 06 months of 2020)**

Company: Vietnam Maritime Development JSC

Address: No. 11 Vo Thi Sau, May To ward, Ngo Quyen district, Hai Phong city, Vietnam

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Charter capital: VND 90,000,000,000

Stock code: VMS

1. **General Meeting of Shareholders’ Activities**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution/ Decision No.** | **Date** | **Content** |
| 1 | 61/NQ-DHDCD | 30/06/2020 | 1. Approve the FS 2019 audited by Viet Nam Auditing and Valuation Company Limited  2. Approve reports of Board of Supervisors of 2019  3. Approve reports of Board of Directors of 2019  4. Approve operating report of 2019  5. Approve extracting funds and profit distribution of 2019  6. Dismiss Member of Board of Directors and Board of Supervisors as follows:  6.1. Board of Directors:  - Mr. Le Quang Trung  - Mrs. Trinh Thi Ngoc Hien  - Mr. Vu Phuoc Long  6.2. Board of Supervisors:  - Mr. Vu Xuan Truong  7. List of elected members for Board of Directors and Board of Supervisors:  7.1. Board of Directors:   |  |  |  |  | | --- | --- | --- | --- | | **No.** | **Name** | **Approval** | **Rate** | | 1 | Hoang Thanh Hai | 7,524,459 | 125.24% | | 2 | Doan Ngoc Tu | 6,175,669 | 102.79% | | 3 | Nguyen Thi Minh Nguyet | 3,990,500 | 66.42% |   7.2. Board of Supervisors:   |  |  |  |  | | --- | --- | --- | --- | | **No.** | **Name** | **Approval** | **Rate** | | 1 | Tran Thi Thanh Thuy | 5,974,861 | 99.45% |   8. Approve plans for 2020  9. Authorize Board of Directors to select auditor that meet conditions according to State Securities Commission of Vietnam’s regulations for the Semi-annual FS 2020 and FS 2020 (according to the submission No.10/TTr-PTHH dated 25/06/2020)  10. Approve remuneration for Board of Directors and Board of Supervisors in 2019 and plan for 2020 (according to the submission No.12/TTr-PTHH dated 25/06/2020)  11. Approve amended and adjusted contents for the Charter of the Company (according to the submission No.09/TTr-PTHH dated 25/06/2020)  12. Approve connected contents to projects of Vietnam Maritime Development JSC (Vimadeco), particular as follows:  12.1. For the project at PHUOC LONG ICD: Approve the cooperation with Ngoc Viet Import Export Investment Company Limited and An Phu Corporation (Venture) to invest in the Office Headquarters - Products Display Area project at Phuong Long ICD area, district 9, Ho Chi Minh, let Vimadeco make legal procedures for conversion of land use purpose required by State agencies which make Vimadeco be the investor of the project in accordance with the laws; ensure the land use rights, land management and the highest benefit for Vimadeco  12.2. For the project of Phuoc Long A apartment complex: Approve the cooperation with Ngoc Viet Import Export Investment Company Limited and An Phu Corporation (Venture) to invest in the Phuoc Long A apartment complex project under Bac Rach Chiec residential project, let Vimadeco make legal procedures for conversion of land use purpose required by State agencies which make Vimadeco be the investor of the project in accordance with the laws; ensure the land use rights, land management and the highest benefit for Vimadeco  13. Approve the plan for transferring all contributed capital of the Company at Vinalines Shipyard in accordance with the laws, market principles, transparent; preserve, recover all invested capital and minimize losses in the transferring capital. |

**II. Board of Director (BOD)**

1. General Information of Board of Director (BOD)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **The beginning date of being (not being) BOD** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Mr. Le Quang Trung | Chairman | 15/06/2017 | 3/3 | 100% | Dismissed on 30/06/2020 |
| 2 | Mr. Nguyen Chi Kien | Member of Board of Directors | 15/06/2017 | 2/3 | 66.67% |  |
| 3 | Mr. Vu Truong Giang | Member of Board of Directors | 15/06/2017 | 3/3 | 100% |  |
| 4 | Mrs. Trinh Thi Ngoc Bien | Member of Board of Directors | 15/06/2017 | 2/3 | 66.67% | Dismissed on 30/06/2020 |
| 5 | Mr. Vu Phuoc Long | Independent Member of Board of Directors | 29/06/2018 | 3/3 | 100% | Dismissed on 30/06/2020 |
| 6 | Mr. Hoang Thanh Hai | Chairman | 30/06/2020 |  |  | Elected additionally |
| 7 | Mr. Doan Ngoc Tu | Member of Board of Directors | 30/06/2020 |  |  | Elected additionally |
| 8 | Mr. Nguyen Thi Minh Nguyet | Independent Member of Board of Directors | 30/06/2020 |  |  | Elected additionally |

