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

**CORPORATE GOVERNANCE REPORT**

**(2014)**

 Company: Nha Be Water Supply Joint Stock Company

 Address: H2, area A Phu My Hung, Nguyen Van Linh, Tan Phong ward, district 7, Hochiminh city

 Tel.: 0854122499 Fax: 0854122500

 Charter capital: VND 109,000,000,000

 Stock code: NBW

**I. BOD Activities (2014)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Nguyen Doan Xa | Chair of BOD | 3 | 100 % |  |
| 2 | Vo Quang Chau | Member of BOD | 2 | 67 % | Business trips |
| 3 | Ha Thanh Trung | Member of BOD | 2 | 67 % | Business trips |
| 4 | Hua Trong Nghi | Member of BOD | 3 | 100 % |  |
| 5 | Bui Viet | Member of BOD | 0 | 0 | Busiess trips |
| 6 | Cao Thanh Dinh | Member of BOD | 1 | 33 % | Elected after the meeting |
| 7 | Diep Phu Vinh | Member of BOD | 2 | 67 % |
| 8 | Truong Nguyen Thien Kim | Member of BOD | 2 | 67% |

**II. Board Resolutions (2014)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 009/NQ – CPCNNB – HDQT | 25/01/2014 | - Adjust the oeprating result of 2013 |
| 2 | 010/NQ – CPCNNB – HDQT | 20/03/2014 | - Approve the report on operating result of 2013 and plan for 2014- Approve the audited Financial Statement of 2013 - Approve the reports of BOD and Supervisory Board- Approve the remuneration for BOD and Supervisory Board- Approve the wage unit of the Company- Approve the list of auditor for 2014- Approve employment plan for 2014- Approve annual General Meeting of Sharholders 2014 |
| 3 | 011/NQ – CPCNNB – HDQT | 28/07/2014 | - Approve the report on operatiing result of first 6 months of 2014- Approve the financial statement of first 6 months of 2014- Approve the policy of adjusting some basic constructional targets 2014- Approve the ranking of the Company up from Enterprice class II to Enterprise class I.- Approval on choosing AASC Auditing Firm Company Limited to be auditing financial statement unit in 2014 |
| 4 | 012/ NQ – CPCNNB – HDQT | 03/11/2014 | - Approve the report on operation result of first 9 months of 2014- Approve the financial report of first 9 months of 2014- Approve some adjusted basic constructional targets 2014- Approve the plan: Company self-executing the projects: Reduce losing water in area 5 in term 2015 - 2020 |
| 5 | 014/NQ – CPCNNB – HDQT | 20/03/2014 | - Convene for the annual General Meeting of Sharholders 2014 |
| 6 | 015/NQ – CPCNNB – HDQT | 18/04/2014 | - Assign business targets of 2014 |
| 7 | 016/ QD– CPCNNB – HDQT | 28/07/2014 |  Wage scaling for Chairman of Board |
| 8 | 017/QD– CPCNNB – HDQT | 28/07/2014 | Wage scaling for Manager of the Company |
| 9 | 018/QD– CPCNNB – HDQT | 28/07/2014 | Wage scaling for Deputy Manager of the Company (Mr. Vo Nhat Tran) |
| 10 | 019/QD– CPCNNB – HDQT | 28/07/2014 | Wage scaling for Deputy Manager of the Company (Mr. Pham Chi Thien) |
| 11 | 020/QD– CPCNNB – HDQT | 28/07/2014 | Wage scaling for Chief Accountant of the Company |

**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 | Cao Thanh Dinh |  | Member of BOD |  | 18/04/2014 | Dismissed  |
| 2 | Nguyen Thi Ngoc Linh |  | Member of Supervisory Board |  | 18/04/2014 | Dismissed  |
| 3 | Le Thi Thu Trang |  | Member of Supervisory Board |  | 18/04/2014 | Dismissed  |
| 4 | Truong Nguyen Thien Kim |  | Member of BOD | 18/04/2014 |  | Appointed |
| 5 | Diep Phu Vinh |  | Member of BOD | 18/04/2014 |  | Appointed |
| 6 | Nguyen Thi Ngoc Trang |  | Member of Supervisory Board | 18/04/2014 |  | Appointed |
| 7 | Pham Thai Binh |  | Member of Supervisory Board | 18/04/2014 |  | Appointed |

