**VNF: Corporate Governance report (first 06 months)**

**CORPORATE GOVERNANCE**

**(first 06 months/2012)**

Company: Vinafreight International Freight Forwarders JSC

 Address: A8 Truong Son, Ward 2, Tan Binh District, Ho Chi Minh City

 Tel.:(08) 38446409 Fax: (04)38488359

 Email: mngt@vinafreight.com.vn

 Charter capital: VND 56,000,000,000

 Stock code: VNF

**I. BOD Activities**

Meetings: Period 2007-2012

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Do Xuan Quang | Chair of the Board | 1/1 | 100% |  |
| 2 | Mr. Nguyen Bich Lan | Vice Chair of the BOD | 1/1 | 100% |  |
| 3 | Mr. Vu The Duc | Director | 1/1 | 100% |  |
| 4 | Mr. Nguyen Nam Tien | Director | 1/1 | 100% |  |
| 5 | Mr. Nguyen Ngoc Nhien | Director | 1/1 | 100% |  |
| 6 | Mr. Goh Hock Choy | Director | 0/1 | 0% | Busy with business |
| 7 | Mr. Nguyen Hong Diep | Director | 0/1 | 0% | Busy with business |

Meetings: 2012-2017

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Do Xuan Quang | Chair of the Board | 1/1 | 100% |  |
| 2 | Mr. Bui Tuan Ngoc | Vice Chair of the BOD | 1/1 | 100% |  |
| 3 | Mr. Vu The Duc | Director | 1/1 | 100% |  |
| 4 | Mr. Nguyen Quang Trung | Director | 1/1 | 100% |  |
| 5 | Mr. Nguyen Bich Lan | Director | 1/1 | 100% |  |
| 6 | Mr. Bui Viet | Director | 1/1 | 100% |  |
| 7 | Mr. Le Duy Hiep | Director | 1/1 | 100% |  |
| 8 | Mr. Chu Viet Cuong | Director | 1/1 | 100% |  |

**II. Board Resolutions (first 06 months/2012)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. |  Board Resolution No. | Date | Content |
| 1 | 01/12/NQ-HDQT | 10/04/2012 | Increasing investment capital in Vector International Aviation Service Company |
| 2 | 02/12/NQ-HDQT | 10/05/2012 | Change in information disclosure officer |
| 3 | 03/12/NQ-HDQT | 12/06/2012 | Amending plan to increase charter capital |

**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 |
| 1. The BOD-Term II (2012-2017)
 |
| 1 | Do Xuan Quang | 046C008677 | Chair of the BOD | 26/04/2012 |  |  |
| 2 | Nguyen Bich Lan | 058C 79.60.79 | Director | 26/04/2012 |  |  |
| 3 | Vu The Duc | 003C303211 | Director | 26/04/2012 |  |  |
| 4 | Chu Viet Cuong |  | Director | 26/04/2012 |  |  |
| 5 | Nguyen Quang Trung |  | Director | 26/04/2012 |  |  |
| 6 | Bui Tuan Ngoc |  | Vice Chair of the BOD | 26/04/2012 |  |  |
| 7 | Le Duy Hiep |  | Director | 26/04/2012 |  |  |
| 8 | Bui Viet | 014C000008 | Director | 26/04/2012 |  |  |
| 1. Supervisory Board
 |
| 1 | Nguyen Bich Lien | 046C004499 | Chief of Supervisory Board | 26/04/2012 |  |  |
| 2 | Nguyen Tuan Anh |  | Member of Supervisory Board | 26/04/2012 |  |  |
| 3 | Phan Phuong Tuyen |  | Member of Supervisory Board | 26/04/2012 |  |  |
| 1. Management Board
 |
| 1 | Nguyen Bich Lan | 058C796079 | General Manager | 26/04/2012 |  |  |
| 2 | Nguyen Huy Dieu | 009C068663 | Deputy General Manager | 26/04/2012 |  |  |
| 3 | Pham Duc cuong | 058C019369 | Deputy General Manager | 26/04/2012 |  |  |
| 4 | Le Thi Ngoc Anh | 058C797479 | Chief Accountant | 26/04/2012 |  |  |
| IV.The BOD and Supervisory Board –Term I (2007-2012) |
| 1 | Nguyen Nam Tien | 033C005676 | Director |  | 26/04/2012 |  |
| 2 | Nguyen Ngoc Nhien | 011C000002 | Director |  | 26/04/2012 |  |
| 3 | Goh Hock Choy | 046FIA5085 | Director |  | 26/04/2012 |  |
| 4 | Nguyen Hong Diep | 014C280010 | Director |  | 26/04/2012 |  |
| 5 | Phan Minh Hoang | 011C084554 | Chief of Supervisory Board |  | 26/04/2012 |  |
| 6 | Tran Thi Binh | 001C 528087 | Member of Supervisory Board |  | 26/04/2012 |  |
| 7 | Le Thi Thu Ha | 032C100118 | Member of Supervisory Board |  | 26/04/2012 |  |

