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

**CORPORATE GOVERNANCE REPORT**

(2015)

Company: Nam Can Seaproducts Import Export Joint Stock Company

Address: Zone 1, Group 3, Nam Can Town, Nam Can District, Ca Mau Province

Charter capital: VND 50,000,000,000

Stock Code: SNC

**I. BOD Activities (2015)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of BoD | Title | Attendance | Rate (%) | Reasons for not attending |
| 1 | Do Thi Viet Hoa | Chairman of the Board | 08 | 100 | / |
| 2 | Lam Ngoc Kiet | Vice Chairman of BoD | 08 | 100 | / |
| 3 | Tran Thien Hai | Member of BoD | 08 | 100 | / |
| 4 | Vu Thu Thuy | Member of BoD | 02 | 25 | Resigned from 24/04/2015 |
| 5 | Dam Manh Cuong | Member of BoD | 02 | 25 | Resigned from 24/04/2015 |
| 6 | Thai Ba Nam | Member of BoD | 06 | 75 | Elected from 24/04/2015 |
| 7 | Ngo Minh Hien | Member of BoD | 06 | 75 | Elected from 24/04/2015 |

**II. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 01/2015/NQ-HDQT | 10/02/2015 | - Assess the business result 2014 according to the financial statement.  - Present the 2014 profit distribution plan and the business plan 2015 to Annual General Meeting of Shareholders 2015.  - Approve the salary price unit 2015.  - Approve the time of convening Annual General Meeting of Shareholders 2015. |
| 2 | 02/2015/NQ-HDQT | 30/03/2015 | Approve the documents presented to Annual General Meeting of Shareholders 2015.  Approve convening Annual General Meeting of Shareholders 2015 on 24/04/2015. |
| 3 | 03/2015/NQ-HDQT | 14/05/2015 | Approve the report of General Manager on the business result of quarter 1.2015 and the business plan for quarter 2.2015.  Approve paying dividend of year 2014 to shareholders at the end of July 2015.  Approve the chairman of Board of Directors of assigning tasks to members of Board of Directors. |
| 4 | 04/2015/NQ-HDQT | 21/05/2015 | Authorize General Manager to borrow capital from commercial banks. |
| 5 | 05/2015/NQ-HDQT | 30/07/2015 | Approve the report of General Manager on operating result of the first 06 months of 2015 and plan for the last 06 months  Approve extracting for salary provision of 2016 (VND 2,327,519,930) |
| 6 | 06/2015/NQ-HDQT | 28/08/2015 | Approve the branch of A&C Audit and Consulting Co., Ltd at Can Tho to be auditor of the Company |
| 7 | 07/2015/NQ-HDQT | 20/10/2015 | Approve the report of General Manager on operating result of the first 09 months of 2015 and plan for the last 03 months  - Approve the economic and technical report of General Manager  - Approve the draft of new Charter of the Company for the annual General Meeting of Shareholders 2016 |
| 8 | 08/2015/NQ-HDQT | 21/11/2015 | - Approve the economic and technical report of General Manager on selecting bidders for the project of the Company  - Assign General Manager to implement procedures for the investment and construction according to the current law |

**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 | Ngo Minh Hien |  | General Manager cum member of BOD |  |  |  |
| 1.1 | Viet NamSeaproducts *-* Joint *Stock* Corporation |  |  | 20/04/2015 |  |  |
| 2 | Thai Ba Nam |  | Member of BOD | 24/04/2015 |  |  |
| 2.1 | Viet NamSeaproducts *-* Joint *Stock* Corporation |  |  | 24/04/2015 |  |  |
| 2.2 | Danang Seaproducts Import – Export Corporation |  |  | 24/04/2015 |  |  |
| 2.3 | Pham Thi Xuan |  |  | 24/04/2015 |  |  |
| 2.4 | Thai Ba Hai Duong |  |  | 24/04/2015 |  |  |
| 2.5 | Thai Ba Khanh Linh |  |  | 24/04/2015 |  |  |
| 2.6 | Thai Ba Tien |  |  | 24/04/2015 |  |  |
| 2.7 | Thai Ba Sinh |  |  | 24/04/2015 |  |  |
| 2.8 | Thai Ba Dung |  |  | 24/04/2015 |  |  |
| 2.9 | Tran Thi Nhung |  |  | 24/04/2015 |  |  |
| 2.10 | Thai Ba Viet |  |  | 24/04/2015 |  |  |
| 3 | Lam Ngoc Kiet |  | Vice chairman of BOD |  |  |  |
| 3.1 | State Capital Investment Corporation |  |  |  | 13/04/2015 |  |
| 4 | Dam Manh Cuong |  | Member of BOD |  | 24/04/2015 |  |
| 5 | Vu Thu Thuy |  | Member of BOD |  | 24/04/2015 |  |
| 6 | Tran HUu Hoang |  | Chief of Supervisory Board |  |  |  |
| 6.1 | Ha Long Canned Food Joint Stock Company |  |  | 10/04/2015 |  | Director |
| 6.2 | Sea Food Construction Joint Stock Company |  |  |  | 11/08/2014 |  |

