**TPS: Corporate Governance Report 2015**

**CORPORATE GOVERNANCE**

**2015**

Company: Sai Gon Transportation Packing Joint Stock Company

Address: 720 Highway 1A, street 3B, Thanh Loc Ward, District 12, HCMC

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Charter capital: VND 16,000,000,000

Stock code: TPS

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Pham Tien Dung | Chairman | 4/4 | 100% |  |
| 2 | Nguyen Tan Loc | Member | 4/4 | 100% |  |
| 3 | Ta Chuong Chin | Member | 4/4 | 100% |  |
| 4 | Le Thuy Hang | Member | 4/4 | 100% |  |
| 5 | Nguyen Mai Bao Tram | Member | 4/4 | 100% |  |

**II. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution / Decision No. | Date | Content |
| 1 | 02/QD – HDQT | 21/01/2015 | Change in salary for managing officer (Mr. Pham Tien Dung) |
| 2 | 03/QD – HDQT | 21/01/2015 | Change in salary for managing officer (Mr. Vo Van Quang) |
| 3 | 04/QD – HDQT | 21/01/2015 | Change in salary for managing officer (Mr. Nguyen Tan Loc) |
| 4 | 05/QD – HDQT | 21/01/2015 | Change in salary for managing officer (Mr. Ta Chuong Chin) |
| 5 | 06/QD – HDQT | 21/01/2015 | Change in salary for managing officer (Mr. Bo Kim Thu Nga) |
| 6 | 07/NQ – HDQT | 29/01/2015 | - Approve the operation result 2014 and the plan 2015  - Approve the financial statement 2014  - Continue to implement the main jobs planned  - Approve collecting suggestion of Annual General Meeting of shareholders 2015 on authorizing Board of Directors  - Approve collecting suggestion of Annual General Meeting of shareholders 2015 on using the remaining profit for paying the hiring fee  - Using the remaining profit for operation expense 2015  - Approve the program of Annual General Meeting of shareholders 2015  -Approve appointing staffs as planned. |
| 7 | 08/QD – HDQT | 26/02/2015 | Issue the operation regulation of Board of Managers |
| 8 | 19A/NQ – HDQT | 01/04/2015 | - Approve the content of Annual General Meeting of shareholders 2015  - Approve the date of holding Annual General Meeting of shareholders 2015 |
| 9 | 21/NQ – HDQT | 10/04/2015 | Annual General Mandate 2015 |
| 10 | 23/NQ – HDQT | 18/05/2015 | - Approve the operation result of quarter 1/2015 and the operation plan of quarter 2/2015, the financial statement of quarter 1/2015.  - Approve other issues  - Listen the reports |
| 11 | 24/QD – HDQT | 22/05/2015 | - Change in salary for managing officer (Mr. Pham Tien Dung) |
| 12 | 25/QD – HDQT | 22/05/2015 | Change in salary for managing officer (Mr. Vo Van Quang) |
| 13 | 26/QD – HDQT | 22/05/2015 | Change in salary for managing officer (Mr. Nguyen Tan Loc) |
| 14 | 27/QD – HDQT | 22/05/2015 | Change in salary for managing officer (Mr. Bo Kim Thu Nga) |
| 15 | 29/QD – HDQT | 21/07/2015 | - Approve the operation result of quarter 2/2015 and the operation plan of quarter 3/2015, the financial statement of quarter 2/2015  - Approve other issues  - Listen the reports |
| 16 | 31/NQ – HDQT | 07/09/2015 | - Approve the operation result of quarter 3/2015 and the operation plan of quarter 4/2015, the financial statement of quarter 3/2015  - Approve other issues  - Listen the reports |
| 17 | 33/NQ – HDQT | 15/10/2015 | - Register to deposit shares at Viet Nam Securities Depository and register for share transaction at Ha Noi Stock Exchange |
| 18 | 34/NQ – HDQT | 15/10/2015 | - Resignation of MR. Nguyen Tan Loc |
| 19 | 36/NQ – HDQT | 10/11/2015 | - End the labor contract with Mr. Vo Van Quang |
| 20 | 37/QD – HDQT | 10/11/2015 | - Resignation of Mr. Vo Van Quang |
| 21 | 38/NQ – HDQT | 17/11/2015 | - Approve the first transaction date and reference price of the first transaction date on Ha Noi Stock exchange |
| 22 | 40/NQ – HDQT | 24/12/2015 | - Approve appointing Mr. Tran Hieu as Deputy General Manager |
| 23 | 41/NQ – HDQT | 24/12/2015 | - Appoint Deputy General Manager |
| 24 | 42/NQ – HDQT | 24/12/2015 | - Set the salary for appointed staffs |
| 25 | 44/QD – HDQT | 30/12/2015 | - Modify the Article in the Operation regulation of Board of Managers. |

**III. Change in connected persons/ institutions:**

**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) | Trading account | Shareholding at the end of the term | Shareholding percentage at the end of the term | Note |
| 1 | Pham Tien Dung | Chairman of Board of Directors |  | 272,500 | 17.03% |  |
| 2 | Ta Chuong Chin | Member of Board of Directors, Deputy General Manager |  | 274,000 | 17,125% |  |
| 3 | Do Kim Loan | Administration Center |  | 500 | 0.031% |  |
| 4 | Nguyen Tan Loc | Member of Board of Directors, Deputy General Manager |  | 272,000 | 17% |  |
| 5 | Le Thuy Hang | Member of Board of Directors |  | 1,300 | 0.0813% |  |
| 6 | Nguyen Mai Bao Tram | Member of Board of Directors |  | 582,560 | 36.41% |  |
| 7 | Vo Van Quang | Deputy General Manager |  | 500 | 0.031% |  |
| 8 | Cao Thi Hong |  |  | 500 | 0.031% |  |
| 9 | Bo Kim Thu Nga | Chief Accountant |  | 6,000 | 0.38% |  |
| 10 | Le Thi Thanh Thuan | Member of Supervisory Board |  | 4,100 | 0.025% |  |

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 |  |  |  |  |  |  |  |
| 2 |  |  |  |  |  |  |  |

3. Other transactions:

**V. Other contents:**