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

**CORPORATE GOVERNANCE REPORT**

**(2014)**

Company: Nam Viet Commercial Joint Stock Bank

Address: 343, Pham Ngu Lao str, distr. 1, Ho Chi Minh city

Tel.: 08 38 216 216 Fax: 08 39 142 738

Charter capital: VND 3,010,215,520,000

Stock code: NVB

**I. BOD Activities**

Meetings: as on 29/04/2014

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Vu Hong Nam | Chair of the Board | 5 | 100% |  |
| 2 | Nguyen Vinh Tho | Deputy Chair of the Board | 3 | 60% |  |
| 3 | Dang Thanh Tam | Director of BOD | 5 | 100% |  |
| 4 | Nguyen Thi Mai | Director of BOD | 5 | 100% |  |
| 5 | Nguyen Thi Thu Huong | Director of BOD | 1 | 20% |  |

Meetings: from 29/04/2014 to 14/10/2014

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Vu Hong Nam | Chair of the Board | 7 | 100% |  |
| 2 | Nguyen Thi Mai | Director | 7 | 100% |  |
| 3 | Mukesh Lalitshanker Sharda | Director | 7 | 100% |  |

Meetings: from 14/10/2014 to 31/12/2014

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Vu Hong Nam | Chair of the Board | 7 | 100% |  |
| 2 | Nguyen Thi Mai | Director | 7 | 100% |  |
| 3 | Mukesh Lalitshanker Sharda | Director | 7 | 100% |  |
| 4 | Tran Hai Anh | Director | 7 | 100% |  |
| 5 | Dang Thi Xuan Hong | Director | 7 | 100% |  |

**II. Board Resolutions**

Details as attached Addendum I

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name of connected persons/institutions | Position of PDMR at the company (if any) | Date to become connected persons/ institutions | Date no longer connected persons/ institutions | Reasons |
| 1 | Nguyen Vinh Tho | Deputy Chair of the Board | 25/10/2010 | 29/04/2014 | Resign petition |
| 2 | Nguyen Thi Thu Huong | Director | 25/10/2010 | 29/04/2014 | Resign petition |
| 3 | Ngo Thi Phuong Thuy | Member of SB | 25/10/2010 | 29/04/2014 | Resign petition |
| 4 | Tran Hai Anh | General Manager cum member of BOD | 21/02/2010 |  | Appointing as General Manager on 21/02/2014.  Elected adding to BOD on 14/10/2014 |
| 5 | Dang Thi Xuan Hong | Director | 14/10/2014 |  | Elected adding to BOD |
| 6 | Huynh Vinh Phat | Chief accountant |  | 11/12/014 | Office term ended as at 11/12//2014 |
| 7 | Do Thi Thanh Huong | Right of chief accountant | 11/12/2014 |  | Appointed as at 11/12/2014 |

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

1. List of PDMRs and connected persons

Detail as attached Addedum 2

1. 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. Other transactions:

None

**V. Other notices**

**ADDENDUM NO. 1**

**BOARD RESOLUTION**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board resolution No.** | **Date** | **Contents** |
| 1 | 01/2014/NQ – HDQT | 21/01/2014 | Change Head office’s address |
| 2 | 02/2014/NQ - HDQT | 20/02/2014 | Appoint General Manager position |
| 3 | 03/2014/NQ - HDQT | 20/02/2014 | Approve changing name of Bank’s branches |
| 4 | 03A/2014/NQ - HDQT | 20/02/2014 | Approve changing name of AMC Company |
| 5 | 04/2014/NQ - HDQT | 26/03/2014 | Hold Annual General Meeting of Shareholders 2014 |
| 6 | 05/2014/NQ - HDQT | 05/05/2014 | Hold abnormal General Meeting of Shareholders to elect adding member of BOD |
| 7 | 06/2014/NQ - HDQT | 23/05/2014 | Approve the transform from Stock exchange to Branch |
| 8 | 06A/2014/NQ – HDQT | 20/06/2014 | Adjust the time of Extraordinary General Meeting of Shareholders on voting Directors of BOD |
| 9 | 07/2014/NQ - HDQT | 26/06/2014 | decentralized authorization |
| 10 | 08/2014/NQ – HDQT | 27/06/2014 | Approve the upgrading 4 transaction department to Branch |
| 11 | 09/2014/NQ – HDQT | 12/09/2014 | Proposing personnel run for member of BOD |
| 12 | 10/2014/NQ – HDQT | 02/10/2014 | Changing business registration of Bank |
| 13 | 10.1/2014/NQ – HDQT | 01/11/2014 | Assigning duties of BOD |
| 14 | 10.2/2014/NQ – HDQT | 01/11/2014 | Remuneration of BOD |
| 15 | 10A/2014/NQ – HDQT | 10/11/2014 | Debt of customers’s settlement |
| 16 | 11/2014/NQ – HDQT | 15/11/2014 | Changing personnel of components of BOD |
| 17 | 11A/2014/NQ - HDQT | 01/12/2014 | Approve moving working place of Weatern Office and Stock Exchange |
| 18 | 12/2014/NQ – HDQT | 05/12/2014 | Issuing credit for Customers in Da Nang Branch |
| 19 | 13/2014/NQ - HDQT | 11/12/2014 | Dismissing Mr Huynh Binh Phat and appointing Mrs Do Thi Thanh Huong as Chief Accountant |

