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

**CORPORATE GOVERNANCE**

**(2015)**

Company: Northern Textiles and garments Joint stock Company

 Address: No 37 Ly Thuong Kiet, Hang Bai, Hoan Kiem distr, HN

 Tel.: 043 936 0808

 Fax: 043 936 0909

 Email: textaco@textaco.vn

 Charter capital: VND 57,029,400,000

 Stock code: TET

**I. BOD Activities (2014)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Dinh Van Tong | Chair of BOD | 1 | 100% | 01/01/2015 – 03/05/2015 |
| 2 | Mr. Dinh Van Tong | Deputy Chair of BOD | 2 | 100% | 04/05/2015 – 31/12/2015 |
| 3 | Ms. Tran Thanh Huong | Chair of BOD | 2 | 67% | 04/05/2015 – 31/12/2015 |
| 4 | Mr. Pham Ngoc Phan | Deputy Chair of BOD | 1 | 33% | 01/01/2015 – 22/04/2015 |
| 5 | Mr. Vu Van Thieu | Member of BOD | 3 | 100 % |  |
| 6 | Mr. Nguyen Nhu Lam | Member of BOD | 0 | 0% | 01/01/2015 – 22/04/2015 |
| 7 | Mr. Dang Trong Ngon | Member of BOD | 0 | 0% | 22/04/2015 – 31/12/2015 |
| 8 | Ms. Nguyen Thi Bich Mui | Member of BOD | 1 | 33% | 01/01/2015 – 22/04/2015 |
| 9 | Ms. Lam Thi Thu Phuong | Member of BOD | 2 | 67% | 22/04/2015 – 31/12/2015 |

**II. Board Resolutions (first 06 months/ 2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 01/NQ-HDQT | 24/03/2015 | Holding Annual General Meeting of Shareholder 2015 and the Meeting in the 3rd term (2015-2020) on 22/04/2015 |
| 2 | 02/NQ-HDQT | 22/04/2015 | Annual General Mandate 2015 and Resolution of the Meeting in the 3rd term |
| 3 | 03/NQ-HDQT | 04/05/2015 | Dividend payment in the period 2 of 2014: 10%Advance dividend in the period 1 of 2015: 10% |
| 4 | 04/NQ-HDQT | 28/05/2015 | Select BDO Auditing Co. Ltd to review the semi-annual financial statement and audit financial statement 2015 |
| 5 | 01/QD-VSMMMB | 04/05/2015 | Appoint Ms. Nguyen Thi Bich Mui to hold Chief Accountant |
| 6 | 02/QD-VSMMMB | 04/05/2015 | Appoint Ms. Tran Thanh Huong to hold Chairman of the Board |
| 7 | 03/QD-VSMMMB | 04/05/2015 | Appoint Mr. Dinh Van Tong to hold Deputy Chairman of the Board and General Manager of the Company |
| 8 | 04/QD-VSMMMB | 04/05/2015 | Establish the Secretary group of the Company  |
| 9 | 05/NQ-HDQT | 31/07/2015 | Approve the operating result of the first 06 months of 2015Approve the construction project at 53 Duc GiangApprove the submission of General Manager on using labor when restructuring the 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 |
| 1 | Pham Van Thong |  |  |  | 22/04/2015 |  |
| 2 | Pham Thi Kim Hong |  |  |  | 22/04/2015 |  |
| 3 | Le Duc Hoang |  |  |  | 22/04/2015 |  |
| 4 | Than Thi Hue |  |  |  | 22/04/2015 |  |
| 5 | Pham Van Binh |  |  |  | 22/04/2015 |  |
| 6 | Tran Duc Uan |  |  | 22/04/2015 |  |  |
| 7 | Nguyen Thi Toan |  |  | 22/04/2015 |  |  |
| 8 | Tran Thanh Son |  |  | 22/04/2015 |  |  |
| 9 | Tran Duc Minh |  |  | 22/04/2015 |  |  |

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name | Trading account (if any) | 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 Thanh Huong |  | Chief of BOD | 215,000 | 3.8% |  |
| 2 | Tran Duc Uan |  |  | 94,013 | 1.6% |  |
| 3 | Nguyen Thi Toan |  |  | 105,000 | 1.8% |  |
| 4 | Tran Thanh Son |  |  | 749,704 | 13.1% |  |
| 5 | Tran Duc Minh |  |  | 584,224 | 10.24% |  |
| 6 | Lam Thi Thu Phuong |  | Director | 607,606 | 10.7% |  |
| 7 | Nguyen Thi Thanh Huong |  | Chief of Supervisory Board | 562,786 | 9.9% |  |
| 8 | Vu Van Thieu |  | Director | 0 | 0% |  |
| 9 | Vu Thi Lan Huong |  |  | 0 | 0% |  |
| 10 | Nguyen Thi Bich Thuy |  | Member of Supervisory Board | 20 |  |  |
| 11 | Dinh Van Tong |  | Deputy Chairman of BOD | 251,433 | 4.41% |  |
| 12 | Dinh Ngoc Tuan |  |  | 121,541 | 2.13% |  |
| 13 | Nguyen Thi Bich Mui |  | Chief Accountant | 111,085 | 1.95% |  |
| 14 | Tran Duy Hung |  |  | 3,282 | 0.05% |  |
|  |  |  |  |  |  |  |

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 | Nguyen Thuy Linh | Connected person |  |  | 0 | 0% | Sell |
| 2 | Nguyen Thi BIch Thuy |  | 68,870 | 0.03% | 20 | 0% | Sell |
| 3 | Tran Duc Minh | Connected person | 105,700 | 1.85% | 584,224 | 10.24% | Buy |
| 4 | Vu Lan Huong | Connected person | 215,731 | 3.78% | 0 | 0% | Sell |
| 5 | Vu Van Thieu |  | 293,773 | 5.15% | 0 | 0% | sell |

3. Other transactions

**V. Other contents**