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

1. List of PDMRs and connected persons (attached list)

2. 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 | Refrigeration Electrical Engineering Corporation |  | 599,900 | 5.5% | 1,150,000 | 10.55% | Increase the holding rate |

3. Other transactions

**V. Other issues: None**

**List of PDMRs and connected persons**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name | Trading account (if any) | Position of PDMR at the company (if any) | Date to become connected persons/ institutions | Date no longer connected persons/ institutions | Note |
| 1 | Cao Thanh DInh |  |  | 0 | 18/04/2014 |  |
| 2 | Nguyen Thi Ngoc linh |  |  |  | 18/04/2014 | Mrs. Nguyen Thi Ngoc Linh is dismissed as member of SB |
| 3 | Nguyen Duc Hien |  |  |  | 18/04/2014 |
| 4 | Nguyen Thi A |  |  |  | 18/04/2014 |
| 5 | Le Duc Giang |  |  |  | 18/04/2014 |
| 6 | Le Minh Ngoc |  |  |  | 18/04/2014 |
| 7 | Le Minh Khue |  |  |  | 18/04/2014 |
| 8 | Nguyen Thi Ngoc Mai |  |  |  | 18/04/2014 |
| 9 | Nguyen Hien Nhan |  |  |  | 18/04/2014 |
| 10 |  Century Synthetic Fiber Corporation |  |  |  | 18/04/2014 |
| 11 | Le Thi Thu Thang |  |  |  | 18/04/2014 | Mrs. Le Thi Thu Trang is elected as member of SB |
| 12 | Le Quoc Hieu |  |  |  | 18/04/2014 |
| 13 | Le Ba man |  |  |  | 18/04/2014 |
| 14 | Do Thi Dong |  |  |  | 18/04/2014 |
| 15 | Le Thi Thu Tam |  |  |  | 18/04/2014 |
| 16 | Le Ba Tri |  |  |  | 18/04/2014 |
| 17 | Le Thi Thu Thanh |  |  |  | 18/04/2014 |
| 18 | Le Ba Tuan |  |  |  | 18/04/2014 |
| 19 | Truong NguyenThien Kim |  |  | 18/04/2014 |  | Mrs. Truong Nguyen Thien Kim is elected as member of BOD |
| 20 | Nguyen Thi The |  |  | 18/04/2014 |  |
| 21 | To Hai |  |  | 18/04/2014 |  |
| 22 | To Lam |  |  | 18/04/2014 |  |
| 23 | Truong Huy Hoang |  |  | 18/04/2014 |  |
| 24 | Cho Lon Sai Gon Real Estate Investment JSC |  |  | 18/04/2014 |  |
| 25 | Vina Commercial and Printing JSC |  |  | 18/04/2014 |  |
| 26 | Diep Phu Vinh |  |  | 18/04/2014 |  | Mr. Diep Phu Vinh is elected as member of BOD |
| 27 | Diep Duc |  |  | 18/04/2014 |  |
| 28 | Huynh Thi Ngoc Le |  |  | 18/04/2014 |  |
| 29 | Diep Phu Cuong |  |  | 18/04/2014 |  |
| 30 | Thuong Tin Sai Gon Joint Stock Commercial Bank |  |  | 18/04/2014 |  |
| 31 | Nguyen Thi Ngoc Tran |  |  | 18/04/2014 |  | Mrs Nguyen Thi Ngoc Trang is elected as member of SB |
| 32 | Nguyen Ngoc Khoi |  |  | 18/04/2014 |  |
| 33 | PhanThi Ngoc Diep |  |  | 18/04/2014 |  |
| 34 | Nguyen Ngoc Huy |  |  | 18/04/2014 |  |
| 35 | Pham Thai Binh |  |  | 18/04/2014 |  | Mr Pham Thai Binh is elected as member of SB |
| 36 | Pham Van Nang |  |  | 18/04/2014 |  |
| 37 | PhamVan Hoang |  |  | 18/04/2014 |  |
| 38 | PhamThi Anh Nga |  |  | 18/04/2014 |  |
| 39 | Pham Thi Thu Nguyet |  |  | 18/04/2014 |  |
| 40 | Pham Van Toan |  |  | 18/04/2014 |  |
| 41 | Phan Van Hoa |  |  | 18/04/2014 |  |
| 42 | Tran Thi Minh Chau |  |  | 18/04/2014 |  |
| 43 | Pham Chau Anh |  |  | 18/04/2014 |  |
| 44 | General Materials Biochemistry Fertilizer JSC |  |  |  |  |