**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 |
| 1 | Do Xuan Quang | 046C008677 | Chair of the BOD | 99,900 | 1.79% |  |
| 1.1 | Do Xuan Dan |  |  |  |  | Connected person |
| 1.2 | Do Thi Kim Anh |  |  |  |  |  |
| 1.3 | Do Thi Kim Chi |  |  |  |  |  |
| 1.4 | Do Thi Kim Tuyen |  |  |  |  |  |
| 1.5 | Do Thi Kim Ngoc |  |  |  |  |  |
| 1.6 | Do Thi Kim Cuong |  |  |  |  |  |
| 1.7 | Do Thi Kim Yen |  |  |  |  |  |
| 1.8 | Ta Viet Ha |  |  | 23,100 | 0.41% |  |
| 1.9 | Do Bao Khanh |  |  |  |  |  |
| 1.10 | Do Quang Minh |  |  |  |  |  |
| 1.11 | Vector International Aviation Service Company |  |  |  |  |  |
| 2 | Nguyen Bich Lan | 058C796079 |  | 80,250 | 1.44% |  |
| 2.1 | Nguyen Nhu |  |  |  |  |  |
| 2.2 | Le Thi Ngoc Thu |  |  |  |  |  |
| 2.3 | Nguyen Le Bich Khue |  |  |  |  |  |
| 2.4 | Nguyen Thi Bich Khoi |  |  |  |  |  |
| 2.5 | Nguyen Bich Quang |  |  |  |  |  |
| 2.6 | Nguyen Bich Huy |  |  |  |  |  |
| 2.7 | Nguyen Bich Van |  |  |  |  |  |
| 3 | Vu The Duc | 003C303211 |  | 75,750 | 1.36% |  |
| 3.1 | Dang Thi Hong Ty |  |  |  |  |  |
| 3.2 | Le Thi Mai Phuong |  |  |  |  |  |
| 3.3 | Vu The Tung |  |  |  |  |  |
| 3.4 | Vu The Quang |  |  |  |  |  |
| 3.5 | Vu The Thanh |  |  |  |  |  |
| 3.6 | Vu Thi Viet Huong | 003C102140 |  |  |  |  |
| 3.7 | Foreign trade freight forwarding and warehousing joint stock company (Ho Chi Minh) | 007C009119 |  | 608,000 | 10.89% |  |
| 3.8 | RCL Company Limited (Vietnam) |  |  |  |  |  |
| 3.9 | Konoike Vina Company Limited |  |  |  |  |  |
| 3.10 | Kintetsu World Express Company Limited |  |  |  |  |  |
| 3.13 | Vector International Aviation Service Company |  |  |  |  |  |
| 4 | Chu Viet Cuong | Director |  |  |  |  |
| 4.1 | Chu Thanh Tinh |  |  |  |  |  |
| 4.2 | Phu gia Securities Joint Stock Company |  |  |  |  |  |
| 5 | Nguyen Quang Trung | Director |  |  |  |  |
| 5.1 | Pham Thi Man |  |  |  |  |  |
| 5.2 | Nguyen Thi Hong Hanh |  |  |  |  |  |
| 5.3 | Nguyen The Dung |  |  |  |  |  |
| 5.4 | Nguyen Quang Thanh |  |  |  |  |  |
| 5.5 | Nguyen Thuy Quynh giao |  |  |  |  |  |
| 5.6 | Nguyen Quang Dang Khoa |  |  |  |  |  |
| 6 | Bui Tuan Ngoc | Vice Chair of the BOD |  |  |  |  |
| 6.1 | Bui Van Thuan |  |  |  |  |  |
| 6.2 | Phung Thi Quynh Yen |  |  |  |  |  |
