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

**CORPORATE GOVERNANCE REPORT**

**(2014)**

Company: Yen Bai Cement and Mineral JSC

 Address: Group 16, Yen Binh town, Yen Binh district, Yen Bai province

 Tel.: 029 388 5154

 Fax: 029 388 5585

 Email: XIMANGYB@gmail.com

 Charter capital: VND 48,374,300,000

 Stock code: YBC

**I. BOD Activities (2014)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Pham Quang Phu | Chair of BOD | 5/5 | 100 % |  |
| 2 | Mr. Vu Thanh Nghi | Member of BOD | 5/5 | 100 % |  |
| 3 | Mr. Dang Van Thang | Member of BOD | 5/5 | 100 % |  |
| 4 | Mr. Bui Manh Cuong | Member of BOD | 4/5 | 100 % | Dismissed as Member of BOD from 23/11/2014 |
| 5 | Mr. Nguyen Quang Chien | Member of BOD | 4/5 | 100 % | Dismissed as Member of BOD from 23/11/2014 |
| 6 | Mr. Pham Viet Thuong | Member of BOD | 1/5 | 100 % | Dismissed as Member of BOD from 23/11/2014 |
| 7 | Mr. Nguyen Minh Hoan | Member of BOD | 1/5 | 100 % | Dismissed as Member of BOD from 23/11/2014 |
| 8 | Mr. Vu Xuan Nguyen | Member of BOD | 1/5 | 100 % | Dismissed as Member of BOD from 23/11/2014 |

**II. Board Resolutions (2014)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 03/ QD – YBC | 02/01/2014 | - Approve operating result of 2014 |
| 2 | 07/ QD – YBC | 09/01/2014 | - Approve the supplies providers of 2014 |
| 3 | 156/ QD – HDQT | 16/05/2014 | - Register for share trading at Hanoi Stock Exchange on UPCOM market |
| 4 | 326/QD-HDQT | 4/10/2014 | Hold abnormal General Meeting of Shareholders 2014 |
| 5 | 398/YBC-HDQT | 24/11/2014 | Reappoint Mr. Pham Quang Phu as Manager of the Company |
| 6 | 399/YBC-HDQT | 24/11/2014 | Assign the representative to borrow capital and put Company’s assets as secutiry |
| 7 | 400/YBC-HDQT | 24/11/2014 | Reappoint Mr. Nguyen Quang Chien as Deputy Manager of the Company |
| 8 | 401/YBC-HDQT | 24/11/2014 | Reappoint Mrn Nguyen Quang Chien as Information Announcing Management |
| 9 | 402/YBC-HDQT | 24/11/2014 | Reappoint Mr. Vu Thanh Nghi as Deputy Manager of the Company |
| 10 | 403/YBC-HDQT | 24/11/2014 | Reappoint Mr. Pham Van Thang as Deputy Manager of the Company |
| 11 | 404/YBC-HDQT | 24/11/2014 | Reappoint Mr. Bui Manh Cuong as Deputy Manager of the Company |
| 12 | 416/YBC-HDQT | 31/12/2014 | Reappoint Mr. Nguyen Dinh Hoang as Chief Accountant of the Company |

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

On 23/11/2014, Abnormal General Meeting of Shareholders of Yen Bai Cement and Mineral JSC elected BOD and SB in new term (2014 – 2019) as follow

|  |  |  |
| --- | --- | --- |
| **No.** | **Full name** | **Position** |
| 1 | Mr. Pham Quang Phu | Chair of Board |
| 2 | Mr. Pham Viet Thuong | Member of BOD |
| 3 | Mr. Nguyen Minh Hoan | Member of BOD |
| 4 | Mr. Nguyen Thanh Nghi | Member of BOD |
| 5 | Mr. Dang Van Thang | Member of BOD |
| 6 | Mr. Vu Xuan Nguyen | Member of BOD |
| 7 | Mr. Nguyen Xuan Chien | Chief of Supervisory Board |
| 8 | Mrs. Nguyen Thi Nghiem Chang | Member of SB |
| 9 | Mr. Tong Van Ty | Member of SB |

**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 | Pham Quang Phu | 030C291399 | Chair of BOD | 19,300 | 0.40 % |  |
| 2 | Vu Thanh Nghi | 005C007187 | Member of BOD | 18,500 | 0.38 % |  |
| 3 | Dang Van Thang | 030C291088 | Member of BOD | 20,500 | 0.42 % |  |
| 4 | Dang Van Hoa | 030C291061 |  | 1,025 | 0.02 % |  |
| 5 | Bui Manh Cuong | 005C012683 | Member of BOD | 20,300 | 0.42 % |  |
| 6 | NguyenThi Luan | 005C012685 |  | 7,100 | 0.15 % |  |
| 7 | Bui Manh Tuan | 030C291121 |  | 1,500 | 0.03 % |  |
| 8 | Nguyen Quang Chien | 030C291268 | Member of BOD | 13,720 | 0.28 % |  |
| 9 | Nguyen Thi Nghiem Chang | 030C291068 | Chief of B |  |  |  |
| 10 | Le Van Tien | 030C291069 |  | 5,000 | 0.10 % |  |
| 11 | Pham Huu Thao  | 030C291368 | Member of SB | 2,100 | 0.04 % |  |
| 12 | Tong Van Ty | 005C017193 | Member of SB | 4,100 | 0.08 % |  |
| 13 | Pham Viet Thuong | 009C026475 | Member of BOD | 578,331 | 11.95% |  |
| 14 | Nguyen Minh Hoan – LATCA Mineral JSC |  | Member of BOD | 600,000 | 12.4% |  |
| 15 | Vu Xuan Nguyen |  | Member of BOD | 38,300 | 0.79% |  |

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 | Pham Quang Phu | Capital representive of SCIC | 1,927,770 |  | 0 | 0% | Sell |
| 2 | Pham Viet Thuong |  | 0 | 0% | 578,331 | 11.95% | Buy |

3. Other transactions

**V. Other issues: None**