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

**CORPORATE GOVERNANCE**

**(2015)**

Company: Viet – Duc Welding Electrode Joint Stock Company

Address: Quan Ganh Street, Nhi Khe Ward, Thuong Tin District, Hanoi

Tel.: Fax:

Email:

Charter capital: VND 42,499,010,000

Stock code: QHD

**I. BOD Activities (2015)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Ngo Ba Viet | Chairman | 04 | 100% |  |
| 2 | Mr. Bui Hong Son | Member | 04 | 100% |  |
| 3 | Mr. Pham Van Tu | Member | 04 | 100% |  |
| 4 | Mr. Nguyen Thanh Khan | Member | 04 | 100% |  |
| 5 | Mr. Nguyen Quoc Thanh | Member | 04 | 100% |  |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board Resolution No.** | **Date** | **Contents** |
| 1 | 01/NQ-DHDCD | 11/05/2015 | - Approve the business result of 2014 and the business plan of 2015  - Approve the profit distribution and dividend payment plan  - Authorize Board of Directors to pay dividend of 2015 in advance based on the actual business result  - Approve selecting AASC Auditing Firm to be the audit unit for financial year 2015  - Allow the chair of Board of Directors to hold the concurrent position of CEO  - Approve extracting bonus fund  - Approve dismissing the head of Supervisory Board and electing Mr. Do Duc Le as replacing member of Supervisory Board |
| 2 | 386/NQ-HDQT | 30/11/2015 | Appoint Mr. Pham Van Tu to be Manager from 01/12/2015 |
| 3 | 388/NQ-HDQT | 30/11/2015 | Dividend payment in advance of 2015: 25% |

**III. Change in connected 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** |
|  |  |  |  |  |  |  |

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name | Trading Account (If any) | 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 Ba Viet |  | Chair of BOD cum Manager | 754,430 | 17.75% |  |
| 2 | Ngo Duy Dong |  | Deputy Chief of Business Department | 8,404 | 0.19% |  |
| 3 | Ngo Thi Loi |  |  | 8,479 | 0.199% |  |
| 4 | Bui Hong Son |  | Member of BOD cum Deputy Manager | 26,344 | 0.67% |  |
| 5 | Nguyen Thanh Khan |  | Member of BOD cum Deputy Manager | 15,599 | 0.37% |  |
| 6 | Pham Thi Vinh |  |  | 7,883 | 0.18% |  |
| 7 | Nguyen Thanh Can |  |  | 1,499 | 0.03% |  |
| 8 | Nguyen Quoc Thanh |  | Member of BOD cum Chief of Engineering Department | 3,979 | 0.09% |  |
| 9 | Pham Van Tu |  | Member of BOD | 317,363 | 7.475% |  |
| 10 | Tran Thi Kim Trang |  |  | 192,299 | 4.52% |  |
| 12 | Pham Minh Huong |  |  | 192,299 | 4.52% |  |
| 13 | Hoang Xuan Thanh |  | Chief of Economic and Finance Department | 21,598 | 0.5% |  |
| 14 | Nguyen Thi Quy |  |  | 8,999 | 0.21% |  |
| 15 | Le Manh Hung |  | Head of Supervisory Board | 14,390 | 0.33% |  |
| 16 | Thai Thi Hong Loan |  |  | 6,996 | 0.16% |  |
| 17 | Do Duc Le |  | Member of Supervisory Board | 5,379 | 0.12% |  |

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 |
|  |  |  |  |  |  |  |  |

3. Other transactions:

**V. Other issues:** None