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

**CORPORATE GOVERNANCE**

**(2015)**

Company: Song Da No. 11 Joint Stock Company

 Address: 7th floor, Song Da Ha Dong Building, Km10, Tran Phu Street, Van Quang Ward, Ha Dong District, Hanoi City

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 Listed volume: 11,553,105,000

 Stock code: SJE

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Nguyen Van Son | Chairman | 4 | 100% | None |
| 2 | Tran Van Ngu | Vice chairman | 4 | 100% | None |
| 3 | Le Van Tuan | Member  | 4 | 100% | None |
| 4 | Pham Viet Cuong | Member  | 4 | 100% | None |
| 5 | Duong Hoai Nam | Member  | 4 | 100% | None |
| 6 | Nguyen Thi Tuyet Trinh | Chief of Supervisory Board | 4 | 100% | None |

**II. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution / Decision No. | Date | Content |
| 1 | 01/2015/NQ – SD11 - HDQT | 14/01/2015 | Send the capital representative to Bat Dai Son Hydropower JSC |
| 2 | 02/2015/NQ – SD11 - HDQT | 14/01/2015 | Pay the 2014 dividend for the first time in cash |
| 3 | 03/2015/NQ – SD11 - HDQT | 14/01/2015 | Pay the 13th month salary of 2014 |
| 4 | 04/2015/NQ – SD11 - HDQT | 21/01/2015 | Approve the construction of the Pho Noi 500kv substation (the package 3.3) |
| 5 | 05/2015/NQ – SD11 - HDQT | 02/02/2015 | Approve acquiring the capital which EVN Finance contributed to Bat Dai Son Hydropower JSC |
| 6 | 06/2015/NQ – SD11 - HDQT | 06/02/2015 | Approve acquiring the capital which EVN Finance contributed to Bat Dai Son Hydropower JSC |
| 7 | 07/2015/NQ – SD11 - HDQT | 09/02/2015 | Approve the construction of 220 kV transmission line |
| 8 | 08/2015/NQ – SD11 - HDQT | 09/02/2015 | Approve the production cost of the Pho Noi 500 kV substation |
| 9 | 09/2015/NQ – SD11 - HDQT | 09/02/2015 | The regular meeting of quarter 1.2015 |
| 10 | 10/2015/NQ – SD11 - HDQT | 09/02/2015 | Approve the competitive bid |
| 11 | 11/2015/NQ – SD11 - HDQT | 13/02/2015 | Bonus for employees  |
| 12 | 12/2015/NQ – SD11 - HDQT | 04/03/2015 | Approve the production cost of the 200 kV transmission line |
| 13 | 13/2015/NQ – SD11 - HDQT | 05/03/2015 | Approve the 2015 capacity enhancing plan |
| 14 | 14/2015/NQ – SD11 - HDQT | 18/03/2015 | Approve the plan on dividing a package |
| 15 | 15/2015/NQ – SD11 - HDQT | 30/03/2015 | Approve the competitive bid for total station machine |
| 16 | 16/2015/NQ – SD11 - HDQT | 31/03/2015 | Approve the business organization plan |
| 17 | 17/2015/NQ – SD11 - HDQT | 02/04/2015 | Establish the risk control department |
| 18 | 18/2015/NQ – SD11 - HDQT | 15/04/2015 | The record date for attending the 2015 Annual General Meeting of Shareholders |
| 19 | 19/2015/NQ – SD11 - HDQT | 15/04/2015 | Send the capital representative to Tobuong Hydropower JSC |
| 20 | 20/2015/NQ – SD11 - HDQT | 15/04/2015 | Establish a drilling team |
| 21 | 21/2015/NQ – SD11 - HDQT | 15/04/2015 | Approve the construction cost of the Bac Lieu 110kV substation |
| 22 | 22/2015/NQ – SD11 - HDQT | 15/04/2015 | Approve the construction cost of a project |
| 23 | 23/2015/NQ – SD11 - HDQT | 15/04/2015 | Approve the construction cost of a project |
| 24 | 24/2015/NQ – SD11 - HDQT | 16/04/2015 | Increase the charter capital of Song Da 11 – Thang Long One Member Company Limited |
| 25 | 25/2015/NQ – SD11 - HDQT | 16/04/2015 | Approve the financial advisory contract |
| 26 | 26/2015/NQ – SD11 - HDQT | 22/04/2015 | Terminate the operation of Vinh Thanh – Phu Thanh project management board |
| 27 | 27/2015/NQ – SD11 - HDQT | 22/04/2015 | Approve the result of competitive bid for a bidding package |
| 28 | 28/2015/NQ – SD11 - HDQT | 06/05/2015 | Approve the proposal dosser for the procurement of air compressor and drilling machine |
| 29 | 29/2015/NQ – SD11 - HDQT | 11/05/2015 | Approve the contents in the contract between the Company and Hyundai Company |