**ADDENDUM NO. 2**

**LIST OF PDMRs AND CONNECTED PERSONS**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name | Position of PDMR at the company (if any) | Shareholding at the end of the term | Shareholding percentage at the end of the term | Note (relationship with shareholders) |
| 1 | Vu Hong Nam | Chair of the Board | 10,300 | 0.0034 |  |
|  | Vu Duong Ninh |  | 0 | 0% | father |
|  | Do Thi Thanh |  | 0 | 0% | Mother |
|  | Luong Thi My Hanh |  | 0 | 0% | Wife |
|  | Vu Hong Phuc |  | 0 | 0% | Son |
|  | Vu Duc Thinh |  | 0 | 0% | Son |
|  | Vu Thi Anh Thu |  | 0 | 0% | Younger sister |
|  | Le Xuan Truong |  | 0 | 0% | Younger brother in law |
|  | Vu Hong Anh |  | 0 | 0% | Younger brother |
|  | Pham Hoang Thuy |  | 0 | 0% | Younger sister in law |
| 2 | **Nguyen Thi Mai** | **Director** | **0** | **0** |  |
|  | Nguyen Duy Hoa |  | 0 | 0% | Father |
|  | Pham Thi Lan |  | 0 | 0% | Mother |
|  | Pham Huu Tuan |  | 0 | 0% | Husband |
|  | Pham Mai Chi |  | 0 | 0% | Daughter |
|  | Nguyen Duy Hai |  | 0 | 0% | Older brother |
|  | Nguyen Thi Tuyet |  | 0 | 0% | Older sister |
|  | Nguyen Thi Hoa |  | 6,772,800 | 2.2249% | Younger sister |
|  | Pham Thanh Nam |  | 0 | 0% | Younger brother in law |
|  | Nguyen Thi Thu Huong |  | 0 | 0% | Younger sister |
|  | Nguyen Thanh Hai |  | 0 | 0% | Younger brother in law |
|  | Tran Anh Duong |  | 0 | 0% | Older brother in law |
|  | Nguyen Viet Nga |  | 0 | 0% | Older sister in law |
| **3** | **Mukesh lalitshanker Sharda** | **Dependent Director** | **0** | **0%** |  |
|  | Radhadevi Sharda |  | 0 | 0% | Mother |
|  | Lalitshanker Sharda |  | 0 | 0% | Father |
|  | Deval Mukesh Sharda |  | 0 | 0% | Wife |
|  | Aditya Mukesh Sharda |  | 0 | 0% | Son |
|  | Roma Mukesh Sharda |  | 0 | 0% | Daughter |
|  | Mridula Malpani |  | 0 | 0% | Younger sister |
|  | Rajesh Kumar Malpani |  | 0 | 0% | Younger brother in law |
|  | Marijula Chirag Shah |  | 0 | 0% | Younger sister |
|  | Chirag Shah |  | 0 | 0% | Younger brother in law |
| **4** | **Dang Thi Xuan Hong** | **Member of BOD** | **4.225.400** | **1,14137%** |  |
|  | Dang Kinh |  | 0 | 0% | Father |
|  | Pham Thi Lac (aka Le Thi Huyen) |  | 0 | 0% | Mother (died) |
|  | Pham Van Hung |  | 0 | 0% | Husband |
|  | Dang Thu Ha |  | 0 | 0% | Older sister |
|  | Vu Cong Binh |  | 0 | 0% | Older brother in law |
|  | Dang Thi Bichg Van |  | 0 | 0% | Older sister |
|  | Dang Phuc Truong |  | 0 | 0% | Older brother |
|  | Pham Tra My |  | 0 | 0% | Daughter |
|  | Pham Nhan Thu |  | 0 | 0% | Daughter |
| **5** | **Duong Thi Le Ha** | **Chief of SB** | **0** | **0%** |  |
|  | Pham Quang Ngoc |  | 0 | 0% | Husband |
|  | Pham Ha Hue Lam |  | 0 | 0% | Daughter |
|  | Pham Duong Tri |  | 0 | 0% | Son |
|  | Pham Tri Duc |  | 0 | 0% | Son |
|  | Duong Duy Dai |  | 0 | 0% | Father |
|  | Pham Thi Diem |  | 0 | 0% | Mother |
