**STV: Corporate Governance report (2015)**

**CORPORATE GOVERNANCE REPORT**

**(2015)**

Company: Vietnam Stone Work – Top Fabrication JSC

 Address: Hoa Lac High Technology Industry Area – Thach Hoa commune- Thach That District - Hanoi

 Tel.: 04. 33 688 306 Fax: 04 33 688 305

 Website: www.stonevietnam.vn Email:

 Charter capital: VND 65,127,500,000

 Stock code: STV

**I. BOD Activities (2015)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Mr. Pham Tri Dung | Chair of BOD | 24 | 100 % |  |
| 2 | Mr. Ninh Quoc Cuong | Director of BOD – Deputy Manager | 24 | 100 % |  |
| 3 | Mr. Nguyen Xuan An | Director of BOD | 4 | 100 % | Dismissed from 18/03/2015 |
| 4 | Ms. Nguyen Thi Hoan | Director of BOD | 23 | 95.46% |  |
| 5 | Nguyen Minh Hong | Director - Manager | 24 | 100% |  |
| 6 | Do Quang Binh | Director  | 20 | 100% | Appointed from 18/03/2015 |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. |  Board Resolution No. | Date | Content |
| 1 | 01/2015/NQ/STV-HDQT | 02/02/2015 | Convene Annual General Meeting of Shareholder 2015 |
| 2 | 02/2015/NQ/STV-HDQT | 10/02/2015 | Change in personnel of shareholder relations department |
| 3 | 03/2015/NQ/STV-HDQT | 01/03/2015 | Approve the regulations of diems regime of Vietnam Stone Work – Top Fabrication Joint Stock Company  |
| 4 | 04/2015/NQ/STV-HDQT | 13/03/2015 | Approve the agenda of Annual General Meeting of Shareholder 2015 |
| 5 | 04A/2015/NQ/STV-DHDCD | 13/03/2015 | Issue the regulations of distributing salary of Vietnam Stone Work – Top Fabrication Joint Stock Company |
|  6 | 05/2015/NQ/STV-HDQT | 15/04/2015 | Issue the regulations of raise salary level of Vietnam Stone Work – Top Fabrication Joint Stock Company |
| 7 | 06/2015/NQ/STV-HDQT | 29/04/2015 | Dismiss the title of Production shop foreman |
| 8 | 07/2015/NQ/STV-HDQT | 29/04/2015 | Appoint the title of Production shop foreman of Vietnam Stone Work – Top Fabrication Joint Stock Company |
| 9 | 07A/2015/NQ/STV-HDQT | 02/06/2015 | Approve the method of leasing capital in short-term to serve business and production operation |
| 10 | 08/2015/NQ/STV-HDQT | 22/06/2015 | Approve the auditing company to audit financial statement 2015 |
| 11 | 09/2015/NQ/STV-HDQT | 02/07/2015 | Approve the plan of investing 01 polishing machine |
| 12 | 10/2015/NQ/STV-HDQT | 06/07/2015 | Approve the Technical - economic report of polishing machine and performing unit. |
| 13 | 10A/2015/NQ-HDQT | 01/08/2015 | Approve renovating several items of the Company |
| 14 | 11/2015/NQ-HDQT | 20/09/2015 | Approve the report on installing fire prevention of main factory No. 02 and Chemical factory |
| 15 | 11A/2015/NQ-HDQT | 21/09/2015 | Approve the report on constructing water treatment  |
| 16 | 12/2015/NQ-HDQT | 22/09/2015 | Approve the investor for the installation of fire prevention system of main factory No. 02 and Chemical factory |
| 17 | 13/2015/NQ-HDQT | 30/09/2015 | Approve the investor for the installation of fire prevention system of main factory No. 02 and Chemical factory |
| 18 | 14/2015/NQ-HDQT | 03/11/2015 | Approve the investor for the installation of water treatment  |
| 19 | 15/2015/NQ-HDQT | 10/11/2015 | Approve investing in several equipment to serve the business operation |
| 20 | 16/2015/NQ-HDQT | 18/11/2015 | Approve the report on investing several equipment to serve the business operation  |
| 21 | 17/2015/NQ-HDQT | 23/11/2015 | Approve the investor for the installation of water treatment system |
| 22 | 18/2015/NQ-HDQT | 25/11/2016 | Approve the investor for bidding package for purchasing 01 47seat car |
| 23 | 19/2015/NQ-HDQT | 05/12/2015 | Approve the investor for bidding package for 02 cutting machines |
| 24 | 20/2015/NQ-HDQT | 12/12/2015 | Approve the investor for the construction of water treatment tank and collecting tube |
| 25 | 21/2015/NQ-HDQT | 19/12/2015 | Approve the investor for the bidding package for purchasing 01 pick cup car |

**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 Xuan An |  | Director of Board of Directors | 18/09/2013 | 18/03/2015 | dismissed |
| 2 | Do Quang Binh |  | Director of Board of Directors | 18/03/2015 |  | Appoint |