| 30 | 30/2015/NQ – SD11 - HDQT | 12/05/2015 | Approve the 2014 business result, the 2014 profit distribution, the 2015 business and investment plan of Song Da 11 – Thang Long One Member Company Limited |
| 31 | 31/2015/NQ – SD11 - HDQT | 18/05/2015 | Approve convening the 2015 Annual General Meeting of Shareholders |
| 32 | 32/2015/NQ – SD11 - HDQT | 21/05/2015 | Appoint Chief Accountant |
| 33 | 33/2015/NQ – SD11 - HDQT | 21/05/2015 | The regular meeting of quarter 2.2015 |
| 34 | 34/2015/NQ – SD11 - HDQT | 01/06/2015 | Approve the production cost of a project |
| 35 | 35/2015/NQ – SD11 - HDQT | 01/06/2015 | Approve the production cost of a project |
| 36 | 36/2015/NQ – SD11 - HDQT | 01/06/2015 | Approve the production cost of a project |
| 37 | 37/2015/NQ – SD11 - HDQT | 01/06/2015 | Approve the credit contract and the credit limit guarantee contract between Song Da 11 – Thang Long Company Limited and the Quang Trung branch of VIETINBANK |
| 38 | 38/2015/NQ – SD11 - HDQT | 01/06/2015 | Approve cancelling the tender for the bidding package 1A |
| 39 | 39/2015/NQ – SD11 - HDQT | 01/06/2015 | Approve the result of the competitive bid for the procurement of air compressor and drilling machine |
| 40 | 40/2015/NQ – SD11 - HDQT | 02/06/2015 | Approve the 2015 estimated administrative cost |
| 41 | 41/2015/NQ – SD11 - HDQT | 03/06/2015 | Approve acquiring the capital that Thang Long Industry Construction Trading Joint Stock Company contributed to Bat Dai Son Hydropower JSC |
| 42 | 42/2015/NQ – SD11 - HDQT | 08/06/2015 | Approve acquiring the capital that Thang Long Industry Construction Trading Joint Stock Company contributed to Bat Dai Son Hydropower JSC |
| 43 | 43/2015/NQ – SD11 - HDQT | 09/06/2015 | Approve acquiring the capital that PV Power contributed to Bat Dai Son Hydropower JSC |
| 44 | 44/2015/NQ – SD11 - HDQT | 10/06/2015 | Approve the estimated construction cost of Dong Nai 5 Hydropower Project |
| 45 | 45/2015/NQ – SD11 - HDQT | 10/06/2015 | Approve the estimated construction cost of Da Nang – Quang Ngai Project |
| 46 | 46/2015/NQ – SD11 - HDQT | 12/06/2015 | Send employees to work in China |
| 47 | 47/2015/NQ – SD11 - HDQT | 12/06/2015 | Pay the 2014 remaining dividend in cash |
| 48 | 48/2015/NQ – SD11 - HDQT | 12/06/2015 | Approve the report of the capital representative in Bat Dai Son Hydropower JSC |
| 49 | 49/2015/NQ – SD11 - HDQT | 12/06/2015 | Approve the contract on the wire tractor |
| 50 | 50/2015/NQ – SD11 - HDQT | 22/06/2015 | Approve selecting the audit unit for financial year 2014 |
| 51 | 51/2015/NQ – SD11 - HDQT | 25/06/2015 | The 2014 bonus for the management staff |
| 52 | 52/2015/NQ – SD11 - HDQT | 30/06/2015 | Approve the mid-term credit limit contract between Song Da 11 Thang Long One Member Company Limited and the Quang Trung branch of VIETINBANK |
| 53 | 53/2015/NQ – SD11 - HDQT | 30/06/2015 | Approve the mid-term credit limit contract between Song Da 11 Thang Long One Member Company Limited and the Ha Tay branch of VIETINBANK |
| 54 | 54/2015/NQ – SD11 - HDQT | 30/06/2015 | Approve selecting contractors for the XEKAMAN 1 230kV transmission line project |
| 55 | 55/2015/NQ – SD11 - HDQT | 30/06/2015 | Approve the mid-term credit limit contract between Song Da 11 Thang Long One Member Company Limited and the Ha Tay branch of VIETINBANK |
| 56 | 56/2015/NQ – SD11 – HDQT | 02/07/2015 | Approve the bidding result of the bidding package for supplying fiber, wires and components to To Buong 110kV line |
| 57 | 57/2015/NQ – SD11 – HDQT | 02/07/2015 | Approve several contents of bidding package No. 3 |
| 58 | 58/2015/NQ – SD11 – HDQT | 14/07/2015 | Approve Song Da 11 Thang Long One Member Co., Ltd. to sign limiting credit contract and limiting warranty contract in 2015 with Agribank – Lang Ha Branch |
| 59 | 59/2015/NQ – SD11 – HDQT | 21/07/2015 | Approve the plan on constructing bidding package No. 6 |