2. The supervision by Board of Directors over Board of Managers of the Company

3. Activities of sub-committees of Board of Directors of the Company

4. Resolutions and decisions of Board of Directors of the Company

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution/ Decision No.** | **Date** | **Content** |
| 1 | 04/NQ-PTHH | 08/01/2020 | Resolution on guarantee issuance at MSB – Hai Phong branch |
| 2 | 23/NQ-PTHH | 20/03/2020 | Resolution on signing contract and transaction between the Company and connected parties within Vinalines |
| 3 | 32/NQ-PTHH | 14/04/2020 | Resolution on staff transfer |
| 4 | 40/NQ-PTHH | 07/05/2020 | Resolution on the Meeting date of the Annual General Meeting of Shareholders 2020 |
| 5 | 44/NQ-PTHH | 24/06/2020 | Resolution on amending salary for employers and employees in 2019 |
| 6 | 45/NQ-PTHH | 24/06/2020 | Resolution on amending salary for employers and employees |
| 7 | 46/NQ-PTHH | 24/06/2020 | Resolution on staff work |
| 8 | 48/NQ-PTHH | 24/06/2020 | Resolution on amending salary for employers and employees |
| 9 | 59/NQ-PTHH | 29/06/2020 | Resolution on staff work |
| 10 | 60/NQ-PTHH | 29/06/2020 | Resolution on building canteen at Dong Hai container yard |

**III. Board of Supervisors (BOS)**

1. General Information of Supervisory Board (BOS)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No** | **Members of BOS** | **Tittle** | **The beginning of date of being BOS** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Ta Kim Chi | Head of Board of Supervisors | 15/06/2017 | 2/2 | 100% |  |
| Ta Kim Chi | Member of Board of Supervisors | Elected additionally on 30/06/2020 | | | |
| 2 | Duong Thu Hien | Member of Board of Supervisors | 15/06/2017 | 2/2 | 100% |  |
| 3 | Vu Xuan Truong | Member of Board of Supervisors | 15/06/2017 | 1/2 | 50% | Dismissed on 30/06/2020 |
| 4 | Tran Thi Thanh Thuy | Head of Board of Supervisors | 30/06/2020 |  |  | Elected additionally |

2. Surveillance activities of the Supervisory Board toward the Board of Directors, Board of General Managers and shareholders of the Company

3. The coordination among the Supervisory Board with the Board of Directors, Board of Managers and other managers of the Company

4. Other activities of Supervisory Board of the Company (if any)

**IV. Training on corporate governance**

**V. List of connected persons/ institutions:** Listed under the provisions of Clause 34, Article 6 of the Law on Securities and transactions of connect persons of the Company to Company

1. List of connected persons/ institutions of the Company

2. Transactions between the Company and its PDMRs, transactions between the Company and its major shareholders, PDMRs and connected persons of the PDMRs: None

3. Transactions between the Company and its PDMRs, transactions between connected persons of the PDMRs and subsidiaries of the Company, the companies that the Company controls: None

4. Other transactions between the Company and other entities: None

4.1 Transactions between the Company and the company whose member of Board of Directors, members of Supervisory Board, Manager (General Managers) have been founding members or member of Board of Directors, Manager (General Managers) in recent 03 years (calculated from the date of making the report): None

4.2 Transactions between the Company and the company whose connected persons of member of Board of Directors, members of Supervisory Board, Manager (General Managers) have been founding members or member of Board of Directors, Manager (General Managers): None

4.3 Other transactions of the Company (if any) which may bring material or spiritual benefits to member of Board of Directors, members of Supervisory Board, Manager (General Managers): None

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

1. **List of PDMRs and their connected persons/ institutions**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **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 Thanh Hai | Chairman | 0 | 0 |  |
| 2 | Nguyen Chi Kien | Member of Board of Directors and Vice General Manager | 49,500 | 0.55 |  |
| 3 | Vu Truong Giang | Member of Board of Directors | 48,210 | 0.535 |  |
| 4 | Nguyen Thi Minh Nguyet | Independent Member of Board of Directors | 0 | 0 |  |
| 5 | Doan Ngoc Tu | Member of Board of Directors and General Manager | 0 | 0 |  |
| 6 | Mai Tien Sy | Vice General Manager | 1,550 | 0.0172 |  |
| 7 | Tran Thi Thanh Thuy | Head of Board of Supervisors | 0 | 0 |  |
| 8 | Ta Kim Chi | Member of Board of Supervisors | 1,250 | 0.0138 |  |
| 9 | Duong Thu Hien | Member of Board of Supervisors | 0 | 0 |  |
| 10 | Tran Thi Thu Huyen | Secretary and Authorized person to publish information | 4,975 | 0.055 |  |
| 10.1 | Tran Hoi | Father of Mrs. Tran Thi Thu Huyen | 6,750 | 0.075 |  |
| 11 | Tran Thi Hang | Deputy of Finance and Auditing Department | 0 | 0 |  |

2. Transactions of PDMRs and their connected persons/ institution on shares of the listing company: None

**VII. Others issues: None**