**SGH: Corporate Governance report (2013)**

**CORPORATE GOVERNANCE**

**(2013)**

 Company: SAIGON HOTEL CORPORATION

 Address: 41-47 Dong Du, Distric 1, Ho Chi Minh City

 Tel.: (848)38299734 Fax: (848)38291466

 Charter capital: VND 17,663,000,000

 Stock code: SGH

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Le Ngoc Co | Chair of the Board | 2 | 100% |  |
| 2 | Mr. Truong Thanh Chau | Vice chair of the BOD | 2 | 100% |  |
| 3 | Mr. Tran Huy Thang | Director | 2 | 100% |  |
| 4 | Mr. Nguyen Van Tan | Director | 05 | 100% |  |
| 5 | Ms. Vo Ngoc Xuan | Director | 1 | 100% |  |
| 6 | Ms. Nguyen Ngoc Lan | Director | 2 | 100% |  |
| 7 | Ms. Bui Thi Lieu | Director | 2 | 100% |  |

**II. Board Resolutions (year 2013)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. |  Board Resolution No. | Date | Content |
| 1 | 24/NQ-HDQT2013 | 08/04/2013 | Operation result of 2012Plan for first 4 month of 2013Profit distribution of 2013Time for holding Annual General Meeting of Shareholders 2013: 8h 30 AM. 26/04/2013 |
| 2 | 25/QD-HDQT2013 | 08/04/2013 | Dismiss Mr. Nguyen Hoang Anh Phi from Manager and legal representative. |
| 3 | 26/QD-HDQT2013 | 08/04/2013 | Appoint Mr. Do Dang Huy as Manager |
| 4 | 27/QD-HDQT2013 | 08/04/2013 | Dismiss Mr. Vo Thanh Binh from Chief accountant since 15/04/2013 |
| 5 | 28/QD-HDQT2013 | 08/04/2013 | Appoint Ms. Tran Thi Minh Hieu as Chief Accountant since 15/04/2013 |
| 6 | 131/HDQT2013 | 22/04/2013 | AGM 2013Assign Mr. Do Dang Hieu to dissolve 2 branchApproval on resignation form of Ms. Nguyen Ngoc LanEstablish Construction management unitChange in capital representative |
| 7 | 05/BB/HDQT-2013 | 24/05/2013 | Elect Mr. Tran Huy Thang as Chair of the Board (term 2013 - 2017)Establish BOD activity rule |
| 8 | 12/HDQT-NQ | 27/06/2013 | Approve the BOD activity in 2013Approve the remuneration for BOD, Supervisory BoardSelect auditing firm  |
| 9 | 16A/HDQT-NQ | 20/08/2013 | Approve the BOD activity rule in 2013Approve financial statement of first 6 month 2013Approve plan for purchase equipmentDivestment 05 investment portfolioHold Extraordinary meeting of shareholders on 02/102013:+ Plan for increase capital+ Adjust business license+ Adjust company rule |
| 10 | 23/HDQT-NQ | 02/10/2013 | Approve divestment share at Hoa Sen UniversityAssign Manager to searching partner for divestment |

**III. Change in connected persons/ institutions**

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

1. List of PDMRs and connected persons

2. Transactions of PDMRs and connected persons/ institutions

3. Other transactions

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name | PDMRs/Principal shareholders | 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 |
| 01 | The Blackhorse Emerging Enterprise Master Fund | Principal shareholder | 0 | 17.28% | 92,380 | 5.23 | Buy |
| 02 | The Blackhorse Enhanced Viet nam Inc | Principal shareholder | 317,910 | 18 | 331,410 | 18.76 | Buy |
| 3  | UBS AG London Branch | Principal shareholder | 0 |  | 292,000 | 16.53 |  |