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

**CORPORATE GOVERNANCE**

**(2015)**

Company: Song Da No. 19 Joint Stock Company

 Address: B78, Van Quan Urban Area, Van Quan Ward, Ha Dong District, Hanoi City

 Tel.: 043 7876 376 / 043 3120 721

 Fax: 043 7876 375

 Email: tcktsd@gmail.com ; ketoansd19@gmail.com

 Charter capital: VND 50 billion

 Stock code (if any): SJM

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Position** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Tran Manh Cuong | Chair of Board of Directors | 6 | 75% |  |
| 2 | Vu Trung Truc | Chair of Board of Directors | 8 | 100% |  |
| 3 | Vu Kim Long | Director | 8 | 100% |  |
| 4 | Bui Khac Giang | Director | 6 | 75% |  |
| 5 | Dinh Quang Chien | Director | 8 | 100% |  |
| 6 | Bui Tuan Dung | Director | 2 | 25% |  |
| 7 | Hoang Viet Thanh | Director | 2 | 25% |  |

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**II2. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution / Decision No. | Date | Content |
| 1 | 03SD19/HDQT | 21/07/2015 | Dismiss Mr. Bui Khac Giang from Deputy General Manager  |
| 2 | 04SD19/HDQT | 24/07/2015 | Appoint Mr. Bui Tuan Dung to be Deputy General Manager  |
| 3 | 06 QD/HDQT | 01/09/2015 | Approve divesting from Song Da Southern Joint Stock Company  |
| 4 | 15 QD/HDQT | 06/10/2015 | Dismiss Mr. Vu Trung Truc from General Manager  |
| 5 | 16 QD/HDQT | 06/10/2015 | Appoint Mr. Bui Tuan Dung to be General Manager  |
| 6 | 18 QD/HDQT | 08/10/2015 | Liquidate fixed assets |
| 7 | 20 QD/HDQT | 20/10/2015 | Dismiss Mr. Phan Van Hao from Deputy General Manager  |
| 8 | 24NQ- SD19/HDQT | 30/10/2015 | Annual General Mandate 2015 of the Company  |
| 9 | 26+27SD19/HDQT | 23/11/2015 | Dismiss Mr. Tran Trung Khin from Chief Accountant cum Secretary  |
| 10 | 28+28SD19/HDQT | 23/11/2015 | Appoint Mr. Nguyen Quoc Chinh to be Chief Accountant cum Secretary |
| 11 | 30SD19/HDQT | 23/11/2015 | Appoint Mr. Tran Trung Khin to be Deputy General Manager  |
| 12 | 31QD/HDQT | 30/11/2015 | Approve the plan on purchasing equipment to serve constructions  |
| 13 | 32QD/HDQT | 14/12/2015 | Approve the salary level and allowance for labor |

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name of connected persons/institutions | Position of PDMR at the company (if any) | Date to become connected persons/ institutions | Date no longer connected persons/ institutions | Reasons |
| **1** | **Tran Manh Cuong** | **1** | **16/08/2012** | **30/10/2015** | **dismissed** |
|  | Nguyen Thi Vinh |  |
|  | Tran Manh Hung |  |
|  | Tran Ngoc Tuan |  |
| **2** | **Bui Khac Giang** | **3;7** | **16/08/2015** | **21/07/2015** | **Dismissed** |
|  | Bui Khac Da |  |
|  | Phan Thi Hong Nhi |  |
|  | Nguyen Thi Ai Phuong |  |
|  | Bui Khac Bang |  |
|  | Bui Khac Hong |  |
| **3** | **Tran The Anh** | **4** | **12/04/2013** | **30/10/2015** | **Dismissed** |
|  | Tran Van Thuc |  |
|  | Pham Thi Nga |  |
|  | Le Thuy Duong |  |
|  | Tran Mai Hue |  |
|  | Tran Van Duong |  |
| **4** | **Hoang Viet Thanh** | **3** | **30/10/2015** |  | **Appointed** |
|  | Hoang Ba Than |  |
|  | Pham Thi Quy |  |
|  | Hoang Thanh Binh |  |
|  | Hoang Thi Huyen |  |
|  | Hoang Thi Huyen Anh |  |
|  | Hoang Anh Minh |  |
| **5** | **Phan Van Hao** | **7** |  | **20/10/2015** | **Dismissed** |
|  | Nguyen Thi Ngoc Ha |  |
|  | Phan Van Binh |  |
|  | Phan Van Hung |  |
|  | Phan Thi Ngoc Huyen |  |
| **6** | **Nguyen Quoc Chinh** | **10;11** | **23/11/2015** |  | **Appointed** |
|  | Nguyen Gia Chien |  |
|  | Nguyen Thuy Hoa |  |
|  | Nguyen Viet Ha |  |
|  | Nguyen Viet Phuong |  |
|  | Tran Thi Thu Nga |  |
|  | Nguyen Tran Lam Giang |  |
|  | Nguyen Tran An Diep |  |
| **7** | **Nguyen Thi Thanh Binh** | **3** | **30/10/2015** |  | **Appointed** |
|  | Pham Thi Minh Nguyet |  |
|  | Vu Hong Su |  |
| **8** | **Nguyen Khac Chien** | **5** | **30/10/2015** |  | **Appointed** |
|  | Le Thi Vang |  |
|  | Nguyen Khac Thang |  |
|  | Nguyen Thi Loi |  |
|  | Nguyen Khac Cong |  |
|  | Nguyen Thi Hoan |  |
|  | Nguyen Khac Toan |  |
|  | Dinh Thi Cam Tu |  |
|  | Nguyen Khac Tung Lam |  |
|  | Nguyen Khac Xuan Bach |  |

