**API: Corporate Governance report (2015)**

**CORPORATE GOVERNANCE REPORT**

**(2015)**

Name of Company: Asia - Pacific Investment Joint Stock Company

Head Office address: 6th Floor, APEC Building, 14 Le Dai Hanh, Hai Ba Trung, Ha Noi

Tel: 043 5771983 Fax: 043 5771985

Charter capital: VND 364,000,000,000

Stock code: API

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate (%)** | **Reasons for not attending** |
| 1 | Mr. Nguyen Do Lang | Chairman | 5 | 100% |  |
| 2 | Mr. Nguyen Duy Khanh | Director | 5 | 67% |  |
| 3 | Ms. Huynh Thi Mai Dung | Director | 5 | 100% |  |
| 4 | Mr. Dang Anh Tuan | Director | 5 | 100% |  |
| 5 | Mr. Tran Vu Phuong | Director | 5 | 100% |  |
| 6 | Mr. Dao Ngoc Thanh | Director | 5 | 100% |  |
| 7 | Mr. David Roes | Director | 5 | 100% |  |
| 8 | Ms. Lusy Miranda | Director | 5 | 67% |  |

**II. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** |  **Board Resolution No.** | **Date** | **Content** |
| 1 | Resolution No. 66/API/2015/NQ – HDQT  | 25/05/2015 | The resolution on buying treasury shares |
| 2 | 78/2014/NQ – DHDCD  | 08/05/2015 | Annual General Mandate 2015 |
| 3 | Resolution No. 149/2015/QD – HDQT | 08/01/2015 | Decision on changing Head Office  |
| 4 | Resolution No. 38/QD-HDQT | 8/10/2015 | Approve the resignation of Mr. Nguyen Duy Khanh from member of Board of Directors |
| 5 | Resolution No. 12/QD-HDQT | 31/12/2015 | Approve the resignation of Mr. Tran Vu Phuong from General Manager  |
| 6 | Resolution No. 13/QD-HDQT | 31/12/2015 | Appoint Mr. Luu Thai Dong Quyen to be General Manager  |
| 7 | Resolution No. 14/QD-HDQT | 31/12/2015 | Appoint Mr. Tran Vu Phuong to be Chair of Board of Directors  |

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name**  | **Trading account (if any** | **Position at the Company (if any)** | **Start date to be connected person** | **End date to be connected person** | **Reason** |
| 1 | Lusy Miranda |  | Director  | 08/05/2015 |  | Appointed to Board of Directors  |
| 2 | Nguyen Duy Khanh |  | Director  |  | 08/10/2015 |  |
| 3 | Nguyen Van Cu |  |  |  | 08/10/2015 |  |
| 4 | Tran Thi Lan |  |  |  | 08/10/2015 |  |
| 5 | Nguyen Thu Trang |  |  |  | 08/10/2015 |  |
| 6 | Nguyen Thi Thu Huong |  |  |  | 08/10/2015 |  |
| 7 | Luu Thai Dong |  | General Manager  | 31/12/2015 |  |  |
| 8 | Luu Huy Vinh |  |  | 31/12/2015 |  |  |
| 9 | Nguyen Thi Xuan |  |  | 31/12/2015 |  |  |
| 10 | Nguyen Mai Hau |  |  | 31/12/2015 |  |  |
| 11 | Luu Thai Quang |  |  | 31/12/2015 |  |  |

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

1. List of PDMRs and related persons (attached)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | **Name**  | **Trading account**  | **Position**  | **Shareholding at the end of the term** | **Shareholding percentage at the end of the term** | **Note** |
| 1 | Nguyen Do Lang | 030C001268 | PDMR | 3,979,922 |  |  |
| 2 | Nguyen Tien Loc |  | Connected person | 200,000 |  |  |
| 3 | Nguyen Thi Thinh |  | Connected person |  |  |  |
| 4 | Nguyen Hoang Linh |  | Connected person |  |  |  |
| 5 | Huynh Thi Mai Dung |  | PDMR | 999,000 |  |  |
| 6 | Huynh Nang |  | Connected person |  |  |  |
| 7 | Nguyen Thi Bon | 030C003765 | Connected person | 910,400 |  |  |
| 8 | Huynh Tien Dung |  | Connected person |  |  |  |
| 9 | Nguyen Duy Khanh | 030C001158 | PDMR | 800,000 |  |  |
| 10 | Nguyen Van Cu |  | Connected person |  |  |  |
| 11 | Tran Thi Lan |  | Connected person |  |  |  |
| 12 | Nguyen Thu Trang |  | Connected person |  |  |  |
| 13 | Nguyen Thi Thu Huong |  | Connected person |  |  |  |
| 14 | Dang Anh Tuan | 030C001514 | PDMR |  |  |  |
| 15 | Tran Thi Hoa |  | Connected person |  |  |  |
| 16 | Dang Minh Huy |  | Connected person |  |  |  |
| 17 | Nguyen Thi Le Hoa |  | Connected person |  |  |  |
| 18 | Dang Anh Son |  | Connected person |  |  |  |
| 19 | Tran Vu Phuong |  | PDMR |  |  |  |
| 20 | Pham Thi Hong Van |  | Connected person |  |  |  |
| 21 | Tran Vu Minh |  | Connected person |  |  |  |
| 22 | Vu Thi Kim Nhung |  | Connected person |  |  |  |
| 23 | Dao Ngoc Thanh |  | PDMR |  |  |  |
| 24 | Dang Thu Vinh |  | Connected person |  |  |  |
| 25 | Dao Thu Thuy |  | Connected person |  |  |  |
| 26 | David Roes |  | PDMR |  |  |  |
| 27 | Lusy Miranda |  | PDMR |  |  |  |
| 28 | Nguyen Hoai Giang |  | PDMR |  |  |  |
| 29 | Nguyen Kim Dung | 030C001089 | Connected person |  |  |  |
| 30 | Pham Hoai Phuong |  | PDMR |  |  |  |
| 31 | Le Thi Quy |  | PDMR | 100 |  |  |
| 32 | Vu Thi Phuong Anh |  | PDMR |  |  |  |
| 33 | Asia - Pacific Securities Joint Stock Company | 030C006868 | Connected institution |  |  |  |
|  | Luu Thai Dong |  | PDMR |  |  |  |
|  | Luu Huy Vinh |  | Connected person |  |  |  |
|  | Nguyen Thi Xuan |  | Connected person |  |  |  |
|  | Nguyen Mai Hau |  | Connected person |  |  |  |
|  | Luu Thai Quang |  | Connected person |  |  |  |

2. Stock transactions:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Relation to PDMRs** | **Shareholding at the beginning of the term** | **Shareholding at the end of the term** | **Reasons for increase/decrease (selling, buying, transferring, bonus …)** |
| **Shares** | **Ratio (%)** | **Shares** | **Ratio (%)** |  |
|  |  |  |  |  |  |  |  |

3. Other transactions:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Relation to PDMRs** | **Shareholding at the beginning of the term** | **Shareholding at the end of the term** | **Reasons for increase/decrease (selling, buying, transferring, bonus …)** |
| Shares | Ratio (%) | Shares | Ratio (%) |  |
|  |  |  |  |  |  |  |  |

**IV. Other issues: None**