| 6.3 | Nguyen Thanh Huyen |  |  |  |  |  |
| 6.4 | Bui Minh Tuan |  |  |  |  |  |
| 6.5 | Foreign trade freight forwarding and warehousing joint stock company  | 011C056666 |  |  | 1,390,400 | 24.90% |
| 6.6 | Vina Investment JSC |  |  |  |  |  |
| 6.7 | Thien Hai Industrial and Investment Company Limited |  |  |  |  |  |
| 6.8 | Vietnam Nippon Express Company Ltd |  |  |  |  |  |
| 7 | Le Duy Hiep | Member of the BOD |  |  |  |  |
| 7.1 | Do Duy Lien |  |  |  |  |  |
| 7.2 | Do Thi Viet Hoa |  |  |  |  |  |
| 7.3 | Le Thai Hy |  |  |  |  |  |
| 7.4 | Le Thi Lien Hoan |  |  |  |  |  |
| 7.5 | Foreign trade freight forwarding and warehousing joint stock company (HCM) | 011C056666 |  |  | 1,390,400 | 24.90% |
| 7.6 | Vietnam Nippon Express Company Ltd |  |  |  |  |  |
| 7.7 | Hang Hai Service JSC |  |  |  |  |  |
| 7.8 | Transvina |  |  |  |  |  |
| 8 | Bui Viet | 014C000008 |  |  |  |  |
| 8.1 | Dang Thi Thuc Vinh |  |  |  |  |  |
| 8.2 | Nguyen Thi Hong anh |  |  |  |  |  |
| 8.3 | Bui Minh Tuan |  |  |  |  |  |
| 8.4 | Bui Anh Mai |  |  |  |  |  |
| 8.5 | Bui Anh Mai |  |  |  |  |  |
| 8.6 | Bui Tuong Vi |  |  |  |  |  |
| 8.7 | Bui Van Thuan |  |  |  |  |  |
| 8.8 | Bui Thanh Van |  |  |  |  |  |
| 9.1 | Ben Thanh Water Supply JSC |  |  |  |  |  |
| 9.2 | Nha Be Water Supply JSC |  |  |  |  |  |
| 9.3 | West Coach Station JSC |  |  |  |  |  |
| 9.4 | Phu Hoa Tan Water Supply JSC |  |  |  |  |  |
| 9.5 | Nguyen Bich Lien | 046C004499 | Member of Supervisory Board | 500 | 0.01% |  |
| 9.6 | Nguyen Thi Tu |  |  |  |  |  |
| 9.7 | Luong Dustin Minh |  |  |  |  |  |
| 9.8 | Luong bao Khue |  |  |  |  |  |
| 9.9 | Nguyen Bich Dao |  |  |  |  |  |
| 9.10 | Nguyen Manh Hung |  |  |  |  |  |
| 9.11 | Nguyen Tuan Anh |  |  |  |  |  |
| 9.12 | Le Thi Thanh Hien |  |  |  |  |  |
| 9.13 | Nguyen Tuan Dung |  |  |  |  |  |
| 9.14 | Nguyen Dinh Thanh |  |  |  |  |  |
| 9.15 | Cu Thi Oanh |  |  |  |  |  |
| 10 | Nguyen Huy Dieu | 009C068663 | Deputy General Manager |  | 10,350 | 0.19% |
| 10.1 | Nguyen Huy Hoang |  |  |  |  |  |
| 10.2 | Vu Thi Sang |  |  |  |  |  |
| 10.3 | Nguyen Thi thu |  |  |  |  |  |
| 10.4 | Nguyen Thi Thuong |  |  |  |  |  |
| 10.5 | Nguyen Thi Trong |  |  |  |  |  |
| 10.6 | Nguyen Huy Minh |  |  |  |  |  |
