**ASA: Corporate Governance Report 2014**

**CORPORATE GOVERNANCE**

(2014)

Company: SANA WMT Joint Venture Joint Stock Company

Address: Dai Yen Hamlet, Chuong My District, Hanoi City

Tel.: 84 4 37731791 Fax: 84 4 337731783 Web: sanawmt.com.vn

Charter capital: VND 100,000,000,000

Stock code: ASA

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Mr. Nguyen Van Dong | Chair of the Board cum Deputy General manager | 2 | 100 % |   |
| 2 | Representative of Sana ltd company: Mr. Nguyen Van Nam | Manager | 2 | 100 % |   |
| 3 | Mr. Nguyen Van Nam | Director of BOD cum General Manager | 2 | 100 % |   |
| 4 | Mr. Tran Minh Chinh | Director of BOD cum Vice General Manager | 2 | 100 % |   |
| 5 | Mr. Duong Viet Dung | Director of BOD | 2 | 100 % |   |
| 6 | Mr. Nguyen Dan Thanh | Director of BOD | 2 | 100 % |   |
| 7 | Mr. Le Duy Thien | Director of BOD | 3 | 100 % |   |
| 8 | Ms. Le Thi Kim Hue | Director of BOD | 3 | 100 % |   |
| 9 | Ms. Pham Thi Thanh Van | Head of Supervisory Board | 2 | 100 % |   |
| 10 | Ms. Pham Thi Anh Thu | Member of Supervisory Board | 2 | 100 % |   |
| 11 | Ms. Nguyen Thi Xuan Thu | Member of Supervisory Board | 2 | 100 % |  |
| 12 | Ms. Bui Thi Kim Nhan | Chief Accountant | 2 | 100 % |  |

**II. Board Resolutions (2014)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board resolutions No. | Date  | Contents |
| 2 | No.17/2014/NQ-ĐHĐCĐ-ASA | 15/04/2014 | Annual General Meeting of Shareholders 2014 |
| 3 | No. 19 /2014/NQ-HĐQT- ASA | 05/06/2014 | The resolution on selecting the auditor for fiscal 2014 |

