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

**CORPORATE GOVERNANCE REPORT**

**(2014)**

Company: Youth Investment Construction Corporation

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Charter capital: VND 18,000,000,000

Stock code: TNY

**I. BOD Activities (2014)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Truong Tuan Anh | Chair of BOD from January/2014 to October/2014 | 9 | 100 % |  |
| Nguyen Xuan Dien | Chair of Board from November/2014 | 2 | 100% |  |
| 2 | Mr. Nguyen Tan Thuong | Deputy Chair of BOD | 11 | 100 % |  |
| 3 | Mr. Le Thanh Nhon | Member of BOD | 11 | 100 % |  |
| 4 | Mr. Pham Tuan Thuc | Member of BOD | 11 | 100 % |  |
| 5 | Mr. Le Dinh Loc | Member of BOD | 8 | 73 % | Business trips |
| 6 | Mr. Nguyen Tan | Member of BOD | 11 | 100 % |  |
| 7 | Mr. Nguyen Tien Hiep | Member of BOD | 11 | 100 % |  |

**II. Board Resolutions (2014)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 01/NQ-HDQT/2014 | 10/01/2014 | - Revoke the Capital Contribution Contract of Mrs. Van Thi Hoa and return the paid-up capital to compensate for the Capital Contribution Contract of Mrs. Dang Thi Thuy Linh  - Temporarily extract to bonus fund of 2013 for Administrative Board |
| 2 | 02/NQ-HDQT/2014 | 14/01/2014 | - Approve other issue |
| 3 | 02a/NQ-HDQT/2014 | 20/01/2014 | - Borrow capital for construction |
| 4 | 03/NQ-HDQT/2014 | 23/01/2014 | - Borrow short-term loan to implement the constructions under the City’s Budget Disbursement Plan |
| 5 | 04/NQ-HDQT/2014 | 23/01/2014 | - Approve technical design |
| 6 | 05/NQ-HDQT/2014 | 05/03/2014 | - Close the list of BOD on 25/03/2014,  - Annual General Meeting of Sharholders on 25/04/2014 |
| 7 | 06/NQ-HDQT/2014 | 10/03/2014 | - Bid the Phuoc Kien High School Constructions |
| 8 | 07/NQ-HDQT/2014 | 12/03/2014 | - Approve Dividend payment rate is 17% and the revenue is VND 450 billion  - Approv ethe operating expense of 2014  - Approve the use of the expense for the projects in 2014  - Approve other issue  - Approve the resignation allowance for Mr. Tran Manh Toan and account it into the Company’s expense |
| 9 | 08/NQ-HDQT/2014 | 01/04/2014 | - Bid the Lu Gia Junior High School Construction |
| 10 | 09/NQ-HDQT/2014 | 02/04/2014 | - Approve the contents of AGM 2014  - Approve the management expense of 2013 and the expesne reserve of 2014  - Approve the operating expense of 2013 and expense reserve for 2014 |
| 11 | 10/NQ-HDQT/2014 | 16/04/2014 | - Approve projects |
| 12 | 11/NQ-HDQT/2014 | 22/04/2014 | - Borrow captial from Cho Lon BIDV  - Borrow capital from SDG2 BIDV |
| 13 | 12/NQ-HDQT/2014 | 28/04/2014 | - Last stage of the dividend payment of 2013 |
| 14 | 13/NQ-HDQT/2014 | 29/04/2014 | - Joint venture with Electrical Construction Company |
| 15 | 14/NQ-HDQT/2014 | 12/05/2014 | - Bid the Phuoc Kien 4 Junior School Construction |
| 16 | 15/NQ-HDQT/2014 | 22/05/2014 | - Supplement and approve projects |
| 17 | 16/NQ-HDQT/2014 | 06/06/2014 | - Approve the operating result of QII.2014  - Approve other issue  - Disovle team XL3, 12, 19, XLTN  - Approve the report on establishing Unbaked Tile Factory  - Approve handling liabilities  - Approve other issue  - Approve the allowance for Mrs. Nguyen Thi Lan  - Approve the process of projects of the first 05 months of 2014  - Do not approve Mrs. Thuy Quynh, Mong Quynh, Bich Nga to keep the terms of the old contract  - Other issue |
| 18 | 17/NQ-HĐQT/2014 | 01/07/2014 | - Adding arising of embankment  - Approve the policy of bidding the article “backfilling” (addition) |
| 19 | 18/NQ-HĐQT/2014 | 15/07/2014 | Bid the District 9 Phu Huu Primary school construction |
| 20 | 18A/NQ-HĐQT/2014 | 22/07/2014 | Borrow capital of Union |
| 21 | 19/NQ-HĐQT/2014 | 01/08/2014 | - Hire OCD as wage consulting unit  - answer the petition of Mr Pham Dinh Viet  - Establish XL29 team  - Approve technical disign - estimated cost of article :waste-water treatment system. |
| 22 | 20/NQ-HĐQT/2014 | 08/08/2014 | Get assets of Mrs Duong Thi Thuan Hoa to be collateral for credit contract |
| 23 | 21/NQ-HĐQT/2014 | 13/08/2014 | Borrow capital of Le Quang Loc |
| 24 | 22/NQ-HĐQT/2014 | 14/08/2014 | Bid the construction of installation and supplying- installing equipment of resettlement infrastructure project serving the project of building SaiGon Safari park |
| 25 | 23/NQ-HĐQT/2014 | 05/09/2014 | Approve the cost of hiring OCD |
| 26 | 24/NQ-HĐQT/2014 | 26/09/2014 | - Approve regulations of establishing and dismissing team  - Approve report of first 6 months of SB  - Approve report of first 9 months of Company; approve the demand for loans from the Bank for projects PL-NB  - Assign Board of executive setup plan to hold Abnormal general meeting of shareholders |
| 27 | 25/NQ-HĐQT/2014 | 26/09/2014 | hold Abnormal general meeting of shareholders on 04/11/2014 |
| 28 | 26/NQ-HĐQT/2014 | 22/10/2014 | - Approve the technical design of construction and estimated cost of article West Coast Road. |
| 29 | 27/NQ-HĐQT/2014 | 03/11/2014 | Joint venture with Govap District public service Company to participate in bidding the No.5 Nursery school |
| 30 | 28/NQ-HĐQT/2014 | 04/11/2014 | Elect Mr. Nguyen Xua Dien as Chairman of Board |
| 31 | 29/NQ-HĐQT/2014 | 04/12/2014 | Assign Buu Thanh Consulting Building Trading Service Co., Ltd. to be consulting unit to make bidding documents, evaluate the bidding documents of West Coast Road.  Approve buying construction ensurance of BIDV Ensurance Company for completed articles of project “Thanh Nien housing” |
| 32 | 30/NQ-HĐQT/2014 | 12/12/2014 | Bid the Phong Phu primary school construction |
| 33 | 31/NQ-HĐQT/2014 | 26/12/2014 | Advance dividends term 1 of 2014 |
| 34 | 32/NQ-HĐQT/2014 | 26/12/2014 | - Approve the reportt on operation result in 2014, additional spending half a month's salary for VPCTy block.  - Approve reports of groups,pay attention to the debt.  - Reduce the load extracted for the construction of nursery pedagogy secondary school constructed by 15 teams.  - Approve the report of projects in 2014, key duties in 2015  - review implementing the AGM resolutions and duties of BOD in 2014 and operation programs of BOD in 2015  - Considering the competitive title in 2014 of Board of Executive |

