**SJ1: Corporate Governance Report (2015)**

**CORPORATE GOVERNANCE**

**(2015)**

Company: Hung Hau Agricultural Corporation

Address: 1004A, Au Co Street, Phu Trung Ward, Tan Phu District, HCM City

Tel.: 083 974 1135 – 083 974 1136

Fax: 083 974 1280

Email:

Charter capital: VND 6977,451,840,000

Stock code: SJ1

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Tran Van Hau | Chairman | 05/05 | 100% |  |
| 2 | Nguyen Thi Thanh Tam | Vice chairman | 03/05 | 60% | Elected on 18/04/2015 |
| 3 | Ngo Duc Dung | Member | 05/05 | 100% |  |
| 4 | Tran Duc Dung | Member | 04/05 | 100% |  |
| 5 | Ton That Dien Khoa | Member | 05/05 | 100% |  |
| 6 | Dinh Thi Bich Ha | Member | 05/05 | 100% |  |
| 7 | Tu Thanh Phung | Member | 05/05 | 100% |  |
| 8 | Nguyen Tan Binh | Member | 0/05 | 0% | Dismissed on 18/04/2015 |

**II. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution / Decision No. | Date | Content |
| 1 | 01/QD – HDQT | 15 Jan 2015 | - Appoint Mr. Ngo Van The as Outstanding Deputy General Manager |
| 2 | 01/NQ – HDQT | 27 Mar 2015 | - Approve holding the 2015 Annual General Meeting of Shareholders  - Approve electing supplementary members of Board of Directors and Supervisory Board |
| 3 | 01/NQ - DHDCD | 18 Apr 2015 | General Mandate:  - Approve the report of Management Board on the 2014 business result and the 2015 business plan  - Approve the 2014 operational report of Supervisory Board  - Approve the 2014 audited financial statement  - Approve the 2014 profit distribution and the fund extraction  - Approve the 2014 dividend payment  - Approve the 2015 remuneration of Board of Directors, Supervisory Board and Secretary  - Approve selecting the audit unit for financial year 2015  - Approve the merger plan  - Approve the plan of changing the name of the Company  - Approve the plan of issuing shares or bonds to strategic investors  - Approve electing 07 members of Board of Directors in the new term of 2015 – 2020  - Approve electing 03 members of Supervisory Board in the new term of 2015 – 2020 |
| 4 | 03/NQ – HDQT | 17 Jun 2015 | Approve the detailed plan of issuing shares for the 2014 dividend payment |
| 5 | 04/NQ – HDQT | 17 Jun 2015 | - Issue the regulations on offering preferred shares to the key management staff |
| 6 | 03/QD-HDQT | 20 Oct 2015 | - Appoint Mr. Vo Minh Khang to be Vice Chairman |

