**DBT: Corporate Governance Report (2014)**

CORPORATE GOVERNANCE REPORT

(2014)

Company: Ben Tre Pharmaceutical Joint Stock Company

Charter capital: VND 69,998,950,000

Stock code: DBT

**I. BOD’s activities:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reason for not attending** |
| 1 | Pham Thu Trieu | Chairman | 02 | 14% | Appointed from 05/12/2014 |
| 2 | Nguyen Thi Kim Hong | Former Chairman | 12 | 86% | Resigned from 05/12/2014 |
| 3 | Vo Minh Tan | Vice Chairman | 14 | 100% |  |
| 4 | Nguyen Van Hai | Member of BOD | 14 | 100% |  |
| 5  | NhanThe Hung | Former member of BOD | 10 | 71% | Business trip and resigned from 05/12/2014 |
| 6 | Mai ThiThanhThuy | Former member of BOD | 11 | 79% | Resigned  |
| 7 | Le Thi Van Quynh | Member of BOD | 02 | 14% | Appointed from 05/12/2014 |

**II. Board Resolutions:**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | - | 02.01.2014 | Assign The Manager of the Company to ask Banks to issue types of mortgage of valuable documents, mortgage of assets, deposit of the Company to guarantee the contract signed between the Company and banks |
| 2 | - | 12.02.2014 | Approve the Meeting of Shareholders of the end of term 2009 – 2013 and dividend payment – second round 2013 |
| 3 | 01/NQ-HDQT | 12.05.2014 | Approve selling treasury shares |
| 4 | - | 12.05.2014 | Approve the principle of handing the fractional shares of the share issuance to increase the charter capital |
| 5 | 01/NQ-HDQT | 07.08.2014 | Approve the first dividend payment in 2014 and list of exercising right to receive additional shares issued from owner’s equity |
| 6 | 01/NQ-HDQT | 05.12.2014 | Approve changing members of Board of Directors |
| 7 | 01/NQ-HDQT | 25.12.2014 | Approve purchasing shares of Long An Books and Cultural Service Joint Stock Company |

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Organizations/individuals** | **Title** | **Moment as connected persons/institutions** | **Moment as not connected persons/institutions** | **Reason** |
| 1 | DinhVan Bich | Chair of BOD |  | 26/4/2014 | No longer a member of BOD |
| 2 | Nguyen Viet Son | Vice Chair of BOD |  | 26/4/2014 | No longer a member of BOD |
| 3 | Nguyen Van Nen | Member of BOD |  | 26/4/2014 | No longer a member of BOD |
| 4 | Le Phuoc Le | Member of BOD cum Deputy Director |  | 26/4/2014 | Only as Deputy Director |
| 5 | Tran Hoang Son | Head of BOS |  | 26/4/2014 | No longer a member of BOS |
| 6 | Huynh ThiHai Duong | Member of BOS |  | 26/4/2014 | No longer a member of BOS |
| 7 | Nguyen Thi Kim Hong | Chair of BOD | 26/4/2014 | 05/12/2014 | No longer Chair of BOD |
|  | Lien Thanh Seafood Processing Joint Stock Company |  | 26/4/2014 | 05/12/2014 | Connected person |
| 8 | NhanThe Hung | Member of BOD | 26/4/2014 | 05/12/2014 |  |
|  | Tin DucPharma Limited Company |  | 26/4/2014 | 05/12/2014 | Connected person |
| 9 | Bui Thi Lien | Member of BOS | 26/4/2014 | 05/12/2014 | Member of BOS in the new term |
| 10 | Vo Minh Tan | Director cum Vice Chair of BOD | 26/4/2014 |  | The new term |
| 11 | Nguyen Van Hai | Head of drugstore at zone 1 | 26/4/2014 |  | The new term |
| 12 | Mai ThiThanhThuy | Member of BOD | 26/4/2014 |  | The new term |
| 13 | Le Thi Minh Hiep | Member of BOS | 26/4/2014 |  | The new term |
| 14 | Pham Thu Trieu | Chair of BOD | 5/12/2014 |  |  |
| 15 | Le Thi Van Quynh | Member of BOD | 5/12/2014 |  |  |

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

1. List of PDMRs and connected persons (On 31/12/2014)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name  | Trading account | 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 | Pham Thu Trieu |  | Chair of BOD | 0 | 0 |  |
| 2 | Vo minh tan |  | Vice Chair of BOD cum Director  | 0 | 0 |  |
| 3 | Nguyen Van Hai |  | Member of BOD | 8,166 | 0.11% |  |
|  | Vo Thi Diem Thuy |  |  | 6,300 | 0.09% | Connected person |
| 4 | Mai ThiThanhThuy |  | Member of BOD | 0 | 0 |  |
| 5 | Le ThiVan Quynh |  | Member of BOD | 0 | 0 |  |
| 6 | Nguyen Van Nam |  | Deputy director | 9,496 | 0.13% |  |
| 7 | Le Phuoc Le |  | Deputy Director | 0 | 0 |  |
| 8 | Tran ThiThanh Phuong |  | Deputy Director | 11,666 | 0.16% |  |
| 9 | Nguyen ThienNhanh |  | Head of BOS | 12,156 | 0.17% |  |
|  | Pham ThiThanhThuy |  | Works in the HCM branch | 186 | 0.002% | Connected person |
| 10 | Le Thi Minh Hiep |  | Member of BOS | 770 | 0.01% |  |
|  | Pham Thanh Vi |  | Director of the HCM branch | 4,853 | 0.069% | Connected person |
| 11 | Nguyen Van Chi Cuong |  | Chief accountant | 4,600 | 0.065% |  |
| 12 | Nguyen Thi Cap Tien |  | Take charge of information disclosure | 0 | 0 |  |

2. Share transactions

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name | Relationship with PDMRs | Shareholding at the beginning of the term | Shareholding at the end of the term | Reasons |
| Share | Percentage | Share | Percentage |
| 1 | Le Phuoc Le |  | 2,300 |  | 0 |  | Sell |
| 2 | Vo Minh Tan |  | 40,200Bonus share: 53,600 |  | 00 |  | Sell |
| 3 | Nguyen Van Chi Cuong |  | 4,666 |  | 4,600 |  | Sell |
| 4 | Tin Duc Pharmaceutical Limited Company | Connected person | 150,480Bonus share: 133,973 |  | 00 |  | Sell |
| 5 | Lien Thanh Seafood Processing Joint Stock Company | Connected person | 819,876Bonus share: 1,343,034 |  | 00 |  | Sell |
| 6 | Bui Hong Hanh | Connected person | 330,000 |  | 0 |  | Sell |

3. Other transactions

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Date. | Name | Shareholding at the beginning of the term | Shareholding at the end of the term | Reasons |
| Share | Percentage | Share | Percentage |
| 03.12.2014 | Bank Mechanical JSC | 0 |  | 1,700,000 | 24.38% | Buy |
| 15.12.2014 | Le thi truc linh | 0 |  | 728,653 | 10.4% | Buy |
| 23.12.2014 | Dau thi khanh hoai | 0 |  | 1,200,000 | 17.1% | Buy |
| 23.12.2014-26.12.2014 | Le cong hoa | 0 |  | 200,000 | 2.86% | Buy 1,180,000 shares and sell 980,000 shares |
| 25.12.2014 | State Capital investment Corporation (SCIC) | 2,380,000  | 34% | 0 | 0 | Sell |