**ASA: Corporate Governance Report (2015)**

**CORPORATE GOVERNANCE REPORT**

(Year 2015)

Company: SANA WMT Joint Venture Joint Stock Company

Address: Dai Yen Hamlet, Chuong My District, Hanoi City

Tel.: 84 4 37731791 Fax: 84 4 337731783 Web: sana.vn

Charter capital: VND 100,000,000,000

Stock code: ASA

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Mr. Nguyen Van Dong | Chair of the Board (Dismissed since 19 Jun 2015) | 6 | 100 % |  |
| 2 | Mr. Nguyen Van Nam | Member of Board of Directors – resigned since 19 Jan 2015 | 2 | 30 % |  |
| 3 | Mr. Tran Minh Chinh | Member of Board of Directors – resigned since 07 Sep 2015 | 5 | 100 % |  |
| 4 | Mr. Duong Viet Dung | Member of Board of Directors | 5 | 100 % |  |
| 5 | Mr. Tran Van Bau | - Appointed as General Director since 19 May 2015  - Appointed as member of Board of Directors since 07 Sep 2015 |  |  |  |
| 6 | Mr. Nguyen Dan Thanh | Member of Board of Directors – appointed as Chair of Board of Directors since 19 Jun 2015 | 5 | 90 % |  |
| 7 | Mr. Le Duy Thien | Member of Board of Directors | 6 | 100 % |  |
| 8 | Ms. Le Thi Kim Hue | Member of Board of Directors | 6 | 100 % |  |
| 9 | Ms. Pham ThiThanh Van | Head of Supervisory Board | 6 | 100 % |  |
| 10 | Ms. Pham Thi Anh Thu | Member of Supervisory Board | 6 | 100 % |  |
| 11 | Ms. Nguyen Thi Xuan Thu | Member of Supervisory Board | 6 | 100 % |  |
| 12 | Ms. Bui Thi Kim Nhan | Chief Accountant | 6 | 100 % |  |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board resolutions No. | Date | Contents |
| 1 | No. 03 / 2015/ NQ - ASA | 19 Jan 2015 | The resolution on dismissing Mr. Nguyen Van Nam from Director of BOD |
| 2 | No. 19 /2015/ NQ- DHDCD/ ASA | 22 Apr 2015 | Annual General Meeting of Shareholders 2015 |
| 3 | No. 22 /2015/QD - ASA | 19 May 2015 | Decision on dismissing Mr. Nguyen Van Nam and appointing Mr. Tran Van Bau as General Manager |
| 4 | No. 23/ 2015/ NQ/ HDQT- ASA | 03 Jun 2015 | Select the auditor for fiscal year 2015 |
| 5 | No. 25 /2015/ QD/HDQT-ASA | 19 Jun 2015 | Decision on changing the legal representative and the content in Business Registration Certificate |
| 6 | No. 32 /2015/QD - ASA | 07 Sep 2015 | Decision on dismissing member of Board of Directors – Deputy General Director and appointing member of Board of Directors |