**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 | Nguyen Thi Thanh Tam |  | Vice chair of BOD | 18/04/2015 |  | Elected |
| 2 | Nguyen Tan Binh |  | Member of BOD | 28/04/2015 | 18/04/2015 | Dismissed |
| 3 | Huynh Minh Tam |  | Member of Supervisory Board | 18/04/2015 |  | Elected |
| 4 | Dinh Thi Bao Yen |  | Member of Supervisory Board | 18/04/2015 |  | Elected |
| 5 | Ngo Van The |  | Outstanding Deputy General Manager | 15/01/2015 |  | 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** | **TRAN VAN HAU** |  | **Chairman** | **68,918** | **0.89%** |  |
|  | DINH THI BICH CHAU |  |  | 0 | 0% |  |
|  | TRAN NGOC HAO |  |  | 0 | 0% |  |
|  | TRAN VAN HUNG |  |  | 0 | 0% |  |
|  | NGUYEN THI Y |  |  | 0 | 0% |  |
|  | TRAN VAN HAI |  |  | 0 | 0% |  |
|  | TRAN VAN HAN |  |  | 0 | 0% |  |
|  | HUNG HAU DEVELOPMENT JSC |  |  | 1,729,125 | 22.33% |  |
| **2** | **NGUYEN THI THANH TAM** |  | **Vice Chairman** | **250,980** | **3.24%** |  |
|  | NGUYEN VAN HUU |  |  | 0 | 0% |  |
|  | NGUYEN THI THANH THAO |  |  | 0 | 0% |  |
|  | NGUYEN THI THANH TRANG |  |  | 0 | 0% |  |
|  | NGUYEN THI THANH NHUNG |  |  | 24,262 | 0.31% |  |
|  | NGUYEN THANH NGHI |  |  | 0 | 0% |  |
| **3** | **NGO DUC DUNG** |  | **Director** | **196,860** | **2.54%** |  |
|  | VU THI BAN |  |  | 0 | 0% |  |
|  | NGO DUC KHOA |  |  | 0 | 0% |  |
|  | NGO DUC THOAI |  |  | 0 | 0% |  |
|  | NGO VAN AN |  |  | 0 | 0% |  |
|  | BUI THI CHU |  |  | 0 | 0% |  |
|  | NGO THI TOAN |  |  | 0 | 0% |  |
|  | VIETNAM TS CORPORATION – JOINT STOCK COMPANY |  |  | 1,311,750 | 16.94% |  |
| **4** | **TRAN DUC DUNG** |  | **Director** | 0 | 0% |  |
|  | HO PHUONG THAO |  |  | 0 | 0% |  |
|  | TRAN PHUONG MINH |  |  | 0 | 0% |  |
|  | TRAN PHUONG DUY |  |  | 0 | 0% |  |
| **5** | **DINH THI BICH HA** |  | **Director - Deputy General Manager** | **289,040** | **3.73%** |  |
|  | DINH THI SON |  |  | 0 | 0% |  |
|  | DINH HA VY |  |  | 0 | 0% |  |
|  | DINH CONG DUY |  |  | 0 | 0% |  |
|  | DINH THI ANH HONG |  |  | 0 | 0% |  |
|  | DINH THI THU THUY |  |  | 0 | 0% |  |
|  | DINH ANH VU |  |  | 0 | 0% |  |
|  | DINH THI NGOC BANG |  |  | 0 | 0% |  |
|  | DINH CONG DUY |  |  | 0 | 0% |  |
|  | DINH HAI HO |  |  | 0 | 0% |  |
|  | DINH CONG VIEN PHUONG |  |  | 0 | 0% |  |
|  | DINH THI BICH CHAU |  |  | 0 | 0% |  |
| **6** | **TON THAT DIEN KHOA** |  | **Director** | 0 | 0% |  |
|  | TON THAT NGOAN |  |  | 0 | 0% |  |
|  | PHAM THI DIEN |  |  | 0 | 0% |  |
|  | TON NU KHOA BAO |  |  | 0 | 0% |  |
|  | PHUNG NGOC BICH VAN |  |  | 0 | 0% |  |
|  | TON NU NGOC NGA |  |  | 0 | 0% |  |
| **7** | **NGUYEN TAN BINH** |  | **Director** | 0 | 0% |  |
|  | NGUYEN NGU |  |  | 0 | 0% |  |
|  | NGUYEN THI SAU |  |  | 0 | 0% |  |
|  | TRAN THI MY DUNG |  |  | 0 | 0% |  |