|  | Duong ThaiNam |  | 0 | 0% | Older brother |
|  | Nguyen Thi Le Ngoc |  | 0 | 0% | Older sister in law |
|  | Duong Hoai Bac |  | 0 | 0% | Older brother |
|  | Nguyen Tu Nu |  | 0 | 0% | Older sister in law |
| **6** | **Le Thi My Hanh** | **Member of SB** | **2,983** | **0.001%** |  |
|  | Le TanAnh |  | 0 | 0% | Father |
|  | Ho Thi Khoa |  | 0 | 0% | Mother |
|  | Luu Duc Dung |  | 0 | 0% | Husband |
|  | Luu Thuy Le Van |  | 0 | 0% | Daughter |
|  | Luu Duc Tri |  | 0 | 0% | Son |
|  | Truong Van Xinh |  | 0 | 0% | Olde Brother |
|  | Truong Van Hiep |  | 0 | 0% | Older Brother |
| **7** | **Le Trong Hieu** | **Member of SB** | **0** | **0%** |  |
|  | Le Sen |  | 0 | 0% | Father |
|  | Vo Thi Nho |  | 0 | 0% | Mother |
|  | Tran Thi Diep |  | 0 | 0% | Wife |
|  | Le Tran Hong An |  | 0 | 0% | Son |
|  | Le Hoang Thien Phuoc |  | 0 | 0% | Son |
|  | Le Van Nguyen |  | 0 | 0% | Older brother |
|  | Le Van Chien |  | 0 | 0% | Older brother |
|  | Le Chinh |  | 0 | 0% | Older brother |
|  | Le Thi Thu |  | 0 | 0% | Older sister |
|  | Le Thi Hong Nga |  | 0 | 0% | Older sister |
|  | Le Thi Hong Phuong |  | 0 | 0% | Older sister |
|  | Le Thi Thu Thao |  | 0 | 0% | Young sister |
|  | Le Thi Thuy Phuong |  | 0 | 0% | Younger sister |
| **8** | **Tran Hai Anh** | **General Manager cum Member of BOD** | **12,504,915** | **4.1542%** |  |
|  | Pham Tran Lan |  | 0 | 0% | Mother |
|  | Nguyen Tien Dung |  | 0 | 0% | Husband |
|  | Tran Hai Yen |  | 0 | 0% | Younger sister |
|  | Pham Ninh Hai |  | 0 | 0% | Husband of young sister |
|  | Tran Hai Canh |  | 0 | 0% | Younger sister |
|  | Tran Dinh Cuong |  | 0 | 0% | Younger brother |
|  | Nguyen Tran Trung Son |  | 0 | 0% | Son |
|  | Nguyen Thieu Minh Anh |  | 0 | 0% | Daughter |
| **9** | **Nguyen Giang Nam** | **Vice-general manager** | **2,494** | **0.0008%** |  |
|  | Nguyen Minh Hai |  | 0 | 0% | father |
|  | Do Thi Tuyet Anh |  | 0 | 0% | Mother |
|  | Nguyen Thi Lan Anh |  | 0 | 0% | Older Sister |
|  | NguyenMinh Tien |  | 0 | 0% | Younger brother |
|  | Tran Thien Truc Phuong |  | 0 | 0% | Wife |
|  | Nguyen Tran Thien An |  | 0 | 0% | Son |
| **10** | **Nguyen Cao Huu Tri** | **Vice-general manager** | **0** | **0%** |  |
|  | Nguyen Huu Tra |  | 0 | 0% | father |
|  | Cao Thi Ho |  | 0 | 0% | Mother |
|  | Le Thi Ut |  | 0 | 0% | Wife |
|  | Nguyen Thi Huu Hanh |  | 0 | 0% | Older sister |
|  | Nguyen Kim Hang |  | 0 | 0% | Older sister |
|  | Nguyen Thi Dieu Hieu |  | 0 | 0% | Older sister |
|  | Nguyen Thi Thuy Nga |  | 0 | 0% | Older sister |
|  | Nguyen Cao Huu Tam |  | 0 | 0% | Older brother |
| **11** | **Nguyen Chi Trung** | **Vice-general manager** | **0** | **0%** |  |
|  | Nguyen Duc Vinh |  | 0 | 0% | Father |
|  | Nguyen Thi Minh |  | 0 | 0% | Mother |
|  | Truong Thi Mai |  | 0 | 0% | Wite |
