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

**CORPORATE GOVERNANCE**

**(2015)**

Company: Nha Be Steel Joint Stock Company

 Address: No. 56, Thu Khoa Huan Street, Ben Thanh Ward, District 1, Ho Chi Minh City

 Tel.: (08) 38 288 244 Fax: (08) 38 298 245

 Email: thepnhabe@nbsteel.vn

 Charter capital: VND 255,000,000,000

 Stock code: TNB

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Tran Quang | Chairman | 05/05 | 100% |  |
| 2 | Le Viet | Member | 05/05 | 100% |  |
| 3 | Nguyen Minh Tinh | Member | 05/05 | 100% |  |
| 4 | Nguyen Huu Khien | Member | 05/05 | 100% |  |
| 5 | Truong Ba Liem | Member | 05/05 | 100% |  |

**II. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution / Decision No. | Date | Content |
| 1 | 01 | 05/02/2015 | Evaluate the business result of 2014Approve the business plan of 2015Prepare for the 2015 Annual General Meeting of Shareholders |
| 2 | 02 | 25/03/2015 | Evaluate the business result of quarter 1.2015Approve the business plan of quarter 2.2015 |
| 3 | 03 | 12/06/2015 | Evaluate the business result of quarter 2.2015Approve the business plan of quarter 3.2015Amend and supplement regulations on salary payment |
| 4 | 04 | 07/10/2015 | Evaluate the business result of quarter 3.2015Approve the business plan for quarter 4.2015 |
| 5 | 05 | 22/01/2016 | Approve the business result of 2015 and the business plan for 2016Approve the report of Supervisory Board of 2015Approve the plan on annual General Meeting of Shareholders 2015 |

**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 |
|  | Bui Van Vinh |  | Member of Supervisory Board | 25/03/2015 |  | Elected |
|  | Bui Van Dinh |  |  | 25/03/2015 |  |  |
|  | Nguyen Thi Chuc |  |  | 25/03/2015 |  |  |
|  | Pham Thi The |  |  | 25/03/2015 |  |  |
|  | Bui Thi Thu Thao |  |  | 25/03/2015 |  |  |
|  | Bui Trung Kien |  |  | 25/03/2015 |  |  |
|  | Bui Thi Yen |  |  | 25/03/2015 |  |  |
|  | Bui Van Toan |  |  | 25/03/2015 |  |  |
|  | Bui Thi Huyen |  |  | 25/03/2015 |  |  |
| 2 | Cao Thi Thuy Linh |  | Member of Supervisory Board | 25/03/2015 |  | Elected |
|  | Cu Nang Ha |  |  | 25/03/2015 |  |  |
|  | Han Thi Man |  |  | 25/03/2015 |  |  |
|  | Bui Duc Toan |  |  | 25/03/2015 |  |  |
|  | Bui Thai Duy |  |  | 25/03/2015 |  |  |
|  | Bui Thuy Chi |  |  | 25/03/2015 |  |  |
|  | Cu Minh Duc |  |  | 25/03/2015 |  |  |
| 3 | Nguyen Minh Huy |  | Head of Supervisory Board |  | 25/03/2015 | Dismissed |
|  | Nguyen Van Tho |  |  |  | 25/03/2015 |  |
|  | Nguyen Thi Thanh Mai |  |  |  | 25/03/2015 |  |
|  | Nguyen Thi Nhu Huong |  |  |  | 25/03/2015 |  |
|  | Nguyen Thi Nhu Quynh |  |  |  | 25/03/2015 |  |
|  | Nguyen Minh Quang |  |  |  | 25/03/2015 |  |
|  | Nguyen Thi Thanh Ha |  |  |  | 25/03/2015 |  |
|  | Nguyen Minh Hung |  |  |  | 25/03/2015 |  |
|  | Nguyen Minh Hieu |  |  |  | 25/03/2015 |  |
|  | Nguyen Minh Hoang |  |  |  | 25/03/2015 |  |
| 4 | Nguyen Thi Thuy Tien |  | Member of Supervisory Board |  | 25/03/2015 | Dismissed |
|  | Nguyen Minh Tan |  |  |  | 25/03/2015 |  |
|  | Bui Van Hung |  |  |  | 25/03/2015 |  |
|  | Nguyen Ngoc Cat Tuong |  |  |  | 25/03/2015 |  |
|  | Bui Dinh Tho |  |  |  | 25/03/2015 |  |
|  | Bui Dinh Tai |  |  |  | 25/03/2015 |  |
|  | Nguyen Thi Bach Cuc |  |  |  | 25/03/2015 |  |
|  | Nguyen Thi Kim Quyen |  |  |  | 25/03/2015 |  |
|  | Nguyen Duc Thanh Tung |  |  |  | 25/03/2015 |  |
|  | Nguyen Thi Thanh Binh |  |  |  | 25/03/2015 |  |
|  | Nguyen Da Ly |  |  |  | 25/03/2015 |  |
|  | Nguyen Duc Bac |  |  |  | 25/03/2015 |  |
|  | Nguyen Duc Hanh |  |  |  | 25/03/2015 |  |

