**DCS: Corporate Governance report (year 2014)**

**CORPORATE COVERNANCE REPORT**

**(YEAR 2014)**

Company: Dai Chau Joint Stock Company

Address: Group 23, zone 4, Nhat Tan Street, Tay Ho district, Hanoi

Tel.: 04 37194353 Fax: 04 3718 3635

Charter Capital: VND 383,110,000,000

Stock code: DCS

1. **BOD activities**

Meetings

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate (%)** | **Reason** |
| 1 | Mr. Duong Duc Hoa | Chair of Board | Full | 100% | 0% |
| 2 | Tran Thi Anh Nguyet | Member of BOD | Full | 100% | 0% |
| 3 | Tran Thi Thuy Lieu | Member of BOD | Full | 100% | 0% |
| 4 | Nguyen Duc Nang | Member of BOD | Full | 100% | 0% |
| 5 | Nguyen Duc Quang | Member of BOD | Full | 100% | 0% |

1. **Board resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board resolution No.** | **Date** | **Content** |
| 1 | 3103/2014/QD-HDQT | 31/03/2014 | Approve time of Annual General Meeting of Shareholders 2014 |
| 2 | 01/2014/NQ-DHDCD | 23/04/2014 | Approve problems raised in Annual General Meeting of Shareholders 2014 |
| 3 | 02/2014/QDHDQT-DC | 02/06/2014 | Decision of Board of Directors on issuing shares to staff, employees and strategic shareholders |
| 4 | 03/2014/NQ-HDQT | 26/08/2014 | Decision of BOD on approving the norm and form of choosing strategic investors, list of predicted strategic investors and approving the private placement documents |
| 5 | 12/1/2014/QDHDQT-DC | 23/12/2014 | Dismissing the position of Chief Accountant |
| 6 | 12-2/2014/QDHDQT-DC | 23/12/2014 | Appointing the position of Chief Accountant |

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

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name of connected persons/institutions** | **Position of PDMR at the company (if any)** | **No. of ID card/ business registration certificate** | **Date of issuing** | **Date to become connected persons/ institutions** | **Date no longer connected persons/ institutions** | **Reason** |
| 1 | Duong Duc Hoa | Chairman of Board | 011604166 | 6/10/2007 | 12/2007 |  |  |
| 2 | Tran Thi Anh Nguyet | Member of BOD | 011123393 | 14/08/2003 | 12/2007 |  | Elected |
| 3 | Nguyen Duc Nang | Member of BOD | 011755738 | 05/03/2007 | 12/2007 |  | Elected |
| 4 | Tran Thi Thuy Lieu | Member of BOD | 042181000006 | 08/02/2013 | 04/2013 |  | Elected |
| 5 | Nguyen Duc Quang | Member of BOD | 151172615 | 05/07/2010 | 04/2013 |  | Elected |
| 6 | Nguyen Khanh Chi | Chief Accountant | 001183001717 | 09/05/2014 | 12/2014 |  | Changed position of CA |
| 7 | Duong Lan Phuong | Chief of SB | 183227653 | 28/08/2009 | 12/2007 |  | Elected |
| 8 | Tran Thi Kim Ngan | Member of SB | 011551323 | 18/06/2008 | 04/2010 |  | Elected |
| 9 | Hoang Van Quang | Member of SB | 162972583 | 05/04/2006 | 06/2012 |  | Elected |

1. **Transactions of PDMRs and connected persons/institutions**
2. List of PDMRs and connected persons

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Position of PDMR at the company (if any)** | **Shareholding at the beginning of the term** | **Shareholding at the end of the term** | **Note** |
| 1 | Duong Duc Hoa | Chairman of Board | 1,491 | 14,910,000 |   |
| 2 | Tran Thi Anh Nguyet | Member of BOD | 268,670 | 2,686,700,000 |   |
| 3 | Nguyen Duc Nang | Member of BOD | 12,511 | 125,110,000 |   |
| 4 | Tran Thi Thuy Lieu | Member of BOD |   |   |   |
| 5 | Nguyen Duc Quang | Member of BOD |  |  |   |
| 6 | Nguyen Khanh Chi | Chief Accountant |  |  |   |
| 7 | Duong Lan Phuong | Chief of SB | 4,500 | 4,500 |   |
| 8 | Tran Thi Kim Ngan | Member of SB | 248 | 248 |  |
| 9 | Hoang Van Quang | Member of SB | 10,000 | 10,000 |  |

1. Shares transaction

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full 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 | Rate | Shares | Rate |
| 1 | Duong Duc Hoa | Chair of Board | 1,411,491 | 3.68% | 1,491 | 0.0002% | Invested the project of Phu Thuong high-class apartment building, Tay Ho district |
|  |  |  |  |  |  |  |  |

1. **Other notices**