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

**CORPORATE GOVERNANCE**

**(2015)**

Company: Sai Son Cement Joint Stock Company

Address: Sai Son Commune – Quoc Oai District – Hanoi City

Tel.: 0433 679 378 Fax: 0433 679 379

Email: [tchcth@gmail.com](mailto:tchcth@gmail.com)

Charter capital: VND 195,160,000,000

Stock code: SCJ

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Nguyen Van Bong | Chair of BOD cum Manager | 07 | 100% |  |
| 2 | Phung Minh Tuan | Vice Chair of BOD | 07 | 100% |  |
| 3 | Nguyen Huu Hung | Member of BOD | 07 | 100% |  |
| 4 | Nguyen Chi Long | Member of BOD | 07 | 100% |  |
| 5 | Vuong Van Long | Member of BOD | 07 | 100% |  |

**II. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution / Decision No. | Date | Content |
| 1 | 01/QD-HDQT | 02/01/2015 | Approve the business plan of 2015 |
| 2 | 35/QD-HDQT | 30/01/2015 | Bonus for management staff |
| 3 | 69/NQ-HDQT | 09/03/2015 | Convene the 2015 Annual General Meeting of Shareholders |
| 4 | 85/QD-HDQT | 25/03/2015 | Purchase the coal weighing machine |
| 5 | 86/QD-HDQT | 25/03/2015 | Send employees to work |
| 6 | 154/2015/NQ-HDQT | 26/05/2015 | Change the information disclosure officer |
| 7 | 220/NQ-HDQT | 31/07/2015 | Transfer Manager of a Nam Son Cement Factory and approve the record date for the dividend payment of 2014 |
| 8 | 221/QD-HDQT | 31/07/2015 | Dismiss Manager of Nam Son Cement Factory |
| 9 | 290/NQ-HDQT | 28/10/2015 | Approve the ideal on producing cement |
| 10 | 340/QD-HDQT | 11/12/2015 | Dismiss project management board |
| 11 | 342/QD-HDQT | 11/12/2015 | Bonus for Executive Board of 2014 |
| 12 | 343/QD-HDQT | 11/12/2015 | Purchase shares of Sai Son II Construction and Cement Joint Stock Company  Sell land assets |
| 13 | 367/QD-HDQT | 25/12/2015 | Appoint and recruit management staff |
| 14 | 368/QD-HDQT | 25/12/2015 | Appoint and recruit management staff |
| 15 | 369/NQ-HDQT | 25/12/2015 | Change the key staff  Decide the price of land assets |
| 16 | 370/NQ-HDQT | 25/12/2015 | Send staff to Sai Son II Construction and Cement Joint Stock Company |
| 17 | 377/QD-HDQT | 29/12/2015 | Dismiss Deputy Manager of the 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 | Gia Phuc Phu Co., Ltd. |  |  | 03/08/2015 |  |  |