**List of PDMRs and connected persons**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name | Trading account (if any) | 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 | Sai Gon Water Supplying One Member Co., Ltd. |  |  | 5,825,270 | 53.44 | Holding Company |
| 2 | Ben Thanh Water Supplying JSC |  |  | 0 | 0 |  |
| 3 | Phu Hoa Tan Water Supplying JSC |  |  | 0 | 0 |  |
| 4 | Sai Gon Clean Water Business and Investment JSC |  |  | 0 | 0 |  |
| 5 | Dong A Bank Securities One Member Co., Ltd. |  |  | 69,748 | 0.64 |  |
| 6 | Dong A Fund Management JSC |  |  | 0 | 0 |  |
| 7 | West Station JSC |  |  | 0 | 0 |  |
| 8 | Foreign Trading Transportation JSC |  |  | 0 | 0 |  |
| 9 | Cho Lon Sai Gon Real Estate Investment JSC |  |  | 0 | 0 |  |
| 10 | Vina Commercial and Printing JSC |  |  | 0 | 0 |  |
| 11 | Thuong Tin Sai Gon Joint Stock Commercial Bank |  |  | 1,000,000 | 9.17 |  |
| 12 | General Materials Biochemistry Fertilizer JSC |  |  | 0 | 0 | Increased |
| 13 | Nguyen Doan Xa |  |  | 4,300 | 0.04 |  |
| 14 | Le Thi Be Tam |  |  | 3,200 | 0.03 |  |
| 15 | Nguyen Thi Hoang Anh |  |  | 0 | 0 |  |
| 16 | Nguyen Minh Chau |  |  | 0 | 0 |  |
| 17 | Hua Trong Nghi |  |  | 20,900 | 0.19 |  |
| 18 | Vo Quang Chau |  |  | 0 | 0 |  |
| 19 | Nguyen Thi Thuoc  |  |  | 0 | 0 |  |
| 20 | Tran Thi Lien Hoa |  |  | 0 | 0 |  |
| 21 | Vo Quang Ngoc |  |  | 0 | 0 |  |
| 22 | Vo Quang Thong |  |  | 0 | 0 |  |
| 23 | Ha Thanh Trung |  |  | 0 | 0 |  |
| 24 | Bui Thi Phung |  |  | 0 | 0 |  |
| 25 | Ha Thanh Si Nguyen |  |  | 0 | 0 |  |
| 26 | Bui Viet |  |  | 0 | 0 |  |
| 27 | Dang Thi Thuc Vinh |  |  | 0 | 0 |  |
| 28 | Nguyen Thi Hong Anh |  |  | 0 | 0 |  |
| 29 | Bui Minh |  |  | 0 | 0 |  |
| 30 | Bui Anh Mai |  |  | 0 | 0 |  |
| 31 | Bui An |  |  | 0 | 0 |  |
| 32 | Bui Tuong Vi |  |  | 0 | 0 |  |
| 33 | Bui Van  |  |  | 0 | 0 |  |
| 34 | Bui Thanh Van  |  |  | 0 | 0 |  |
| 35 | Truong Nguyen Thien Kim |  |  | 0 | 0 |  |
| 36 | Nguyen Thi The |  |  | 0 | 0 |  |
| 37 |  To Hai |  |  | 0 | 0 |  |
| 38 | To Lam |  |  | 0 | 0 |  |
| 39 | Truong Huy Hoang |  |  | 0 | 0 |  |
| 40 | Diep Phu Vinh |  |  | 0 | 0 |  |
| 41 | Diep Duc |  |  | 0 | 0 |  |