**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) | Shareholding at the end of the term | Shareholding percentage at the end of the term | Note |
| 1 | Vietnam Steel Corporation | Representative for the State’s capital | 21,942,859 | 86.050% |  |
| 2 | Tran Quang | Chair of BOD | - |  |  |
|  | Tran Van Quy | Connected person | - |  |  |
|  | Tran Thi Thai Ha | Connected person | - |  |  |
|  | Doan Nguyet Minh | Connected person | - |  |  |
|  | Tran Hoai | Connected person | - |  |  |
| 3 | Le Viet | General Manager  | 10,100 | 0.040% |  |
|  | Duong Thi Kim Ngan | Connected person | - |  |  |
|  | Le Anh Duy | Connected person | - |  |  |
|  | Le Ngoc Quynh Anh | Connected person | - |  |  |
|  | Le Thang | Connected person | - |  |  |
|  | Le Thuy Lieu | Connected person | - |  |  |
|  | Le Thuong | Connected person | - |  |  |
|  | Le Giang | Connected person | - |  |  |
| 4 | Nguyen Minh Tinh | Member of BOD – Deputy General Manager - Information Disclosure Officer | 11,500 | 0.045% |  |
|  | Le Thi Thien | Connected person | - |  |  |
|  | Le Vu Thu Thanh | Connected person | - |  |  |
|  | Nguyen Thi Minh Duyen | Connected person | - |  |  |
|  | Nguyen Thi Minh Duyen | Connected person | - |  |  |
|  | Nguyen Minh Duc | Connected person | - |  |  |
| 5 | Nguyen Huu Thien | Member of BOD | 8,510 | 0.033% |  |
|  | Nguyen Thi Tinh | Connected person | - |  |  |
|  | Hua Thi Ngan | Connected person | - |  |  |
|  | Nguyen Thi Ngoc Yen | Connected person | - |  |  |
|  | Nguyen Thi Ngoc Ngan | Connected person | - |  |  |
|  | Nguyen Ngoc Han | Connected person | - |  |  |
|  | Nguyen Thi Lien | Connected person | - |  |  |
|  | Nguyen Huu Lai | Connected person | - |  |  |
|  | Nguyen Thi Sau | Connected person | - |  |  |
|  | Nguyen Thi San | Connected person | - |  |  |
|  | Nguyen Huu Bang | Connected person | - |  |  |
| 6 | Truong Ba Liem | Member of BOD | - |  |  |
|  | Truong Ba Tung | Connected person | - |  |  |
|  | Pham Thi Thuy Linh | Connected person | - |  |  |
|  | Truong Thi My Lien | Connected person | - |  |  |
|  | Truong Ba Thanh | Connected person | - |  |  |
|  | Truong Ba Trung | Connected person | - |  |  |
|  | Truong Thi My Hanh | Connected person | - |  |  |
| 7 | Nguyen Quoc Thieu | Head of Supervisory Board | - |  |  |
|  | Nguyen Quoc Hy | Connected person | - |  |  |
|  | Nguyen Thi Le  | Connected person | - |  |  |
|  | Nguyen Thi Hong | Connected person | - |  |  |
|  | Nguyen Thi Thanh Huong | Connected person | - |  |  |
|  | Nguyen Thi Thanh Hoa | Connected person | - |  |  |
| 8 | Bui Van Vinh | Member of Supervisory Board | 3,437 | 0.013% |  |
|  | Bui Van Dinh | Connected person | - |  |  |
|  | Nguyen Thi Chuc | Connected person | - |  |  |
|  | Pham Thi The | Connected person | 72 | 0.000% |  |
|  | Bui Thi Thu Thao | Connected person | - |  |  |
|  | Bui Trung Kien | Connected person | - |  |  |
|  | Bui Thi Yen | Connected person | - |  |  |
|  | Bui Van Toan | Connected person | 1,220 | 0.005% |  |
|  | Bui Thi Huyen | Connected person | - |  |  |
| 9 | Cu Thi Thuy Linh | Member of Supervisory Board | - |  |  |
|  | Cu Nang Ha | Connected person | - |  |  |
|  | Han Thi Man | Connected person | - |  |  |
|  | Bui Duc Toan | Connected person | - |  |  |
|  | Bui Thai Duy | Connected person | - |  |  |
|  | Bui Thuy Chi | Connected person | - |  |  |
|  | Cu Minh Duc | Connected person | - |  |  |
| 10 | Le Phan Truong | Deputy General Manager | 3,220 | 0.013% |  |
|  | Le Van Trong | Connected person | - |  |  |
|  | Vu Thi Huong | Connected person | - |  |  |
|  | Le Vu Trung Hieu | Connected person | - |  |  |
|  | Le Cao Thang | Connected person | - |  |  |
|  | Le Thuy Tam | Connected person | - |  |  |
| 11 | Do Ngoc Bang | Deputy General Manager | - |  |  |
|  | Do Thi Buoi | Connected person | - |  |  |
|  | Le Thi My Chi | Connected person | - |  |  |
|  | Do Thi Kim Loan | Connected person | - |  |  |
| 12 | Nguyen Quoc Anh Dung | Chief Accountant | - |  |  |
|  | Nguyen Thi Thu Huong | 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 |  |  |  |  |  |  |  |

3. Other transactions: None

**V. Other issues:**

On 25/03/2015, General Meeting of Shareholders 2015 elected Mr. Bui Van Vinh and MS. Cu Thi Thuy Linh to be members of Supervisory Board

Change the address of Head office and change the business registration certificate as follows:

New address: 4th floor, VPPN Building, Vietnam Steel Corporation Joint Stock Company, 56 Thu Khoa Huan, Ben Thanh Ward, District No. 1 Ho Chi Minh City