**DCS: Corporate Governance report 2015**

**CORPORATE COVERNANCE REPORT**

**(2015)**

Company: Dai Chau Joint Stock Company

Address: Group 23, zone 4, Nhat Tan Street, Tay Ho district, Hanoi

Tel.: 04 37194353 Fax: 04 3718 3635

Charter Capital: VND 603,110,000,000

Stock code: DCS

1. **BOD activities**

Meetings

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate (%)** | **Reason** |
| 1 | Duong Duc Hoa | Chair of Board | 07 | 100% | 0% |
| 2 | Tran Thi Anh Nguyet | Member of BOD | 07 | 100% | 0% |
| 3 | Nguyen Duc Nang | Member of BOD | 07 | 100% | 0% |
| 4 | Nguyen Duc Quang | Member of BOD | 07 | 100% | 0% |
| 5 | Tran Ngoc Tuan | Member of BOD | 07 | 100% | 0% |

1. **Board resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board resolution No.** | **Date** | **Content** |
| 1 | 01/ 2015/ QD - HDQT | 10 Mar 2015 | Approve the time of holding annual General Meeting of Shareholders 2015 |
| 2 | 01/ 2015/ NQ – DHDCD | 20 Apr 2015 | Approve the issues voted at the annual General Meeting of Shareholders 2015 |
| 3 | 03/ 2015/ QD – HDQT | 20 Apr 2015 | Dismiss member of Board of Directors |
| 4 | 04/ 2015/ QD - HDQT | 20 Apr 2015 | Appoint member of Board of Directors |
| 5 | 05/ 2015/ QD – HDQT | 29 June 2015 | Buy the shares of Phu Thuong Investment Joint Stock Company |
| 6 | 06/ 2015/ QD – HDQT | 01 Aug 2015 | Dismiss Chief Accountant |
| 7 | 07/ 2015/ QD - HDQT | 01 Aug 2015 | Appoint Chief Accountant |

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

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name of connected persons/institutions** | **Position of PDMR at the company (if any)** | **No. of ID card/ business registration certificate** | **Date of issuing** | **Date to become connected persons/ institutions** | **Date no longer connected persons/ institutions** | **Reason** |
| 1 | Duong Duc Hoa | Chairman of Board | 011604166 | 6/10/2007 | 12/2007 |  |  |
| 2 | Tran Thi Anh Nguyet | Member of BOD | 011123393 | 14/08/2003 | 12/2007 |  | Elected |
| 3 | Nguyen Duc Nang | Member of BOD | 011755738 | 05/03/2007 | 12/2007 |  | Elected |
| 4 | Tran Ngoc Tuan | Member of BOD | 111510110 | 07/03/2006 | 04/2015 |  | Elected |
| 5 | Nguyen Duc Quang | Member of BOD | 151172615 | 05/07/2010 | 04/2013 |  | Elected |
| 6 | Vuong Thi Anh Duyen | Chief Accountant | 001183001717 | 09/05/2014 | 12/2014 |  | Changed position of CA |
| 7 | Duong Lan Phuong | Chief of SB | 183227653 | 28/08/2009 | 12/2007 |  | Elected |
| 8 | Tran Thi Kim Ngan | Member of SB | 011551323 | 18/06/2008 | 04/2010 |  | Elected |
| 9 | Hoang Van Quang | Member of SB | 162972583 | 05/04/2006 | 06/2012 |  | Elected |

1. **Transactions of PDMRs and connected persons/institutions**
2. List of PDMRs and connected persons

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Position of PDMR at the company (if any)** | **Shareholding at the beginning of the term** | **Shareholding at the end of the term** | **Note** |
| 1 | Duong Duc Hoa | Chairman of Board | 1,491 | 3,001,491 |  |
| 2 | Tran Thi Anh Nguyet | Member of BOD | 268,669 | 18,669 |  |
| 3 | Nguyen Duc Nang | Member of BOD | 12,511 | 12,551 |  |
| 4 | Tran Ngoc Tuan | Member of BOD |  |  |  |
| 5 | Nguyen Duc Quang | Member of BOD |  |  |  |
| 6 | Vuong Thi Anh Duyen | Chief Accountant |  |  |  |
| 7 | Duong Lan Phuong | Chief of SB | 4,500 | 4,500 |  |
| 8 | Tran Thi Kim Ngan | Member of SB | 248 | 248 |  |
| 9 | Hoang Van Quang | Member of SB | 10,000 | 10,000 |  |

1. Shares transaction

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Full 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 | Rate | Shares | Rate |
| 1 | Duong Duc Hoa | Chair of BOD | 1,491 | 0.002 | 3,001,491 | 4.97 | Buy |
| 2 | Tran Thi Anh Nguyet | Member of BOD | 268,669 | 0.45 | 18.669 | 0.03 | Transfer |
| 3 | Mineral Ferrous Metallergy JSC | Principal shareholder | 10,124,300 | 16.78 | 124,300 | 0.2 | No longer principal shareholder |
| 4 | VSM Securities Joint Stock Company | Principal shareholder | 10,000,000 | 16.58 | 0 | 0 | No longer principal shareholder |

1. **Other notices**