| 60 | 60/2015/NQ – SD11 – HDQT | 28/07/2015 | Approve the settlement for NCNL project of 2014 |
| 61 | 61/2015/NQ – SD11 – HDQT | 10/08/2015 | Issue salary regulations of the Company  |
| 62 | 62/2015/NQ – SD11 – HDQT | 10/08/2015 | Approve adjusting and supplementing several contents in salary of the Company |
| 63 | 63/2015/NQ – SD11 – HDQT | 10/08/2015 | Adjust NCNL project of 2015 |
| 64 | 64/2015/NQ – SD11 – HDQT | 10/08/2015 | Approve the plan on expanding stone mine |
| 65 | 65/2015/NQ – SD11 – HDQT | 10/08/2015 | Periodic meeting of QIII.2015 |
| 66 | 66/2015/NQ – SD11 – HDQT | 10/08/2015 | Approve the regulation on salary of the Company |
| 67 | 67/2015/NQ – SD11 – HDQT | 12/08/2015 | Approve the winning conditions for winning bidder of Bidding Package No. 2 |
| 68 | 68/2015/NQ – SD11 – HDQT | 19/08/2015 | Approve the profile for bidding package No. 2 |
| 69 | 69/2015/NQ – SD11 – HDQT | 19/08/2015 | Approve the profile for bidding package No. 3 |
| 70 | 70/2015/NQ – SD11 – HDQT | 21/08/2015 | Approve the profile for bidding package No. 4 |
| 71 | 71/2015/NQ – SD11 – HDQT | 27/08/2015 | Allocate jobs for staff |
| 72 | 72/2015/NQ – SD11 – HDQT | 03/09/2015 | Approve the price of 220kV line from Long Phu to Soc Trang |
| 73 | 73/2015/NQ – SD11 – HDQT | 08/09/2015 | Appoint Staff |
| 74 | 74/2015/NQ – SD11 – HDQT | 08/09/2015 | Approve the price of 220kV line Hatsxan Pleiku |
| 75 | 75/2015/NQ – SD11 – HDQT | 08/09/2015 | Approve the result of bidding package No. 02 |
| 76 | 76/2015/NQ – SD11 – HDQT | 08/09/2015 | Approve the result of bidding package No. 03 |
| 77 | 77/2015/NQ – SD11 – HDQT | 08/09/2015 | Approve ranking the bidders of bidding package No. 4 |
| 78 | 78/2015/NQ – SD11 – HDQT | 28/09/2015 | Approve the result of bidding package No. 04 |
| 79 | 79/2015/NQ – SD11 – HDQT | 28/09/2015 | Liquidate unused fixed assets |
| 80 | 80/2015/NQ – SD11 – HDQT | 28/09/2015 | Establish a Group for testing the finance of 2014 and the first 06 months of 2015 |
| 81 | 81/2015/NQ – SD11 – HDQT | 01/10/2015 | Approve constructing social house at Binh Phuoc Province |
| 82 | 82/2015/NQ – SD11 – HDQT | 12/10/2015 | Approve adjusting the price of 220kV line Hatsxan Pleiku |
| 83 | 83/2015/NQ – SD11 – HDQT | 12/10/2015 | Approve the contract with Thanh Long Company for 230kV line Xekaman 1 |
| 84 | 84/2015/NQ – SD11 – HDQT | 15/10/2015 | Approve the contract for 230kV line Xekaman 1 |
| 85 | 85/2015/NQ – SD11 – HDQT | 09/11/2015 | Periodic meeting of QIV.2015 |
| 86 | 86/2015/NQ – SD11 – HDQT | 18/11/2015 | Approve technically the bidding package No. 4 |
| 87 | 87/2015/NQ – SD11 – HDQT | 20/11/2015 | Approve ranking the bidders of bidding package No. 4 |
| 88 | 88/2015/NQ – SD11 – HDQT | 20/11/2015 | Approve result of bidding package No. 4 |
| 89 | 89/2015/NQ – SD11 – HDQT | 30/11/2015 | Approve bonus for the capital recovery campaign in November and December of 2015 |
| 90 | 90/2015/NQ – SD11 – HDQT | 15/12/2015 | Approve the construction plan in Hiep Hoa – Dong Anh – Bac Ninh |
| 91 | 91/2015/NQ – SD11 – HDQT | 15/12/2015 | Approve the construction plan in QUang Ngai – Quy Nhon |
| 92 | 92/2015/NQ – SD11 – HDQT | 15/12/2015 | Approve the construction plan in Ha Tinh (500kV Transformer) |
| 93 | 93/2015/NQ – SD11 – HDQT | 15/12/2015 | Approve the result of competitive offering  |
| 94 | 94/2015/NQ – SD11 – HDQT | 16/12/2015 | Approve the content of warranty contract with Dien Bien Phu MBBank |
| 95 | 95/2015/NQ – SD11 – HDQT | 30/12/2015 | Approve the plan on renewing and improving the business operation of Song Da 11 Thang Long One Member Co., Ltd.  |
| 96 | 96/2015/NQ – SD11 – HDQT | 30/12/2015 | Appoint Deputy General Manager, Chief of Representative office of Song Da 11 Thang Long One Member Co., Ltd. |
| 97 | 97/2015/NQ – SD11 – HDQT | 30/12/2015 | Approve the plan on lending Dak Doa Hydropower 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 |
|  |  |  |  |  |  |  |

