**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](mailto: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 2015  Approve the construction project at 53 Duc Giang  Approve 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**