| 42 | Huynh Thi Ngoc Le |  |  | 0 | 0 |  |
| 43 | Diep Phu Cuong |  |  | 0 | 0 |  |
| 44 | Vo Nhat Tran |  |  | 1,300 | 0.01 |  |
| 45 | Huynh Thi Ngoc Ha |  |  | 1,100 | 0.01 |  |
| 46 | Vo Khanh Han |  |  | 0 | 0 |  |
| 47 | Vo Thi Kim Loan |  |  | 800 | 0.01 |  |
| 48 | Pham Chi Thien |  |  | 1,200 | 0.01 |  |
| 49 | Tu Thi Quynh Anh |  |  | 0 | 0 |  |
| 50 | PhamThi Phuong Quynh |  |  | 0 | 0 |  |
| 51 | Pham Minh Nhat |  |  | 0 | 0 |  |
| 52 | Pham Thi Huyen Vi |  |  | 0 | 0 |  |
| 53 | Pham Thi Anh Thu |  |  | 0 | 0 |  |
| 54 | Pham Quoc Anh  |  |  | 0 | 0 |  |
| 55 | PhamQuoc Cuong |  |  | 0 | 0 |  |
| 56 | Le Thi Kim Thuy |  |  | 0 | 0 |  |
| 57 | Bui Thi Van |  |  | 0 | 0 |  |
| 58 | Vu Trung The |  |  | 0 | 0 |  |
| 59 | Vu Son Trang |  |  | 0 | 0 |  |
| 60 | Vu Sinh Huong |  |  | 0 | 0 |  |
| 61 | Len Anh Nam |  |  | 0 | 0 |  |
| 62 | Le Phuong Dung |  |  | 0 | 0 |  |
| 63 | Pham Minh Hong |  |  | 0 | 0 |  |
| 64 | Pham Nguyen To |  |  | 0 | 0 |  |
| 65 | Le Thi Huong |  |  | 0 | 0 |  |
| 66 |  Pham Ho Hai |  |  | 0 | 0 |  |
| 67 | Pham Van Hien |  |  | 0 | 0 |  |
| 68 | Nguyen An Te |  |  | 0 | 0 |  |
| 69 | Nguyen An Vinh Phu |  |  | 0 | 0 |  |
| 70 | Nguyen Thuc Doan |  |  | 0 | 0 |  |
| 71 | Vo Thi Cam Tu |  |  | 0 | 0 |  |
| 72 | Nguyen Thi Hong Van |  |  | 0 | 0 |  |
| 73 | Pham Chi Hieu |  |  | 0 | 0 |  |
| 74 | Pham Quoc Dat |  |  | 0 | 0 |  |
| 75 | Pham Tu Uyen |  |  | 0 | 0 |  |
| 76 | Vo Thi Cam Thuy |  |  | 0 | 0 |  |
| 77 | Vo Nhat Tien |  |  | 0 | 0 |  |
| 78 | Le Huu Duong |  |  | 1,200 | 0.01 |  |
| 79 | Vu Thi Kim Luan |  |  | 1,000 | 0.01 |  |
| 80 | Nguyen Thi Ngoc Trang |  |  | 0 | 0 |  |
| 81 | Nguyen Ngoc Khoi |  |  | 0 | 0 |  |
| 82 | Phan Thi Ngoc Diep |  |  | 0 | 0 |  |
| 83 | Nguyen Ngoc huy  |  |  | 0 | 0 |  |
| 84 | Pham Thai Binh |  |  | 0 | 0 |  |
| 85 | Pham Van Nang |  |  | 0 | 0 |  |
| 86 | Pham Van Hoang |  |  | 0 | 0 |  |
| 87 | Pham Thi Anh Nga |  |  | 0 | 0 |  |
| 88 | Pham Thi Thu Nguyet |  |  | 0 | 0 |  |
| 89 | Pham Van Toan |  |  | 0 | 0 |  |
| 90 | Pham Van Hoa |  |  | 0 | 0 |  |
| 91 | Tran Thi Minh Chua |  |  | 0 | 0 |  |
| 92 | Pham Chau Anh |  |  | 0 | 0 |  |