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

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name**  | **Trading account**  | **Position**  | **Shareholding at the end of the term** | **Shareholding percentage at the end of the term** | **Note** |
| **1** | **Mr. Nguyen Van Dong** |  | **Chair of BOD cum Manager** | **640.000** | **6,4%** |  |
|  | Ms. Nguyen Thi Thu Ha |  | **Connected person** | 0 | 0 % |  |
|  | Ms. Nguyen Thi Nga |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Van Nam |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Phuong |  | Connected person | 0 | 0 % |  |
|  | Mr Nguyen Quoc Hung |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Thien Minh |  | Connected person | 0 | 0 % |  |
| **2** | **Mr. Nguyen Van Nam** |  | **Director of BOD cum General Manager** | **140.000** | **4,6%** |  |
|  | Mr. Nguyen Van Na |  | Connected person | 0 | 0 % |  |
|  | Ms. Duong Thi Phai |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Van Dong |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Nha |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Thu ha |  | Connected person | 0 | 0 % |  |
|  | Ms. Trinh Phuong Nhung |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Ngoc Thao Le |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Bao My |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Trinh Tri Anh |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Trinh Nam Anh |  | Connected person | 0 | 0 % |  |
| **3** | **Mr. Duong Viet Dung** |  | **DIRECTOR OF BOD** | **187.737** | **1,87%** |  |
|  | Ms. Duong Thi Nhan |  | Connected person | 0 | 0 % |  |
|  | Mr. Duong Viet Tien  |  | Connected person | 0 | 0 % |  |
|  | Ms. Duong Thi Vinh |  | Connected person | 0 | 0 % |  |
|  | Ms, Duong Thi Ninh |  | Connected person | 0 | 0 % |  |
|  | Ms. Duong Thi Nhan |  | Connected person | 0 | 0 % |  |
|  | Ms. Pham Van Anh |  | Connected person | 0 | 0 % |  |
|  | Mr. Duong Viet Anh |  | Connected person | 0 | 0 % |  |
|  | Mr. Duong Duc Anh |  | Connected person | 0 | 0 % |  |
| **4** | **Mr. Tran Binh Minh** |  | **DIRECTOR OF BOD cum Deputy General Manager** | **412.277** |  **4,12 %** |  |
|  | Mr. Tran Tien Dat |  | Connected person | 0 | 0 % |  |
|  | Ms. Tran Thi Bay |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Minh Quang |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Ngoc Minh |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Van Ly |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Hoa |  | Connected person | 0 | 0 % |  |
|  | Ms. Tran Minh Dai Trang |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Nhat Minh |  | Connected person | 0 | 0 % |  |
| **5** | **Ms. Pham Thi Thanh Van** |  | **Chief of Supervisory Board** | **15.727** | **1,57%** |  |
|  | Mr. Pham Ngoc Mai |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Thu |  | Connected person | 0 | 0 % |  |
|  | Ms. Pham Thi Thanh Huyen |  | Connected person | 0 | 0 % |  |
|  | Mr. Pham Minh Tuan |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Ngoc Lam |  | Connected person | 0 | 0 % |  |
|  | Ms. Tran Thi Thanh Tam |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Quang Nghi |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Ngoc Gia Bao |  | Connected person | 0 | 0 % |  |
| **6** | **Ms. Pham Thi Anh Thu** |  | **Member of Supervisory Board** | **10.000** | **0,1%** |  |
|  | Ms. Lam Thi Kim Khoa |  | Connected person | 0 | 0 % |  |
|  | Ms. Pham Thi Minh Phuong |  | Connected person | 0 | 0 % |  |
| **7** | **Ms. Nguyen Thi Xuan Thu**  |  | **Member of Supervisory Board** | **10.000** | **0,1%** |  |
|  | Mr. Nguyen Dinh Ba |  | Connected person | 0 | 0 % |  |
|  | Ms. Pham Thi Ngan |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Duc Trung |  | Connected person | 0 | 0 % |  |
| **8** | **Ms. Bui Kim Nhan**  |  | **Chief Accountant** | **10.000** | **0,1%** |  |
|  | Mr. Bui Van Dan |  | Connected person | 0 | 0 % |  |
|  | Ms. Pham Thi Thu |  | Connected person | 0 | 0 % |  |
|  | Mr. Bui Tam Diep |  | Connected person | 0 | 0 % |  |
|  | Ms. Bui Thi Dieu |  | Connected person | 0 | 0 % |  |
|  | Ms. Bui Thi Hai Yen |  | Connected person | 0 | 0 % |  |
|  | Mr. Bui Anh Hoang |  | Connected person | 0 | 0 % |  |
|  | Mr. Duong Hai Tung |  | Connected person | 0 | 0 % |  |
|  | Mr. Duong Hai Anh |  | Connected person | 0 | 0 % |  |
|  | Ms. Duong Ha My |  | Connected person | 0 | 0 % |  |
| **9** | **Mr. Nguyen Dan Thanh** |  | **Director of BOD** | **0** | **0 %** |  |
|  | Ms. Nguyen Thi Thu Ha |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Quang Tan |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Binh |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Quang Hoa |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Kim Dung |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Toan Thang |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Quang Minh |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Ha uyen Nhi |  | Connected person | 0 | 0 % |  |
| **10** | **Mr. Le Duy Thien** |  | **Director of Independent BOD** | **0** | **0 %** |  |
|  | Mr. Le Duy Vien |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Nguyet Dung  |  | Connected person | 0 | 0 % |  |
|  | Ms. Le Nguyet Han Giang |  | Connected person | 0 | 0 % |  |
|  | Ms. Le Nguyet Ha Phuong |  | Connected person | 0 | 0 % |  |
| **11** | **Ms. Le Thi Kim Hue** |  | **Director of Independent BOD** | **0** | **0 %** |  |
|  | Ms. Vu Thi Kien |  | Connected person | 0 | 0 % |  |
|  | Ms. Le Thi Thanh Huyen |  | Connected person | 0 | 0 % |  |
|  | Mr. Le Ngoc Kien |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Kim Huynh |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Hai Linh |  | Connected person | 0 | 0 % |  |
|  | Mr.Nguyen Huyen Linh |  | Connected person | 0 | 0 % |  |

2. Stock transaction:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 |
|  |  |  |  |  |  |  |  |

3. Other transaction:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 |
|  |  |  |  |  |  |  |  |

**V. Other issues**