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

**CORPORATE GOVERNANCE**

**(2015)**

Company: Phuong Dong Petroleum Tourism Joint Stock Company

Address: 218, Le Duan Street, Truong Thi Ward, Vinh City, Nghe An

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Charter capital: VND 150 billion

Stock code: PDC

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Nguyen The Hoang | Chairman | 4/8 |  | Elected on 27/06/2015 |
| 2 | Nguyen Thi Mai Huong | Member | 8/8 |  |  |
| 3 | Le Thanh Than | Member | 3/8 |  | Elected on 26/06/2015 |
| 4 | Le Thi Hoang Yen | Member | 3/8 |  | Elected on 27/06/2015 |
| 5 | Tran Hoai Duc | Member | 8/8 |  |  |
| 6 | Tran Hai Nam | Member | 7/8 |  | Business trip |

**II. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution / Decision No. | Date | Content |
| 1 | 04/NQ - HDQT | 28/02/2015 | Amend and supplement Regulations on salary payment  Approve the 2014 salary unit price |
| 2 | 07/NQ - HDQT | 16/03/2015 | Liquidate old cars and purchase new cars to support the business operation |
| 3 | 11/NQ - HDQT | 09/05/2015 | Hold the 2015 Annual General Meeting of Shareholders |
| 4 | 14/NQ - HDQT | 13/05/2015 | Approve the 2015 business plan |
| 5 | 16/NQ - HDQT | 26/06/2015 | Personnel change in Board of Directors |
| 6 | 22/NQ - HDQT | 27/06/2015 | Personnel change in Board of Directors |
| 7 | 24/NQ - HDQT | 27/06/2015 | Personnel change in Board of Directors |
| 8 | 26/NQ - HDQT | 27/06/2015 | Dismiss Mr. Tran Dinh Phuc from Manager cum the legal representative of the Company and appoint him as Deputy Manager of the Company |
| 9 | 27/NQ - HDQT | 27/06/2015 | Appoint Mr. Tran Dinh Tuyet as Manager cum cum the legal representative of the Company |
| 10 | 33/NQ – HDQT | 27/06/2015 | Dismiss Mr. Tran Dinh Tuyuet from Manager/ Legal representative of the Company |
| 11 | 34/NQ – HDQT | 31/08/2015 | Assign Deputy Manager to be legal representative of Phuong Dong Petroleum Tourism Joint Stock Company |
| 12 | 39/NQ – HDQT | 16/11/2015 | Change the Chair of Board of Directors of Phuong Dong Petroleum Tourism Joint Stock Company |
|  |  |  |  |

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of connected persons/institutions | Trading account (if any) | Position of PDMR at the company (if any) | Date to become connected persons/ institutions | Date no longer connected persons/ institutions | Reasons |
| 1 | Pho Thien Son |  | Member of BOD |  | 26/06/2015 | Dismissed |
| 2 | Nguyen Thuong Huyen |  | Member of BOD |  | 27/06/2015 | Dismissed |
| 3 | Tran Dinh Phuc |  | Member of BOD |  | 27/06/2015 | Dismissed |
| 4 | Le Thanh Than |  | Member of BOD | 26/06/2015 |  | Elected |
| 5 | Nguyen The Hoang |  | Member of BOD | 27/06/2015 |  | Elected |
| 6 | Le Thi Hoang Yen |  | Member of BOD | 27/06/2015 |  | Elected |

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name | Trading account | 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 | Nguyen The Hoang |  | Chair of BOD | 0 | 0 |  |
|  | Ocean Joint Stock Company Commercial Bank |  |  | 1,630,600 | 10.87% |  |
| 2 | Nguyen Thi Mai Huong |  | Member of BOD | 0 | 0 |  |
| 3 | Le Thanh Than |  | Member of BOD | 3,000,000 | 20% |  |
|  | Le Thi Hoang Yen |  |  | 1,155,900 | 8% |  |
|  | Le Hai An |  |  | 7,428,756 | 49.52% |  |
| 4 | Le Thi Hoang Yen |  | Member of BOD | 1,155,900 | 8% |  |
| 5 | Tran Hoai Duc |  | Member of BOD | 2,900 | 0.019% |  |
| 6 | Tran Hai Nam |  | Member of BOD | 0 | 0 |  |
|  | Saigon Beer-Alcohol-Beverage Joint Stock Corporation |  |  | 1,470,000 | 9.8% |  |
| 7 | Le Thi Thu Huong |  | Chief of Supervisory Board | 1,900 | 0.012% |  |
|  | Nguyen Nguyen Tai |  |  | 2,900 | 0.019% |  |
| 8 | Le Khanh Vinh |  | Member of Supervisory Board | 0 | 0 |  |
| 9 | Nguyen Thi Thuy Nga |  | Member of Supervisory Board | 600 | 0.004% |  |
| 10 | Tran Dinh Phuc |  | Deputy Manager | 600 | 0.004% |  |
|  | Vu Quynh Nga |  |  | 300 | 0.002% |  |
| 11 | Thai Hong Nha |  | Deputy Manager | 0 | 0 |  |
| 12 | Truong Thi Thu Huyen |  | Deputy Manager | 600 | 0.04% |  |
| 13 | Le Thi Hong Gam |  | Deputy Chief of Accounting and Finance Department | 1,000 | 0.006% |  |
| 14 | Kim Thi Lien Quy |  | Information Disclosure Officer | 0 | 0 |  |

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 | Ocean Hospitality and Service JSC |  | 7,428,756 | 50% | 0 | 0% | Sell |

3. Other transactions: None

**V. Other issue: None**