**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 | Truong Tuan Anh |  | Chair of Board |  | 11/04/2014 | Resigned as member of BOD |
| 2 | Nguyen Xuan Dien |  | Chair of Board | 04/11/2014 |  | Elected as Chair of Board |
| 3 | Nguyen Nu Kim Duyen |  |  |  | 12/11/2014 | Transfer all the shares |
| 4 | Nguyen Hong Commercial Production Construction Design Consulting Co., Ltd. |  |  |  | 18/11/2014 | Transfer all the shares |

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

1. 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 | Nguyen Xuan Dien |  | Chair of BOD |  |  |  |
| 2 | Le Thanh Nhon |  | General Manager | 74,647 | 4.15% |  |
| 3 | Pham Tuan Thuc |  | Deputy General Manager | 10,000 | 0.56% |  |
| 4 | Nguyen Tan Thuong |  | Deputy Chief of BOD | 128,855 | 7.16% |  |
| 5 | Nguyen Tan |  | Member of BOD | 30,600 | 1.70% |  |
| 6 | Le Dinh Loc |  | Member of BOD |  |  |  |
| 7 | Nguyen Tien Hiep |  | Member of BOD | 258,04 | 14.33% |  |
| 8 | Nguyen Van Tao |  | Cheif of Supervisory Board | 14,826 | 0.82% |  |
| 9 | Ho Van Thoai |  | Member of Supervisory Board | 95,100 | 5.28% |  |
| 10 | Tran Thi Huynh Yen |  | Member of Supervisory Board | 3,000 | 0.17% |  |
| 11 | Nguyen Tin |  | Deputy General Manager | 91,158 | 5.06% |  |
| 12 | Nguyen Thi Hien |  | Chief Accountant | 32,350 | 1.80% |  |
| 13 | The Union Of Ho Chi Minh City |  |  | 540,000 | 30.00% | Connected Institution |
| 14 | Hung Viet Constructions Commercial And Production Co., Ltd. |  |  | 159,197 | 8.84% | Connected person |
| 15 | Tran Thi Kim Hue |  |  | 18,000 | 1.00% | Connected person |
| 16 | Pham Tuan Tri Tan |  |  | 1,050 | 0.06% | Connected person |
| 17 | Nguyen Minh Tuan |  |  | 800 | 0.04% | Connected person |
| 18 | Nguyen Thi Dao |  |  | 300 | 0.02% | Connected person |

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 | Nguyen Nu Kim Duyen | Younger brother of Mr. Nguyen Tien Hiep | 116,000 | 6.44% | 0 | 0 | Sell |
| 2 | Nguyen Hong Commercial Production Construction Design Consulting Co., Ltd. | Mr. Nguyen Van Tao is the capital representative | 45,000 | 2.50% | 0 | 0 | sell |

3. Other transactions:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Full name | 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 | Pham Tan Thuc | 16,000 | 0.89% | 10,000 | 0.56% | Sell |
| 2 | Nguyen Tan Thuong | 92,365 | 5.13% | 128,855 | 7.16% | Buy |
| 3 | Nguyen Tien Hiep | 142,024 | 7.89% | 258,04 | 14.33% | Buy |
| 4 | Ho Van Thoai | 49,200 | 2.73% | 95,100 | 5.28% | Buy |
| 5 | Nguyen Tin | 71,158 | 3.95% | 91,158 | 5.06% | buy |

**V. Other issues: None**