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

**CORPORATE GOVERNANCE REPORT**

**(Year 2014)**

Company: Ngan Son JSC

Address: No.1 – TS1 Road – Tien Son Industrial Zone – Bac Ninh

Tel.: 0241 6262679 Fax: 0241 6263686

Charter capital: VND 69,131,330,000

Stock code: NST

**I. BOD Activities (2014)**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Tran Dang Kien | Chairman | 02/05 | 40% | Office term ended |
| 2 | Mr. Nguyen Son Thuy | Director | 02/05 | 40% | Office term ended |
| 3 | Mr. Vuong Dinh Hai | Chairman | 04/05 | 80% | Elected from term 2014-2019 |
| 4 | Ms. Doan Ngoc Tuan | Director | 04/05 | 80% | Elected from term 2014-2019 |
| 5 | Mr. Nguyen Van Thinh | Director | 03/05 | 60% | retired |
| 6 | Mr. Nguyen Duc Thanh | Director | 05/05 | 100% |  |
| 7 | Mr. Nguyen Anh Tuan | Director | 05/05 | 100% |  |
| 8 | Mr. Nguyen Dinh Truong | Director | 01/05 | 20% | Additional election |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | Board resolution No. 76/NQ-NSC | 18/03/2014 | Approval on business production result in 2013, profit distribution measure 2013; remuneration cost of BOD, SB 2013; and other related problems under authority of BOD |
| 2 | Board resolution No. 156/NQ-NSC | 25/04/2014 | Approval on business production result and audited financial report 2014; profit distribution measure 2013; remuneration cost of BOD, SB 2013;  Approval on appointing BOD, SB in office term 2014-2019 and other related problems under authority of AGM |
| 3 | Board resolution No. 206/NQ-NSC | 21/05/2014 | Approval on business production result of first 4 months of 2014 and business production result plan of first 6 months of 2014;  Approval on divestment at Ngan Hanh JSC and Vinawa Commercial JSC;  Approval on regulations of salary, reward and other related problems under authority of BOD |
| 4 | Board resolution No. 277/NQ-NSC | 17/07/2014 | Approval on business production result of first 6 months of 2014 and business production result plan of first 9 months of 2014;  Approval on high-class personnel work (Manager and Chief of Company Finance and Accounting Department) and other related problems under authority of BOD. |
| 5 | Board resolution No. 414/NQ-NSC | 29/10/2014 | Unanimous approval on appointing adding members of BOD, Mr. Nguyen Dinh Truong to replace Mr. Nguyen Van Thinh who retired  Approval on business production result of first 9 months of 2014 and business production result plan of 2014 and other related problems under authority of BOD. |

**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. Shares transactions:

Mr. Nguyen Van Thinh – Position: former member of BOD, Manager of the Company;

Bought and sold 20.000 shares of the Company in first 6 months of 2014, therefore, the quantity and holding rate remained unchanged

3. Other transactions:

**V. Other issues: None**