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name | Position of PDMR at the company (if any) | Trading account | Shareholding at the end of the term | Shareholding percentage at the end of the term | Note |
| 1 | Nguyen Van Bong | Chair of BOD cum Manager |  |  | 0.000% |  |
| 2 | Nguyen Thi Hoai Nhung |  |  |  | 0.000% |  |
| 3 | Nguyen Thi Thu Trang |  |  |  | 0.000% |  |
| 4 | Nguyen Thi Minh Nguyet |  |  |  | 0.000% |  |
| 5 | Nguyen Van Kieu |  |  |  | 0.000% |  |
| 6 | Dao Thi Thi Cat |  |  |  | 0.000% |  |
| 7 | Nguyen Thi Loc |  |  |  | 0.000% |  |
| 8 | Nguyen Van Tho |  |  | 906 | 0.005% |  |
| 9 | Vuong Van Long | Member of BOD cum General Manager |  |  | 0.000% |  |
| 10 | Doan Thi Huong |  |  |  | 0.000% |  |
| 11 | Vuong Thi Bich Ngoc |  |  |  | 0.000% |  |
| 12 | Vuong Quoc Quan |  |  |  | 0.000% |  |
| 13 | Vuong Thi Ngoc Lan |  |  |  | 0.000% |  |
| 14 | Vuong Thi Tuyet |  |  |  | 0.000% |  |
| 15 | Nguyen Chi Long | Member of BOD |  |  | 0.000% |  |
| 16 | Nguyen Thi Kim Thuy |  |  |  | 0.000% |  |
| 17 | Nguyen Tu Anh |  |  |  | 0.000% |  |
| 18 | Nguyen Thi Lan Anh |  |  |  | 0.000% |  |
| 19 | Nguyen Thi Thao |  |  |  | 0.000% |  |
| 20 | Nguyen Chi Khue |  |  |  | 0.000% |  |
| 21 | Nguyen Chi Ly |  |  |  | 0.000% |  |
| 22 | Nguyen Thi Nham |  |  |  | 0.000% |  |
| 23 | Phung Minh Tuan | Vice chair of BOD cum General Manager |  |  | 0.000% |  |
| 24 | Nguyen Thi Thu Ha |  |  |  | 0.000% |  |
| 25 | Phung Ha Minh Chau |  |  |  | 0.000% |  |
| 26 | Phung Van Nhan |  |  |  | 0.000% |  |
| 27 | Phung Duc Chat |  |  |  | 0.000% |  |
| 28 | Phung Thi Lan |  |  |  | 0.000% |  |
| 29 | Phung Duc Nguyen |  |  |  | 0.000% |  |
| 30 | Phung Thi Quyen |  |  |  | 0.000% |  |
| 31 | Phung Thi Hue |  |  |  | 0.000% |  |
| 32 | Phung Thi Khanh |  |  |  | 0.000% |  |
| 33 | Nguyen Huu Hung | Member of BOD |  | 800 | 0.004% |  |
| 34 | Trieu Thi Hong Nhung |  |  |  | 0.000% |  |
| 35 | Nguyen Huu Phu |  |  |  | 0.000% |  |
| 36 | Nguyen Huu Dang |  |  |  | 0.000% |  |
| 37 | Nguyen Huu Khang |  |  |  | 0.000% |  |
| 38 | Le Thi Thanh |  |  |  | 0.000% |  |
| 39 | Nguyen Thi Huong |  |  |  | 0.000% |  |
| 40 | Do Phu Hung | Head of Supervisory Board |  |  | 0.000% |  |
| 41 | Nguyen Thi Kim Cuong |  |  |  | 0.000% |  |
| 42 | Do Phu Huong |  |  |  | 0.000% |  |
| 43 | Do Tuan Anh |  |  |  | 0.000% |  |
| 44 | Do Thi Dung |  |  |  | 0.000% |  |
| 45 | Do Phu Hai |  |  |  | 0.000% |  |
| 46 | Do Thi Vinh |  |  |  | 0.000% |  |
| 47 | Do Thi Hoa |  |  |  | 0.000% |  |
| 48 | Do Thi Hue |  |  |  | 0.000% |  |
| 49 | Bui Van Hong | Member of Supervisory Board |  |  | 0.000% |  |
| 50 | Tran Thi Thuy Duong |  |  |  | 0.000% |  |
| 51 | Bui Thi Ha Phuong |  |  |  | 0.000% |  |
| 52 | Bui Thanh Thanh Chuc |  |  |  | 0.000% |  |
| 53 | Bui Van Thin |  |  |  | 0.000% |  |
| 54 | Pham Thi Sim |  |  |  | 0.000% |  |
| 55 | Bui Minh Thai |  |  |  | 0.000% |  |
| 56 | Do Khac Thuong | Member of Supervisory Board |  |  | 0.000% |  |
| 57 | Ngo Thi Phuong Anh |  |  |  | 0.000% |  |
| 58 | Do Manh Cuong |  |  |  | 0.000% |  |
| 59 | Do Manh Hung |  |  |  | 0.000% |  |
| 60 | Phan Thi Loan |  |  |  | 0.000% |  |
| 61 | Do Khac Duong |  |  |  | 0.000% |  |
| 62 | Do Khac Vuong |  |  |  | 0.000% |  |
| 63 | Do Khac Luong |  |  |  | 0.000% |  |
| 64 | Do Thi Phuong |  |  |  | 0.000% |  |
| 65 | Do Thi Hong |  |  |  | 0.000% |  |
| 66 | Do Thi Hai |  |  |  | 0.000% |  |
| 67 | Do Thi Nga |  |  |  | 0.000% |  |
| 68 | Phan Quynh Anh | Chief Accountant |  | 1,000 | 0.005% |  |
| 69 | Phan Viet Tuan |  |  |  | 0.000% |  |
| 70 | Phan Quynh Chi |  |  |  | 0.000% |  |
| 71 | Phan Duy At |  |  |  | 0.000% |  |
| 72 | Nguyen Thi Buoi |  |  |  | 0.000% |  |

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 |  |  |  |  |  |  |  |
| 2 |  |  |  |  |  |  |  |
| 3 |  |  |  |  |  |  |  |

3. Other transactions: None

**V. Other issues: None**