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

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Trading account** | **Position** | **Shareholding at the end of the term** | **Shareholding percentage at the end of the term** | **Note** |
| **1** | **Mr. Nguyen Van Dong** |  | **Chair of BOD cum Manager** | **440,000** |  |  |
|  | Ms. Nguyen Thi Thu Ha |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Nga |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Van Nam |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Phuong |  | Connected person | 0 | 0 % |  |
|  | Mr Nguyen Quoc Hung |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Thien Minh |  | Connected person | 0 | 0 % |  |
| **2** | **Mr. Nguyen Van Nam** |  | **Director of BODcum General Manager** | **140,000** |  |  |
|  | Mr. Nguyen Van Dong |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Nha |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Thu Ha |  | Connected person | 0 | 0 % |  |
|  | Ms. Trinh Phuong Nhung |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Ngoc Thao Le |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Bao My |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Trinh Tri Anh |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Trinh Nam Anh |  | Connected person | 0 | 0 % |  |
| **3** | **Mr. Duong Viet Dung** |  | **DIRECTOR OF BOD** | **187,737** |  |  |
|  | Ms. Duong ThiNhan |  | Connected person | 0 | 0 % |  |
|  | Mr. Duong Viet Tien |  | Connected person | 0 | 0 % |  |
|  | Ms. Duong ThiVinh |  | Connected person | 0 | 0 % |  |
|  | Ms, Duong ThiNinh |  | Connected person | 0 | 0 % |  |
|  | Ms. Duong ThiNhan |  | Connected person | 0 | 0 % |  |
|  | Ms. Pham Van Anh |  | Connected person | 0 | 0 % |  |
|  | Mr. Duong Viet Anh |  | Connected person | 0 | 0 % |  |
|  | Mr. Duong DucAnh |  | Connected person | 0 | 0 % |  |
| **4** | **Tran Van Bau** |  | **Member of Board of Directors (appointed on 7 Sep 2015) cum General Director (appointed on 19 May 2015)** | **2,000** |  |  |
|  | Tran Thi Dung |  | Connected person | 0 | 0 % |  |
|  | Tran Khanh Giang |  | Connected person | 0 | 0 % |  |
|  | Tran Phu Hung |  | Connected person | 0 | 0 % |  |
|  | Tran Van Ngoc |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Van Ly |  | Connected person | 0 | 0 % |  |
|  | Tran Hong Minh |  | Connected person | 0 | 0 % |  |
| **5** | **Tran Minh Chinh** |  | **Member of Board of Directors (dismissed on 7 Sep 2015)** | **412,277** |  |  |
|  | Tran Tien Dat |  | Connected person | 0 | 0 % |  |
|  | Tran Thi Bay |  | Connected person | 0 | 0 % |  |
|  | Tran Minh Quang |  | Connected person | 0 | 0 % |  |
|  | Tran Ngoc Vinh |  | Connected person | 0 | 0 % |  |
|  | Tran Van Ly |  | Connected person | 0 | 0 % |  |
|  | Nguyen Thi Hoa |  | Connected person | 0 | 0 % |  |
|  | Tran Minh Dai Trang |  | Connected person | 0 | 0 % |  |
|  | Tran Nhat Minh |  | Connected person | 0 | 0 % |  |
| **6** | **Pham Thi Thanh Van** |  | **Chief of Supervisory Board** | **15,727** |  |  |
|  | Pham Ngoc Mai |  | Connected person | 0 | 0 % |  |
|  | Nguyen Thi Thu |  | Connected person | 0 | 0 % |  |
|  | Pham Thi Thanh Huyen |  | Connected person | 0 | 0 % |  |
|  | Pham Minh Tuan |  | Connected person | 0 | 0 % |  |
|  | Tran Ngoc Lam |  | Connected person | 0 | 0 % |  |
|  | Tran Quang Nghi |  | Connected person | 0 | 0 % |  |
|  | Tran Ngoc Gia Bao |  | Connected person | 0 | 0 % |  |
| **7** | **Pham Thi Anh Thu** |  | **Member of Supervisory Board** | **10,000** | **0.1%** |  |
|  | Lam Thi Kim Thoa |  | Connected person | 0 | 0 % |  |
|  | Pham Thi Minh Phuong |  | Connected person | 0 | 0 % |  |
| **8** | **Nguyen Thi Xuan Thu** |  | **Member of Supervisory Board** | **10,000** |  |  |
|  | Nguyen Duc Trung |  | Connected person | 0 | 0 % |  |
| **9** | **Pham Thi Kim Nhan** |  | **Chief Accountant** | **10,000** | **0 %** |  |
|  | Pham Thi Thu |  | Connected person | 0 | 0 % |  |
|  | Bui Tam Diep |  | Connected person | 0 | 0 % |  |
|  | Bui Thi Dieu |  | Connected person | 0 | 0 % |  |
|  | Bui Thi Hai |  | Connected person | 0 | 0 % |  |
|  | Bui Anh Hoang |  | Connected person | 0 | 0 % |  |
|  | Duong Hai Tung |  | Connected person | 0 | 0 % |  |
|  | Duong Hai Anh |  | Connected person | 0 | 0 % |  |
|  | Duong Ha My |  | Connected person | 0 | 0 % |  |
| **10** | **Nguyen Dan Thanh** |  | **Appointed as member of Board of Directors on 19 Jun 2015** | **0** | **0 %** |  |
|  | Nguyen Thi Thu Ha |  | Connected person | 0 | 0 % |  |
|  | Nguyen Quang Tan |  | Connected person | 0 | 0 % |  |
|  | Nguyen Thi Thanh Binh |  | Connected person | 0 | 0 % |  |
|  | Nguyen Quang Hoa |  | Connected person | 0 | 0 % |  |
|  | Nguyen Thi Kim Dung |  | Connected person | 0 | 0 % |  |
|  | Nguyen Toan Thang |  | Connected person | 0 | 0 % |  |
|  | Nguyen Quang Minh |  | Connected person | 0 | 0 % |  |
|  | Nguyen Ha Uyen Nhi |  | Connected person | 0 | 0 % |  |
| **11** | **Le Duy Thien** |  | **Member of Board of Directors** | **0** | **0 %** |  |
|  | Le Duy Vien |  | Connected person | 0 | 0 % |  |
|  | Nguyen Nguyet Dung |  | Connected person | 0 | 0 % |  |
|  | Le Nguyet Han |  | Connected person | 0 | 0 % |  |
|  | Le Nguyet Ha |  | Connected person | 0 | 0 % |  |
| **12** | **Le Thi Kim Hue** |  | **Member of Board of Directors** | **0** |  |  |
|  | Vu Thi Kien |  | Connected person | 0 | 0 % |  |
|  | Le Thi Thanh Huyen |  | Connected person | 0 | 0 % |  |
|  | Le Ngoc Kien |  | Connected person | 0 | 0 % |  |
|  | Nguyen Hai Linh |  | Connected person | 0 | 0 % |  |
|  | Nguyen Huyen Linh |  | Connected person | 0 | 0 % |  |

2.Stock transaction:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 Van Dong |  | 640,000 |  |  |  | Sucessfully sold 200,000 shares |
| 2 | Nguyen Dan Thanh |  |  |  | 620,000 |  |  |

3. Other transaction:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 | SANA Commerce Co., Ltd |  |  |  |  |  | Sold 420,000 shares |

**V. Other issues**