| 10.7 | Nguyen Huy Thanh |  |  |  |  |  |
| 10.8 | Nguyen Thi Thu Cuc |  |  |  |  |  |
| 10.9 | Nguyen Thi thanh nguyen |  |  |  |  |  |
| 10.10 | Nguyen Huy Dang Khoa |  |  |  |  |  |
| 10.11 | Nguyen Mai Khanh |  |  |  |  |  |
| 11 | Pham Duc Cuong | 058C019369 | Deputy General Manager |  | 5,620 | 0.10% |
| 11.1 | Chu Thuy Hien | 058C589986 |  |  |  |  |
| 11.2 | Pham Minh Hanh |  |  |  |  |  |
| 11.3 | Pham Minh duc |  |  |  |  |  |
| 11.4 | Pham Van Cung |  |  |  |  |  |
| 11.5 | Nguyen Thi Xuyen |  |  |  |  |  |
| 11.6 | Pham Hoang Long |  |  |  |  |  |
| 12 | Phan Phuong Tuyen | Member of Supervisory Board |  |  | 820 | 0.07% |
| 12.1 | Nguyen Thi No |  |  |  |  |  |
| 12.2 | Trang Hoang Trung |  |  |  |  |  |
| 12.3 | Trang Hoang Long |  |  |  |  |  |
| 12.4 | Trang Hoang Phuc |  |  |  |  |  |
| 12.5 | Phan Ngoc Van |  |  |  |  |  |
| 12.6 | Phan Ngoc Diep |  |  |  |  |  |
| 12.7 | Phan Thi Ngoc Phuong |  |  |  |  |  |
| 12.8 | Phan Phi Phong |  |  |  |  |  |
| 12.9 | Phan Hung Phuong |  |  |  |  |  |
| 12.10 | Konoike Vina Company Ltd. |  |  |  |  |  |
| 13 | Le Thi Ngoc Anh | 058C797479 | Chief Accountant |  | 3,890 | 0.07% |
| 13.1 | Le Van Muoi |  |  |  |  |  |
| 13.2 | Pham Thi Lieu |  |  |  |  |  |
| 13.3 | Thai Ngoc Tri |  |  |  |  |  |
| 13.4 | Thai Ngoc Anh Phuong |  |  |  |  |  |
| 13.5 | Thai Ngoc Anh Vu |  |  |  |  |  |
| 13.6 | Le Van Nhi |  |  |  |  |  |
| 13.7 | Le Thi Ngoc Anh |  |  |  |  |  |
| 13.8 | Le Thi Bach Tuyet |  |  |  |  |  |
| 13.9 | Le Van Loc |  |  |  |  |  |

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 |
| 1 | Dong A Capital Company Limited | Principal shareholder | 180,000 | 3.2% | 286,000 | 5.12 | Buy |
| 2 | Foreign trade freight forwarding and warehousing joint stock company (Ho Chi Minh) | Principal shareholder |  |  | 1,390,400 | 14.9% | Buy |
| 3 | Vinalink International Freight Forwarders | Mr. Nguyen Nam Tien – Director | 85,500 | 1.5% | 0 | 0% | Sell |
| 4 | Nguyen Huy Dieu | Deputy General Manager | 10,350 | 0.2% | 350 | 0.006% | Sell |
| 5 | Pham Duc cuong | Deputy General Manager | 4,720 | 0.08% | 20 | 0.0004% | Sell |
| 6 | Nguyen Bich Lien | Supervisory Board |  |  | 500 | 0.009% | Buy |
| 7 | Vu The Duc | Director | 170,450 | 3.05% | 75,750 | 1.35% | Sell |

3. Other transactions: None