**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** | **Do Thi Viet Hoa** |  | **Chairman of BoD** |  |  |  |
| 1.1 | Viet NamSeaproducts *-* Joint *Stock* Corporation |  |  | 2,539,217 | 50.784 | Deputy Director of the branch |
| 1.2 | Le Duyhiep |  |  |  |  |  |
| 1.3 | Le Duy Nguye Tlinh |  |  |  |  |  |
| 1.4 | Le Duy Nhat Khoi |  |  |  |  |  |
| 1.5 | Do Hoai Nam |  |  |  |  |  |
| 1.6 | Nguyen Thi Yen Nghi |  |  |  |  |  |
| **2** | **Lam Ngoc Kiet** | **048C320192** | **Vice Chairman of BoD** | **100** | **0.002** |  |
| 2.1 | VNN Capital And Investment Corporation |  |  |  |  |  |
| 2.2 | Nguyen Thi Kim Em |  |  |  |  |  |
| 2.3 | Lam Ngoc The Duy |  |  |  |  |  |
| 2.4 | Lam Ngoc Anh Thu |  |  |  |  |  |
| 2.5 | Lam Ngoc Binh |  |  |  |  |  |
| 2.6 | Le Thithoai |  |  |  |  |  |
| 2.7 | Lam Thuyquyen |  |  |  |  |  |
| 2.8 | Lam Thuyphuong |  |  |  |  |  |
| 2.9 | Lam Ngoc Tuan |  |  |  |  |  |
| 2.10 | Lam Ngoc Hung |  |  |  |  |  |
| 2.11 |  |  |  |  |  |  |
| **3** | **Tran Thienhai** |  | **Member of BoD** |  |  |  |
| 3.1 | Minh Hai Seaproducts Jsc |  |  | 57 | 0.001 | Director cum Chair of the Board |
| 3.2 | Le Thi Nam |  |  |  |  |  |
| 3.3 | Luu thi Kim Tuyen |  |  |  |  |  |
| 3.4 | Tran Thi Hoang Thu |  |  |  |  |  |
| 3.5 | Tran Thi Hoang Lan |  |  |  |  |  |
| 3.6 | Tran Hoang Duy |  |  |  |  |  |
| **4** | **Thai Ba Nam** |  | **Member of BOD** |  |  |  |
| 4.1 | Viet NamSeaproducts *-* Joint *Stock* Corporation |  |  | 2,539,217 | 50.784 |  |
| 4.2 | Danang Seaproducts Import – Export Joint Stock Company |  |  |  |  |  |
| 4.3 | Pham Thi Xuan |  |  |  |  |  |
| 4.4 | Thai Ba Hai Duong |  |  |  |  |  |
| 4.5 | Thai Ba Khanh Linh |  |  |  |  |  |
| 4.6 | Thai Ba Tien |  |  |  |  |  |
| 4.7 | Thai Ba Sinh |  |  |  |  |  |
| 4.8 | Thai Ba Dung |  |  |  |  |  |
| 4.9 | Thai Thi Nhung |  |  |  |  |  |
| 4.10 | Thai Ba Viet |  |  |  |  |  |
| **5** | **Ngo Minh Hien** |  | **General manager cum member of BOD** | **800** | **0.016** |  |
| 5.1 | Viet NamSeaproducts *-* Joint *Stock* Corporation |  |  | 2,539,217 | 50.784 |  |
| 5.2 | Do Thi Canh |  |  |  |  |  |
| 5.3 | Ngo Bich Thuy |  |  |  |  |  |
| 5.4 | Ngo Bao Tran |  |  |  |  |  |
| 5.5 | Ngo Minh Tri |  |  |  |  |  |
| 5.6 | Ngo Thi Kim Lien |  |  |  |  |  |
| 5.7 | Ngo Thi Kim Trang |  |  |  |  |  |
| 5.8 | Ngo Thi Kim Anh |  |  |  |  |  |
| 5.9 | Ngo Minh Hiep |  |  |  |  |  |
| 5.10 | Ngo Minh Hoa |  |  |  |  |  |
| **6** | **Nguyen Ba Dan** |  | **Deputy general manager** | **200** | **0.004** |  |
| 6.1 | Nguyen Thi Lam |  |  |  |  |  |
| 6.2 | Nguyen Thi Minh Tam |  |  |  |  |  |
| 6.3 | Nguyen Van Anh |  |  |  |  |  |
| 6.4 | Nguyen Viet Anh |  |  |  |  |  |
| 6.5 | Nguyen Thi Huong |  |  |  |  |  |
| 6.6 | Nguyen Ba Hau |  |  |  |  |  |
| 6.7 | Nguyen Duc Thang |  |  |  |  |  |
| 6.8 | Nguyen Ba Thao |  |  |  |  |  |
| 6.9 | Nguyen Ba Diep |  |  |  |  |  |
| 6.10 | Nguyen Ba Hai |  |  |  |  |  |
| 6.11 | Nguyen Thi Duyen |  |  |  |  |  |
| **7** | **Pham Hoc Duyet** |  | **Deputy general manager** | **4,550** | **0.091** |  |
