**DL1: Corporate Governance Report (2014)**

**CORPORATE GOVERNANCE REPORT**

**(2014)**

Company: Duc Long Gia Lai Investment and Development of Public Project Service Joint Stock Company

Address: No.43 Ly Nam De Street, Pleiku, Gia Lai Province

Tel: 059389021 Fax: 059389021

Charter capital: VND 31,420,260,000

Stock code: DL1

**I. BOD’s activities:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reason for not attending** |
| 1 | Pham Anh Hung | Chairman of BOD | 12/12 | 100% | - Appointed from 13/05/2014 |
| 2 | Bui Phap | Member | 12/12 | 100% |  |
| 3 | Nguyen DinhTrac | Member | 12/12 | 100% |  |
| 4 | Le Hoang Ngoc | Member | 12/12 | 100% |  |
| 5 | Do ChienDau | Member | 2/12 | 17% | - Dismissed on 04/05/2014 |
| 6 | Nguyen Van Nguyen | Member | 9/12 | 75% | - Appointed from 04/05/2014 |

**II. Board Resolutions:**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 01/QD-HDQT-CT | 22/03/2014 | Extend the time of holding Annual General Meeting of Shareholders 2014 |
| 2 | 03/QD-HDQT-CT | 13/05/2014 | Appoint the chair of BOD |
| 3 | 05/QD-HDQT-CT | 13/06/2014 | Authorize Mr. Do ChienDau to manage and run the business activities of Duc Long Gia Lai Station |
| 4 | 06/QD-HDQT-CT | 01/06/2014 | Authorize the representative of the Company to sign contract on borrowing capital from bank |
| 5 | 07/QD-HDQT-CT | 11/07/2014 | Dismiss Director |
| 6 | 08/QD-HDQT-CT | 11/07/2014 | Appoint Mr. Do ChienDau as Acting Director. |
| 7 | 09/QD-HDQT-DLGL | 03/09/2014 | Dismiss and appoint Director and legal representative of the Company |
| 8 | 02/NQ-HDQT-DL1 | 05/09/2014 | Approve the plan of stock issuance for paying dividend 2013 to the existing shareholders. |
| 9 | 03/NQ-HDQT-DL1 | 05/09/2014 | Approve the registration document of share issue to pay dividend 2013 to outstanding shareholders. |
| 10 | 04/NQ-HDQT-DL1 | 25/09/2014 | Record date of exercising rights of share issue to pay dividends to outstanding shareholders |
| 11 | 05/NQ-HDQT-DL1 | 10/11/2014 | Approve amending the content of the company’s charter. |
| 12 | 06/NQ-HDQT-DL1 | 10/11/2014 | Approve securities deposit and additional listing of 285,572 shares. |

**III. List of PDMRs and connected persons**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Organizations/individuals** | **Title** | **Moment as connected persons/institutions** | **Moment as not connected persons/institutions** | **Reason** |
| 1 | Do ChienDau | Chairman of BOD | 12/06/2011 | 04/05/2011 | Dismissed |
| 2 | Le HoaiNhan | Member of BOS | 15/09/2009 | 04/05/2014 | Dismissed |
| 3 | Nguyen Van Nguyen | Member of BOD | 04/05/2014 |  | Appointed |
| 4 | ChauThanh Ha | Member of BOS | 04/05/2014 |  | Appointed |
| 5 | Le Hoang Ngoc | Director cum the legal representative | 03/12/2012 | 03/09/2014 | Dismissed |
| 6 | Pham Anh Hung | Chairman of BOD | 26/05/2013 |  | Appointed |
| 7 | Chu SyHoat | Director cum the legal representative | 03/09/2014 |  | Appointed |

**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 Anh Hung** |  | **Chairman of BÓD** | **0** | **0** |  |
| **2** | **Bui Phap (\*)** |  | **Member of BÓD** | **1,717,768** | **54.671%** |  |
|  | Bui Thi Bo |  | Connected person | 111 | 0.004% |  |
|  | Bui Thi Dung |  | Connected person | 21,995 | 0.700% |  |
|  | Bui ThiAnh |  | Connected person | 21,995 | 0.700% |  |
|  | Nguyen ThiHuong |  | Connected person | 116,263 | 3.700% |  |
| **3** | **Nguyen DinhTrac** |  | **Member of BOD** | **146,638** | **4.667%** |  |
|  | Lam Thi Ngoc Phuong |  | Connected person | 2,303 | 0.073% |  |
| **4** | **Le Hoang Ngoc** |  | **Member of BOD** | **2,303** | **0.073%** |  |
| **5** | **Nguyen Van Nguyen** |  | **Member of BOD** | **7,790** | **0.248%** |  |
| **6** | **Chu SyHoat** |  | **Director/the legal representative/ information disclosure official** | **2,301** | **0.073%** |  |
| **7** | **Pham Tien Dung** |  | **Deputy Director** | **2,303** | **0.073%** |  |
| **8** | **Tran Thi Kim Cuc** |  | **Head of BOS** | **2,303** | **0.073%** |  |
| **9** | **ChauThanh Ha** |  | **Member of BOS** | **0** | **0** |  |
| **10** | **Ly ThiBac** |  | **Member of BOS** | **0** | **0** |  |
| **11** | **Ha Thi Phuong Oanh** |  | **Chief Accountant** | **0** | **0** |  |

(\*): Mr. Bui Phap is the representative for Duc Long Gia Lai Group Joint Stock Company

2. Share transactions

3. Other transactions