|  | NGUYEN THI MINH HA |  |  | 0 | 0% |  |
|  | NGUYEN THI SONG HA |  |  | 0 | 0% |  |
|  | NGUYEN THI HONG |  |  | 0 | 0% |  |
|  | NGUYEN TAN PHAT |  |  | 0 | 0% |  |
|  | NGUYEN TAN THANH |  |  | 0 | 0% |  |
|  | NGUYEN TAN KHANH |  |  | 0 | 0% |  |
|  | NGUYEN THI HOA |  |  | 0 | 0% |  |
| **8** | **TU THANH PHUNG** |  | **Director - General Manager - Information Disclosure officer** | **20,000** | **0.26%** |  |
|  | VO THI THUY TRANG |  |  | 0 | 0% |  |
|  | LAM THI HUYNH |  |  | 0 | 0% |  |
|  | TU THANH LOAN |  |  | 0 | 0% |  |
|  | TU THANH VU |  |  | 0 | 0% |  |
|  | TU THANH HUYEN |  |  | 0 | 0% |  |
| **9** | **HUYNH THANH** |  | **Chief of Supervisory Board** | 0 | 0% |  |
|  | VO VAN THANH |  |  | 0 | 0% |  |
|  | VO THANH NGOC |  |  | 0 | 0% |  |
|  | HUYNH VAN DO |  |  | 0 | 0% |  |
|  | VO THI SONG HUONG |  |  | 0 | 0% |  |
|  | HUYNH TRANG |  |  | 0 | 0% |  |
|  | HUYNH NHUNG |  |  | 0 | 0% |  |
| **10** | **HUYNH MINH TAM** |  | **Member of Supervisory Board** | 0 | 0% |  |
|  | NGUYEN THI HANH KIEU |  |  | 0 | 0% |  |
|  | HUYNH TUYET MINH |  |  | 0 | 0% |  |
|  | HUYNH VAN HAI |  |  | 0 | 0% |  |
|  | TRAN THI THANH MAI |  |  | 0 | 0% |  |
|  | HUYNH MINH THIEN |  |  | 0 | 0% |  |
|  | HUYNH ANH |  |  | 0 | 0% |  |
| **11** | **DINH THI BAO YEN** |  | **Member of Supervisory Board** | 0 | 0% |  |
|  | DINH XUAN LONG |  |  | 0 | 0% |  |
|  | NGUYEN THI HUONG |  |  | 0 | 0% |  |
|  | DINH SON HUNG |  |  | 0 | 0% |  |
|  | DINH THI NGOC OANH |  |  | 0 | 0% |  |
|  | DINH SON HUY |  |  | 0 | 0% |  |
| **12** | **TO THI KIM THINH** |  | **Deputy General Manager** | **16,412** | **0.21%** |  |
|  | TO THI TRANG |  |  | 0 | 0% |  |
|  | TO THI THAM |  |  | 0 | 0% |  |
| **13** | **NGO VAN THE** |  | **Deputy General Manager** | 0 | 0% |  |
|  | BUI THI HANH |  |  | 0 | 0% |  |
|  | NGO HOANG LAN |  |  | 0 | 0% |  |
|  | NGUYEN THI OANH |  |  | 0 | 0% |  |
|  | NGO VAN CHIA |  |  | 0 | 0% |  |
|  | NGO THI TRUC LY |  |  | 0 | 0% |  |
|  | NGO THI TRUC MAI |  |  | 0 | 0% |  |
| **14** | **VO MINH KHANG** |  | **Deputy General Manager** | **2,397** | **0.03%** |  |
|  | NGUYEN THI KIEU THU |  |  | 0 | 0% |  |
|  | VO BAO TRAN |  |  | 0 | 0% |  |
|  | VO MINH LUAN |  |  | 0 | 0% |  |
|  | VO MINH TRUNG |  |  | 0 | 0% |  |
|  | VO MINH QUAN |  |  | 0 | 0% |  |
|  | NGUYEN THI KIM ANH |  |  | 0 | 0% |  |
| **15** | **DU THIEN MINH TRANG** |  | **Chief Accountant** | **344,977** | **4.45%** |  |
|  | DU THIEN HIEN |  |  | 0 | 0% |  |
|  | DO THI DIEP |  |  | 0 | 0% |  |
|  | DU TRIEU PHONG |  |  | 0 | 0% |  |
|  | DU THIEN MINH CHAU |  |  | 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 |  |  |  |  |  |  |  |
| 2 |  |  |  |  |  |  |  |
| 3 |  |  |  |  |  |  |  |

3. Other transactions: None

**V. Other contents: None**