| 7.1 | Nguyen Hong Cuc |  |  |  |  |  |
| 7.2 | Pham To Nhu |  |  |  |  |  |
| 7.3 | Pham Hoc Nghiem |  |  |  |  |  |
| 7.4 | Pham Hoc Thinh |  |  | 1,450 | 0.029 |  |
| 7.5 | Pham Hoc Tuan |  |  |  |  |  |
| 7.6 | Pham Hoc Thuat |  |  |  |  |  |
| 7.7 | Pham Huong Thuy |  |  |  |  |  |
| 7.8 | Pham Kim Thoa |  |  |  |  |  |
| 7.9 | Pham Hoc Tuyen |  |  |  |  |  |
| 7.10 | Nguyen Phuong Dong |  |  |  |  |  |
| 7.11 | Nguyen Thi My Phuong |  |  |  |  |  |
| **8** | **Nguyen Phuong Khanh** |  | **Deputy general manager** | **0** | **0** |  |
| 8.1 | Nguyen Thi Tien |  |  |  |  |  |
| 8.2 | Nguyen Kim Dinh |  |  |  |  |  |
| 8.3 | Nguyen Kim Ngoi |  |  |  |  |  |
| 8.4 | Nguyen Van Phuong |  |  |  |  |  |
| 8.5 | Nguyen Kim Tieng |  |  |  |  |  |
| 8.6 | Nguyen Kim Chinh |  |  |  |  |  |
| 8.7 | Nguyen Khac Ninh |  |  |  |  |  |
| 8.8 | Nguyen Phuong Nhung |  |  |  |  |  |
| 8.9 | Nguyen Phuong Binh |  |  |  |  |  |
| **9** | **Nguyen Phuoc An** |  | **Chief Accountant** | **1,050** | **0.021** |  |
| 9.1 | Nguyen Viet Thuy |  |  |  |  |  |
| 9.2 | Nguyen Thi Thuy Vy |  |  |  |  |  |
| 9.3 | Nguyen Phuoc Duy Khang |  |  |  |  |  |
| 9.4 | Vo Thi Tam |  |  |  |  |  |
| 9.5 | Nguyen Phuoc Hung |  |  |  |  |  |
| 9.6 | Nguyen Thi Thuy Linh |  |  |  |  |  |
| 9.7 | Nguyen Phuoc Toan |  |  |  |  |  |
| 9.8 | Nguyen Phuoc Minh |  |  |  |  |  |
| 9.9 | Nguyen Thi Thuy Trang |  |  |  |  |  |
| **10** | **Trau Huu Hoang** |  | **Head of Supervisory Board** |  |  |  |
| 10.1 | Viet NamSeaproducts *-* Joint *Stock* Corporation |  |  | 2,539,017 | 50.784 |  |
| 10.2 | Phu My Service And Production Trading Company Limited |  |  |  |  |  |
| 10.3 | Construction Seaproducts Joint Stock Company No. 2 |  |  |  |  |  |
| 10.4 | Tran Thi Phuong Truc |  |  |  |  |  |
| 10.5 | Tran Lam |  |  |  |  |  |
| 10.6 | Tran Long |  |  |  |  |  |
| 10.7 | Tran Huu Hanh |  |  |  |  |  |
| 10.8 | Nguyen Thi Thanh |  |  |  |  |  |
| 10.9 | Tran Thi Trang |  |  |  |  |  |
| 10.10 | Tran Huu Dung |  |  |  |  |  |
| 10.11 | Tran Thi Anh Dao |  |  |  |  |  |
| 10.12 | Tran Anh Vu |  |  |  |  |  |
| **11** | **Nguyen Dieu Hien** |  | **Member of Supervisory Board** | **250** | **0.005** |  |
| 11.1 | Nguyen Tan Tien |  |  |  |  |  |
| 11.2 | Nguyen Ngoc Luu Ly |  |  |  |  |  |
| 11.3 | Nguyen Thanh Dan |  |  |  |  |  |
| 11.4 | Ngo Ngoc An |  |  |  |  |  |
| 11.5 | Nguyen Thanh Toan |  |  |  |  |  |
| 11.6 | Nguyen Thuy Duong |  |  |  |  |  |
| 11.7 | Nguyen Ngoc Diep |  |  |  |  |  |
| 11.8 | Nguyen Lan Huong |  |  |  |  |  |
| **12** | **Nguyen Van Canh** |  | **Member of Supervisory Board** |  |  |  |
| 12.1 | Van Thi Dieu Nga |  |  |  |  |  |
| 12.2 | Nguyen Bao Ngoc |  |  |  |  |  |
| 12.3 | Nguyen Thanh Trung |  |  |  |  |  |
| 12.4 | Truong Thi Anh |  |  |  |  |  |
| 12.5 | Nguyen Thanh Phong |  |  |  |  |  |
| 12.6 | Nguyen Thi Kieu |  |  |  |  |  |
| 12.7 | Nguyen Van Lung |  |  |  |  |  |
| 12.8 | Nguyen Thien Diem |  |  |  |  |  |
| 12.9 | Nguyen Thi Cam Tu |  |  |  |  |  |

