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

**CORPORATE GOVERNANCE REPORT**

**(Year 2014)**

Company: Ninh Thuan Water Supply Joint Stock Company

Address: 14 To Hieu, Phan Rang- Thap Cham, Ninh Thuan

Tel.: 068 3823980 Fax: 0683820350

Charter capital: VND 59,247,868,920

Stock code: NNT

**I. BOD Activities (2014)**

Meetings (from 01/01/2014 to 14/03/2014)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Nguyen The Duong | Chairman | 2 | 100% |  |
| 2 | Mr. Pham Hong Chau | Director | 2 | 100% |  |
| 3 | Mr. Ngo Dinh Thuan | Director | 2 | 100% |  |
| 4 | Ms. Nguyen Thu Hoa | Director | 2 | 100% |  |
| 5 | Mr. Lam Anh Toan | Director | 2 | 100% |  |

Meetings (from 15/03/2014 to 31/12/2014)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Nguyen Hoang | Chairman | 10 | 100% |  |
| 2 | Mr. Pham Hong Chau | Director | 10 | 100% |  |
| 3 | Mr. Nguyen Van Minh | Director | 9 | 90% | On business trip |

**II. Board Resolutions (first 06 months of 2014)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 10/NQ-HDQT | 08/02/2014 | 1. Approve date of Annual General Meeting of Shareholders 2013 (2nd round)  2. Amend, supplement Charter of the Company  3. Increase charter capital of the Company |
| 2 | 44/NQDHDCD | 14/03/2014 | 1. Approve draft of changed Charter of the Company.  2. Approve import of charter capital  3. Approve personnel of Board of Directors and Supervisory Board in office term 2 (2014 – 2019) |
| 3 | 01/HDQT | 18/03/2014 | 1. Appointment of titles:  - Elect Mr. Nguyen Hoang – D. Manager of Finance Department to be Chairman of Board of Directors of the Company in office term 2014 – 2019. Directors of Board of Directors include: Mr. Nguyen Van Minh, Mr. Pham Hong Chau  - Appoint Mr. Pham Hong Chau – Director to be Manager of the Company in office term 2014 – 2019  - Elect Mr. Tran Hong Phuong – staff in Dept. of Organization – Administration of the Company to be Head of Supervisory Board. Supervisors include: Mr. Le Van Hai, Mr. Pham Huu Son  - Appoint Mr. Nghiem Xuan Tuan – staff of PMU ADB4 Ninh Thuan to be Secretary of the Company  2. Other businesses:  - Complete documents of Annual General Meeting of Shareholders 2013 (2nd round)  - Build draft of Rule on Operation organization of Board of Directors in office term 2014 – 2019  - Prepare contents of Annual General Meeting of Shareholders 2014 |
| 4 | 02/HDQT | 28/03/2014 | Agree date of Annual General Meeting of Shareholders 2014 and relevant contents |
| 5 | 03/HDQT | 21/05/2014 | Approve salary fund in 2013 of employees and management staff |
| 6 | 05/HDQT | 10/06/2014 | 1. Agree date of Annual General Meeting of Shareholders 2014  2. Approve audited financial statement in 2013  3. Approve adjustment report of audited financial statement 2012  4. Amend charter of the Company  5. Select the Auditor in 2014  6. Approve distribution of profit after tax in 2012, 2013  7. Approve production, business, investment, finance plan from 2014 to 2018  8. Build salary fund, remuneration fund for employees and management staff in 2014  9. Approve production, business, investment, finance plan in 2014  10. Approve operation report of Board of Directors in 2013 and plan in 2014.  11. Approve operation report in 2013 of Supervisory Board |
| 7 | 06/HDQT | 10/06/2014 | - Approve remuneration for Secretary of the Company |
| 8 | 07/HDQT | 10/06/2014 | - Approve remuneration for Directors and Supervisors |
| 9 | 09/NQDHCD | 27/06/2014 | 1. Approve amended financial statement 2012 and audited financial statement 2013 with these contents:  2. Approve Operation report of Board of Directors in 2013 and plan in 2014  3. Approve Operation report of Supervisory Board in 2013  4. Approve selection of AASC Auditing Co., ltd in Hanoi to be the Auditor for Financial statement 2014 of the Company.  5. Approve amendments of clause 1, Article 32 in Charter of the Company on operation of Head of Supervisory Board of the Company: “Full-time Head of Supervisory Board” to “Part-time Head of Supervisory Board”.  6. Approve remuneration payment for Board of Directors and Supervisory Board of the Company in 2013-2014 and remuneration plan in 2014  7. Approve distribution plan of profit after tax in 2012, 2013; details are as follows:  8. Approve plans of production-business, construction investment and finance from 2014 to 2018 and plan of production-business, construction investment and finance in 2014. |
| 10 | 11/MQ-HDQT | 04/08/2014 | 1. Approve the statement No 166/TTr-CNNT dated 30/07/2014 on building the structure of organizational system of the Company  2. Approve the statement No 167/TTr-CNNT dated 31/07/2014 on approving the regulation of paying salary, rewarding of BOD, SB, Vice-Manager and Chief Accountant.  3. Approve the statement No 165/TTR-CNNT dated 30/07/2014 on building the ladder/board of salary for management staff, technical professional labors and direct business labors  4. Approve the statement No 168/TTr-CNNT dated 31/07/2014 on approving the situation of using labor in 2013 and using labor plan in 2014  5. Appointing Mr. Nguyen Huu Hung replace Mr. Nghiem Xuan Tuan to hold assistant position of the Company  6. Buying excavators with wheel type to serving construction for unit.  7/ Approving the preliminary report of business production situation in the first 6 months of 2014 and the direction of Quarter III/2014. |
| 11 | 12/NQ-HDQT | 10/09/2014 | Approve the statement No. 179/TTr-CNNT dated 13/08/2014 on advancing salary, remuneration for management staff in 2014 |
| 12 | 13/NQ-HDQT | 28/11/2014 | Approve the statement No. 191/TTr-CNNT dated 27/08/2014 on proposing the Chief of network management of Ninh Thuan Water Supply Joint Stock Company |
| 13 | 14/NQ-HDQT | 28/11/2014 | Approve the statement No. 270/TTr-CNNT dated 21/11/2014 on proposing appoint and reappoint the management staff in term 2014-2019 |
| 14 | 15/NQ-HDQT | 29/12/2014 | Approve the statement No. 297/TTr-CNNT dated 19/12/2014 on advancing salary for staff on New Year Eve |

**III. Change in connected persons/ institutions: No change**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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 |
|  |  |  |  |  |  |  |

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

1. List of PDMRs and connected persons

2. Transactions of PDMRs and connected persons/ institutions: None

3. Other transactions:

**V. Other issues: None**