**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** | **Vu Trung Truc** |  | **1** | **1,000** | **0.02%** |  |
|  | Ha Thi Luyen |  | Connected person |  |  |  |
|  | Ta Thi Giang |  | Connected person | 2,000 | 0.04% |  |
| **2** | **Vu Kim Long** |  | **3** | **9,414** | **0.19%** |  |
|  | Vu Van Bo |  | Connected person |  |  |  |
|  | Le Thi Tiep |  | Connected person |  |  |  |
|  | Bui Thi Van Ha |  | Connected person |  |  |  |
|  | Vu Thi Hong Van |  | Connected person |  |  |  |
|  | Vu Le Tien Dung |  | Connected person |  |  |  |
| **3** | **Dinh Quang Chien** |  | **3** | **355,000** | **7.10%** |  |
|  | Dinh Van Chiem |  | Connected person |  |  |  |
|  | Nguyen Thi Theu |  | Connected person |  |  |  |
|  | Dinh Thi Hoi |  | Connected person |  |  |  |
|  | Dinh Thi Sen |  | Connected person |  |  |  |
|  | Dinh Xuan Thao |  | Connected person |  |  |  |
|  | Dinh Thu Thuy |  | Connected person |  |  |  |
| **4** | **Bui Tuan Dung** |  | **3;6** |  |  |  |
|  | Bui Tuan The |  | Connected person |  |  |  |
|  | Tran Thi Lien |  | Connected person |  |  |  |
|  | Bui Van Cuong |  | Connected person |  |  |  |
|  | Bui Van Thang |  | Connected person |  |  |  |
|  | Doan Thi Thu Huyen |  | Connected person |  |  |  |
| **5** | **Hoang Viet Thanh** |  | **3** | **150,000** | **3.00%** |  |
|  | Hoang Ba Than |  | Connected person |  |  |  |
|  | Pham Thi Quy |  | Connected person |  |  |  |
|  | Hoang Thanh Binh |  | Connected person |  |  |  |
|  | Hoang Thi Huyen |  | Connected person | 100,000 | 2.00% |  |
|  | Hoang Huyen Anh |  | Connected person |  |  |  |
|  | Hoang Anh Minh |  | Connected person |  |  |  |
| **6** | **Tran Thrung Khin** |  | **7** |  |  |  |
|  | Tran Van Mien |  | Connected person |  |  |  |
|  | Pham Thi Bo |  | Connected person |  |  |  |
|  | Nguyen Tanh Tuyet |  | Connected person |  |  |  |
|  | Tran Thi Dap |  | Connected person |  |  |  |
| **7** | **Nguyen Thi Thanh Binh** |  | **4** | **210,400** | **4.21%** |  |
|  | Pham Thi Minh Nguyen |  | Connected person | 60,000 | 1.20% |  |
|  | Vu Hong Su |  | Connected person | 17,200 | 0.34% |  |
| **8** | **Nguyen Khac Chien** |  | **5** |  |  |  |
|  | Le Thi Vang |  | Connected person |  |  |  |
|  | Nguyen Khac Thang |  | Connected person |  |  |  |
|  | Nguyen Thi Loi |  | Connected person |  |  |  |
|  | Nguyen Khac Cong |  | Connected person |  |  |  |
|  | Nguyen Thi Hoan |  | Connected person |  |  |  |
|  | Nguyen Khac Toan |  | Connected person |  |  |  |
|  | Dinh Thi Cam Tu |  | Connected person |  |  |  |
|  | Nguyen Khac Tung Lam |  | Connected person |  |  |  |
|  | Nguyen Khac Xuan Bach |  | Connected person |  |  |  |
| **9** | **Nguyen Viet Dung** |  | **5** |  |  |  |
|  | Nguyen Thi Tam |  | Connected person |  |  |  |
|  | Mai Thi Thanh Binh |  | Connected person |  |  |  |
|  | Nguyen Thi Dung |  | Connected person |  |  |  |
|  | Nguyen Viet Hai |  | Connected person |  |  |  |
| **10** | **Nguyen Quoc Chinh** |  | **10;11** |  |  |  |
|  | Nguyen Gia Chien |  | Connected person |  |  |  |
|  | Nguyen Thuy Hoa |  | Connected person |  |  |  |
|  | Nguyen Viet Hai |  | Connected person |  |  |  |
|  | Nguyen Viet Phuong |  | Connected person |  |  |  |
|  | Tran Thi Thu Nga |  | Connected person |  |  |  |
|  | Nguyen Tran Lam Giang |  | Connected person |  |  |  |
|  | Nguyen Tran An Diep |  | Connected person |  |  |  |

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 | Bui Tuan Dung |  | 12,500 |  | 0 |  | Sell |

3. Other transactions: None

**V. Other contents:**