|  | Nguyen Chi Tung |  | 0 | 0% | Son |
|  | Nguyen Chi Dung |  | 0 | 0% | Son |
|  | Nguyen Thi Kim Dung |  | 0 | 0% | Older sister |
|  | Nguyen Thi Tam |  | 0 | 0% | Younger sister |
|  | Nguyen Van Giao |  | 0 | 0% | Younger brother |
| **12** | **Dang Quang Minh** | **Vice-general manager** | 0 | 0% |  |
|  | Dang Xuan Ngach |  | 0 | 0% | Father |
|  | Nguyen Thi Lien |  | 0 | 0% | Mother |
|  | Dang Kim Lien |  | 0 | 0% | Wife |
|  | Dang Minh Quang |  | 0 | 0% | Son |
|  | Dang Khanh Linh |  | 0 | 0% | Daughter |
|  | Dang Thi Mai |  | 0 | 0% | Younger sister |
|  | Dang Thi Hanh |  | 0 | 0% | Younger sister |
|  | Dang Thanh Cong |  | 0 | 0% | Younger brother |
|  | Dang Thi Thao |  | 0 | 0% | Younger sister |
| **13** | **Vo Van Cuong** | **Vice-general manager** | **0** | **0%** |  |
|  | Nguyen Thu Hanh |  | 0 | 0% | Wife |
|  | Vo Minh Anh |  | 0 | 0% | Son |
|  | Vo Hai Viet |  | 0 | 0% | Son |
|  | Vo Thu Phuong |  | 0 | 0% | Daughter |
|  | Vo Thi Lieu |  | 0 | 0% | Older sister |
|  | Nguyen Trong Son |  | 0 | 0% | Older brother in law |
|  | Vo Van Mai |  | 0 | 0% | Older Brother |
|  | Tran Thi Thu Ha |  | 0 | 0% | Older sister in law |
|  | Vo Sy Hung |  | 0 | 0% | Older brother |
|  | Nguyen Nhu Y |  | 0 | 0% | Older sister in law |
|  | Vo Thi Hien Luong |  | 0 | 0% | Older sister |
|  | Vo Van Duong |  | 0 | 0% | Young brother |
|  | Le Thi Van Anh |  | 0 | 0% | Younger sister in law |
| **14** | **Vu Manh Tien** | **Vice-general manager** | **0** | **0%** |  |
|  | Vu Kim Thanh |  | 0 | 0% | Father (died) |
|  | Nguyen Thi Noi |  | 0 | 0% | Mother (retired) |
|  | Le Thi Lan |  | 0 | 0% | Wife |
|  | Vu Le Quang |  | 0 | 0% | Son |
|  | Vu The Hung |  | 0 | 0% | Older Brother (retired) |
|  | Vu The Dung |  | 0 | 0% | Older brother |
|  | Vu Tuan Hung |  | 0 | 0% | Older Brother |
|  | Vu Quyet Thang |  | 0 | 0% | Younger brother |
| **15** | **Bui Quoc Khanh** | **Vice-general manager** | **0** | **0%** |  |
|  | Nguyen Thi Huong Giang |  | 0 | 0% | Wife |
|  | Bui Quoc Hung |  | 0 | 0% | sOn |
|  | Bui Quoc Gia Vinh |  | 0 | 0% | Son |
|  | Tran Thi Bon |  | 0 | 0% | Mother |
|  | Bui Long Hai |  | 0 | 0% | Older brother |
|  | Bui Thi Kim Thanh |  | 0 | 0% | Older sister |
|  | Bui Son Long |  | 0 | 0% | Youngber borther |
| **16** | **Do Thi Thanh Huong** | **Chief Accountant** | **2.063.000** | **0.6853%** |  |
|  | Do Duc Toan |  | 0 | 0% | Father |
|  | Nguyen Thi Tu |  | 0 | 0% | Mother |
|  | Do Thanh Quy |  | 0 | 0% | Older brother |
|  | Do Thi Thanh Huyen |  | 0 | 0% | Younger sister |
|  | Do Thanh Quan |  | 0 | 0% | Younger brother |
|  | Nguyen Quy Cuong |  | 0 | 0% | Husband |
|  | Nguyen Truc Anh |  | 0 | 0% | Daughter |
|  | Nguyen Quy Huy |  | 0 | 0% | Son |
|  | Tran Thi Hang |  | 0 | 0% | Older Sister in law |
|  | Hoang Anh |  | 0 | 0% | Younger brother in law |