**MKV: Corporate Governance report (2014)**

**CORPORATE GOVERNANCE**

**(2014)**

Company: Cai Lay Veterinary Pharmaceutical Joint Stock Company

**I. BOD Activities (2014)**

Meetings (from 01/01/2014 to 26/04/2014)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Dao Manh Luong | Chairman | 4 | 100 % |  |
| 2 | Mr. Quach Manh Hao | D. Chairman | 4 | 100 % |  |
| 3 | Mr. David John Whitehead | D. Chairman | 4 | 100 % |  |
| 4 | Mr. Vu Tien Dat | Director | 4 | 100 % |  |
| 5 | Mr. Dao Manh Hoa | Director | 4 | 100 % |  |

Meetings (from 27/04/2014 to 31/12/2014)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Dao Manh Luong | Chairman | 8 | 100 % |  |
| 2 | Mr. David John Whitehead | D. Chairman | 8 | 100 % |  |
| 3 | Mr. Le Thanh Nam | Director | 6 | 75 % | Business trip |
| 4 | Mr. Vu Tien Dat | Director | 8 | 100 % |  |
| 5 | Mr. Dao Manh Hoa | Director | 8 | 100 % |  |

**II. Board Resolutions (2014)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. |  Board Resolution No. | Date | Content |
| 1 | 01 | 13/01/2014 | - Approve production, business plan in 2014- Decide salary and income of General Manager- Decide bonus for plan completion |
| 2 | 02 | 13/01/2014 | - Change information disclosure officer: Mr. Nguyen Anh Tuan was authorized to announce information in replacement of Mr. Tran Hoang Son from 13/01/2014 |
| 3 | 03 | 21/02/2014 | - Approve borrowing capital in Vietcombank – Ho Chi Minh City branch |
| 4 | 04 | 15/03/2014 | - Approve time, place and contents of Annual General Meeting of Shareholders 2014 |
| 5 | 05 | 25/06/2014 | - Approve changing Chief Accountant: Ms. Phan Nguyen Thanh Huyen became Chief Accountant in replace of Mr. Tran Hoang Son from 25/06/2014. |
| 6 | 06 | 24/07/2014 | Select Auditing Company to audit financial statement of the first 6 months of 2014 |
| 7 | 07 | 01/07/2014 | Appoint Mr. Pham Duy Phuong as Deputy Technical Manager |
| 8 | 08 | 16/07/2014 | Change in Business Registration of Cai Lay Veterinary Pharmaceutical JSC |
| 9 | 09 | 16/07/2014 | Sell the right of land using at No.26, Northern hamlet, Precinct 5, My Tho City, Tien Giang province |
| 10 | 10 | 15/09/2014 | Approve buying the right of using land at Precinct 4, Cai Lay township, Tien Giang province |
| 11 | 11 | 13/10/2014 | Consider the decision of supporting on cash for Mrs. Nguyen Thi Kim Van in the end of year. |
| 12 | 12 | 06/10/2014 | Approve borrowing capital in Vietcombank – Ho Chi Minh City branch |

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of connected persons/institutions | Trading account (if any) | Position of PDMR at the company (if any) | Date to become connected persons/ institutions | Date no longer connected persons/ institutions | Reasons |
| 1 | Mr. Quach Manh Hao |  | D. Chairman of Board of Directors |  | 27/04/2014 | Resign |
| 2 | Mr. Le Thanh Nam |  | Director | 27/04/2014 |  | Appointed |

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 |
| 1 | Nguyen Anh Tuan | Head of Supervisory Board/ PDMR | 15,370 | 0.57 % | 15,370 | 0.57 % | Invest |
| 2 | Ausfeed Viet Nam Joint Stock Company | Principle shareholder | 1,537,859 | 57.19 % | 1,537,859 | 57.19 % | Invest |
| 3 | MB securities Joint Stock Company | Principle shareholder | 368,032 | 13.68 % | 368,032 | 13.68 % | Invest |

- other transaction: None

**V. Other notices:** none