**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 Van Son |  | 1 | 499,505 |  |  |
|  | Nguyen Thi Thao |  |  | 3,250 |  |  |
| 2 | Tran Van Ngu |  | 2 | 268,158 |  |  |
| 3 | Le Van Tuan |  | 3 | 86,600 |  |  |
|  | Nguyen Thi Hoan |  |  | 170,300 |  |  |
| 4 | Pham Viet Cuong |  | 3 | 89,500 |  |  |
|  | Nguyen Thi Hoa |  |  | 125,650 |  |  |
| 5 | Duong Hoai Nam |  | 3 | 0 |  |  |
|  | Duong Khanh Toan |  |  | 9,000 |  |  |
| 6 | Le Van Tuan |  | 3 | 0 |  |  |
| 7 | Pham Lap |  | 7 | 26,529 |  |  |
| 8 | Nguyen Huu Hai |  | 7 | 22,950 |  |  |
| 9 | Nguyen Manh Ha |  | 7 | 5,000 |  |  |
| 10 | Vi Giang Khu |  | 7 | 0 |  |  |
| 11 | Nguyen Thi Tuyet Trinh |  | 4 | 0 |  |  |
| 12 | Dang Xuan Thu |  | 5 | 1,300 |  |  |
| 13 | Nguyen Vu Hai |  | 5 | 5,223 |  |  |
| 14 | Tran Van Ngu |  | 10 | 0 |  |  |
| 15 | Song Da Corporation |  | State shareholder | 3,103,000 |  |  |

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 |
|  |  |  |  |  |  |  |  |

3. Other transactions: None

**V. Other contents: None**