**ASA: Corporate Governance Report (The first six months 2015)**

**CORPORATE GOVERNANCE**

(The first six month 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: sanawmt.com.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 19/06/2015) | 5 | 100 % |  |
| 2 | Representative of Sana ltd company: Mr. Nguyen Van Nam | Manager | 5 | 100 % |  |
| 3 | Mr. Nguyen Van Nam | Director of BOD (Since 19/01/2015) | 5 | 100 % |  |
| 4 | Mr. Tran Minh Chinh | Director of BOD | 5 | 100 % |  |
| 5 | Mr. Duong Viet Dung | Director of BOD | 5 | 100 % |  |
| 6 | Mr. Nguyen Dan Thanh | Director of BOD | 5 | 100 % | Appointed on 19/06/2015 |
| 7 | Mr. Le Duy Thien | Director of BOD | 5 | 100 % |  |
| 8 | Ms. Le Thi Kim Hue | Director of BOD | 5 | 100 % |  |
| 9 | Ms. Pham ThiThanh Van | Head of Supervisory Board | 5 | 100 % |  |
| 10 | Ms. Pham Thi Anh Thu | Member of Supervisory Board | 5 | 100 % |  |
| 11 | Ms. Nguyen Thi Xuan Thu | Member of Supervisory Board | 5 | 100 % |  |
| 12 | Ms. Bui Thi Kim Nhan | Chief Accountant | 5 | 100 % |  |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board resolutions No. | Date | Contents |
| 1 | No. 19 /2015/NQ- ĐHĐCĐ/ ASA | 22/04/2015 | The resolution on dismissing Mr. Nguyen Van Nam from Director of BOD |
| 2 | No. 22/2015/QĐ - ASA | 19/05/2015 | Annual General Meeting of Shareholders 2015 |
| 3 | No. 23 /2015/NQ-HĐQT- ASA | 03/ 06/2015 | Decision on dismissing Mr. Nguyen Van Nam and appointing mr. Tran Van Bau as General Manager |
| 4 | No. 25/2015/QĐ/HĐQT-ASA | 19/06/2015 | Select the auditor for fiscal year 2015 |
| 5 | No. 19 /2015/NQ- ĐHĐCĐ/ ASA | 22/04/2015 | Decision on changing the legal representative and the content in Business Registration Certificate |

**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** | **640,000** | **6.4%** |  |
|  | Ms. Nguyen Thi Thu Ha |  | **Connected person** | 0 | 0 % |  |
|  | Ms. Nguyen ThiNga |  | 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** | **4.6%** |  |
|  | Mr. Nguyen Van Na |  | Connected person | 0 | 0 % |  |
|  | Ms. Duong ThiPhai |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Van Dong |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen ThiNha |  | 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** | **1.87%** |  |
|  | 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** | **Mr. Tran Binh Minh** |  | **DIRECTOR OF BODcum Deputy General Manager** | **412,277** | **4.12 %** |  |
|  | Mr. Tran Tien Dat |  | Connected person | 0 | 0 % |  |
|  | Ms. Tran Thi Bay |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Minh Quang |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Ngoc Minh |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Van Ly |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen ThiHoa |  | Connected person | 0 | 0 % |  |
|  | Ms. Tran Minh Dai Trang |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Nhat Minh |  | Connected person | 0 | 0 % |  |
| **5** | **Ms. Pham ThiThanh Van** |  | **Chief of Supervisory Board** | **15,727** | **1.57%** |  |
|  | Mr. Pham Ngoc Mai |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Thu |  | Connected person | 0 | 0 % |  |
|  | Ms. Pham ThiThanhHuyen |  | Connected person | 0 | 0 % |  |
|  | Mr. Pham Minh Tuan |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Ngoc Lam |  | Connected person | 0 | 0 % |  |
|  | Ms. Tran ThiThanh Tam |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran QuangNghi |  | Connected person | 0 | 0 % |  |
|  | Mr. Tran Ngoc GiaBao |  | Connected person | 0 | 0 % |  |
| **6** | **Ms. Pham ThiAnh Thu** |  | **Member of Supervisory Board** | **10,000** | **0.1%** |  |
|  | Ms. Lam Thi Kim Khoa |  | Connected person | 0 | 0 % |  |
|  | Ms. Pham Thi Minh Phuong |  | Connected person | 0 | 0 % |  |
| **7** | **Ms. Nguyen ThiXuan Thu** |  | **Member of Supervisory Board** | **10,000** | **0.1%** |  |
|  | Mr. Nguyen Dinh Ba |  | Connected person | 0 | 0 % |  |
|  | Ms. Pham ThiNgan |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen DucTrung |  | Connected person | 0 | 0 % |  |
| **8** | **Ms. Bui Kim Nhan** |  | **Chief Accountant** | **10,000** | **0.1%** |  |
|  | Mr. Bui Van Dan |  | Connected person | 0 | 0 % |  |
|  | Ms. Pham Thi Thu |  | Connected person | 0 | 0 % |  |
|  | Mr. Bui Tam Diep |  | Connected person | 0 | 0 % |  |
|  | Ms. Bui ThiDieu |  | Connected person | 0 | 0 % |  |
|  | Ms. Bui ThiHai Yen |  | Connected person | 0 | 0 % |  |
|  | Mr. Bui Anh Hoang |  | Connected person | 0 | 0 % |  |
|  | Mr. Duong Hai Tung |  | Connected person | 0 | 0 % |  |
|  | Mr. Duong HaiAnh |  | Connected person | 0 | 0 % |  |
|  | Ms. Duong Ha My |  | Connected person | 0 | 0 % |  |
| **9** | **Mr. Nguyen Dan Thanh** |  | **Director of BOD** | **0** | **0 %** |  |
|  | Ms. Nguyen Thi Thu Ha |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Quang Tan |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen ThiBinh |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen QuangHoa |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Thi Kim Dung |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen ToanThang |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Quang Minh |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Ha uyenNhi |  | Connected person | 0 | 0 % |  |
| **10** | **Mr. Le DuyThien** |  | **Director of Independent BOD** | **0** | **0 %** |  |
|  | Mr. Le DuyVien |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen Nguyet Dung |  | Connected person | 0 | 0 % |  |
|  | Ms. Le Nguyet Han Giang |  | Connected person | 0 | 0 % |  |
|  | Ms. Le Nguyet Ha Phuong |  | Connected person | 0 | 0 % |  |
| **11** | **Ms. Le Thi Kim Hue** |  | **Director of Independent BOD** | **0** | **0 %** |  |
|  | Ms. Vu ThiKien |  | Connected person | 0 | 0 % |  |
|  | Ms. Le ThiThanhHuyen |  | Connected person | 0 | 0 % |  |
|  | Mr. Le Ngoc Kien |  | Connected person | 0 | 0 % |  |
|  | Mr. Nguyen Kim Huynh |  | Connected person | 0 | 0 % |  |
|  | Ms. Nguyen HaiLinh |  | Connected person | 0 | 0 % |  |
|  | Mr.NguyenHuyenLinh |  | 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 |
|  |  |  |  |  |  |  |  |

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 |
|  |  |  |  |  |  |  |  |

**V. Other issues**