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 Tri Dung** |  | **8,100** |  |  |  |  |
| 1.1 | Chu Thi Van Thuong |  |  |  |  |  |  |
| 1.2 | Pham Chu Ngoc Mai |  |  |  |  |  |  |
| 1.3 | Pham Chu Tuan Minh |  |  |  |  |  |  |
| 1.4 | Vu Thi Loi |  |  |  |  |  |  |
| 1.5 | Pham Thuy Quynh |  |  |  |  |  |  |
| 1.6 | Pham Duc Trong |  |  |  |  |  |  |
| **2** | **Nguyen Minh Hong** |  | **0** |  |  |  |  |
|  | Trinh Thi Thu Hoai |  |  |  |  |  |  |
|  | Nguyen Minh Hai |  |  |  |  |  |  |
|  | Nguyen Minh Tung |  |  |  |  |  |  |
|  | Nguyen ThiTy |  |  |  |  |  |  |
|  | Nguyen Thi Thu Huong |  |  |  |  |  |  |
|  | Nguyen Minh Hoang |  |  |  |  |  |  |
| **3** | **Ninh Quoc Cuong** |  | **2,500** |  |  |  |  |
|  | Ninh Thi Lan |  |  |  |  |  |  |
|  | Ninh Kieu Trang |  |  |  |  |  |  |
|  | Ninh Thi Phuong |  |  |  |  |  |  |
|  | Ninh Phuong Quynh |  |  |  |  |  |  |
|  | Ninh Thi Oanh |  |  |  |  |  |  |
|  | Ninh Van Dung |  |  |  |  |  |  |
|  | Ninh Gia Thinh |  |  |  |  |  |  |
| **4** | **Do Quang Binh** |  |  |  |  |  |  |
|  | Nguyen Thi Thanh |  |  |  |  |  |  |
|  | Do Ha Anh |  |  |  |  |  |  |
|  | Do Minh Hong |  |  |  |  |  |  |
|  | Nguyen Minh Phuong |  |  |  |  |  |  |
|  | Do Quang Hung |  |  |  |  |  |  |
| **5** | **Nguyen Thi Hoan** |  |  |  |  |  |  |
|  | Doan Manh Dung |  |  |  |  |  |  |
|  | Doan Manh Duy |  |  |  |  |  |  |
|  | Doan Ngoc Minh Chau |  |  |  |  |  |  |
|  | Nguyen Van Thai |  |  |  |  |  |  |
|  | Nguyen Thi Thinh |  |  |  |  |  |  |
|  | Nguyen Thi Kim Cuc |  |  |  |  |  |  |
|  | Nguyen Thi Huong |  |  |  |  |  |  |
|  | Nguyen Minh Tuan |  |  |  |  |  |  |
|  | Nguyen Thi Hoa |  |  |  |  |  |  |
|  | Nguyen Thi Thanh |  |  |  |  |  |  |
| **6** | **Tran Thi Duc Hanh** |  | **2,000** |  |  |  |  |
|  | Nguyen Huy Cuong |  |  |  |  |  |  |
|  | Nguyen Huy Hoan |  |  |  |  |  |  |
|  | Pham Thi Thoa |  |  |  |  |  |  |
|  | Tran Dang Duc |  |  |  |  |  |  |
| **7** | **Luong Xuan Man** |  | **29,000** |  |  |  |  |
|  | Huynh Thu Phuong Dung |  |  |  |  |  |  |
|  | Luong Thi Hanh Ngan |  |  |  |  |  |  |
|  | Luong Xuan Phu |  |  |  |  |  |  |
|  |  Luong Thi Hoan |  |  |  |  |  |  |
|  | Luong Thi Lien |  |  |  |  |  |  |
|  | Luong Thi Cuong |  |  |  |  |  |  |
|  | Luong Thi Thanh |  |  |  |  |  |  |
|  | Luong Tuan Minh |  |  |  |  |  |  |
|  | Luong Thi Lan  |  |  |  |  |  |  |
|  | Luong Minh Tuan |  |  |  |  |  |  |
| **8** | **Tran Lan Phuong** |  | **0** |  |  |  |  |
|  | Nguyen Van Dang |  |  |  |  |  |  |
|  | Le Thi Nhan |  |  |  |  |  |  |
|  | Tran Cong Huy |  |  |  |  |  |  |
| **9** | **Nguyen Phuong Thuy** |  | **0** |  |  |  |  |
|  | Dang Dinh Vu |  |  |  |  |  |  |
|  | Luu Thi Thanh Binh |  |  |  |  |  |  |
|  | Nguyen Duc Quang |  |  |  |  |  |  |

1. Share transactions

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 | Ninh Quoc Cuong | Major shareholders | 1,002,500 | 15.39% | 2,500 | 0.06% | Sell  |
| 2 | A&A Green Phoenix Joint Stock Company  | Related institution | 315,000 | 4.84% | 3,259,650 | 50.05% | Buy |

**V. Other notices: None**