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 | Pham Hoc Thinh | Connected person | 1,450 | 0.029 | 1,450 | 0.029 | Sell |
| 2 | Nguyen Phuong Dong | PDMR | 112,500 | 2.250 | 0 | 0.000 | Sell |
| 3 | State Capital Investment Corporation |  | 948,750 | 18.975 | 0 | 0.000 | Sell |
| 4 | Minh Hai Seaproducts Joint Stock Company | Manager – chairman of BOD | 442,257 | 8.845 | 57 | 0.001 | Sell |
| 5 | Lam Ngoc Kiet | PDMR | 6,100 | 0.122 | 100 | 0.002 | Sell |
| 6 | Ngo Minh Hien | PDMR | 5,800 | 0.116 | 800 | 0.016 | Sell |
| 7 | Nguyen Ba Dan | PDMR | 7,200 | 0.144 | 200 | 0.004 | Sell |
| 8 | Pham Hoc Duyet | PDMR | 6,550 | 0.131 | 4,550 | 0.091 | Sell |
| 9 | Nguyen Phuoc An | PDMR | 6,050 | 0.121 | 1,050 | 0.021 | Sell |
| 10 | Nguyen Duc Thang | Connected person | 2,150 | 0.043 | 50 | 0.001 | Sell |

3. Other transactions

**V. Other issues: None**