**VE2: Corporate Governance report (2015)**

**CORPORATE GOVERNANCE REPORT**

**(2015)**

Company: Vietnam Electricity Construction 2 JSC

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 Charter capital: VND 21,588,800,000

 Stock code: VE2

**I. BOD Activities (2015)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Nguyen Dau Thao | Chair of BOD | 5 | 100 % |  |
| 2 | Nguyen The Hung | Member of BOD | 5 | 100 % |  |
| 3 | Manh Xuan Ky | Member of BOD | 5 | 100 % |  |
| 4 | Pham Van Tao | Member of BOD | 5 | 100 % |  |
| 5 | Le Thi Thu Phuong | Member of BOD | 5 | 100 % |  |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | BB-HDQT | 24/01/2015 | - Approve the operation result in 2014- Review the activity of the construction work of the projects- Approve the management methods- Other problems serving Annual General Meeting of Shareholders 2015 |
| 2 | BB-HDQT | 09/03/2015 | - Approve the plan of holding Annual General Meeting of Shareholders 2015- Decide the date of record list of shareholders attending Annual General Meeting of Shareholders- Approve the agenda of Annual General Meeting of Shareholders 2015- Approve the internal management regulation 2015 |
| 3 | BB-HDQT | 12/04/2015 | - Approve the report operation result in 2014- Approve the operation plan for 2015- Other problems related to regulations, labor discipline |
| 4 | Annual General Mandate | 13/04/2015 | AGM approves:- Operation result report 2014 and operation plan for 2015 - The investment method for 2015- The method of profit distribution and dividend payment 2014- Approve the title: Chairman of the Company cum Executive Manager 2015- Remuneration 2015 for Board of Directors, Supervisory Board, Information disclosure Officer and secretary of the Company.- Authorize Board of Directors and Supervisory Board to select auditing company to audit financial statement 2015 of the Company |
| 5 | BB-HDQT | 25/07/2015 | - Approve the operating result of the first 06 months of 2015 Revenue: VND 15.908 billionProfit after tax: VND 1.847 billion- Approve the plan for the last 06 months of 2015 |
| 6 | BB-HDQT | 02/11/2015 | - Approve the operating result of the first 09 months of 2015Revenue: VND 37.100 billionProfit after tax: VND 2.792 billion- Approve the plan for the last 03 months of 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 |
|  |  |  |  |  |  |  |

**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 | Nguyen Dau Thao |  | PDMR | 127,542  |  |  |
| 2 | Nguyen Dau Nhung |  | Connected person  | 0  |  |  |
| 3 | Tran Thi Nuoi |  | Connected person  | 0  |  |  |
| 4 | Manh Thi Bich Thuy |  | Connected person  | 0  |  |  |
| 5 | Nguyen Thi Thu Hien |  | Connected person  | 0  |  |  |
| 6 | Nguyen Thi Thu Ha |  | Connected person  | 0  |  |  |
| 7 | Nguyen Thi Nhung |  | Connected person  | 0  |  |  |
| 8 | Nguyen Dau Bao |  | Connected person  | 0  |  |  |
| 9 | Nguyen Dau Hao |  | Connected person  | 25,137  |  |  |
| 10 | Nguyen Thi Dao |  | Connected person  | 9,686  |  |  |
| 11 | Manh Xuan Thu |  | Connected person  | 0  |  |  |
| 12 | Nguyen Thi Hai |  | Connected person  | 0  |  |  |
| 13 | Nguyen The Hung |  | PDMR | 32,619  |  |  |
| 14 | Le Thi Lien |  | Connected person  | 0  |  |  |
| 15 | Nguyen The Thang |  | Connected person  | 0  |  |  |
| 16 | Nguyen The Binh |  | Connected person  | 0  |  |  |
| 17 | Nguyen The Hoa |  | Connected person  | 0  |  |  |
| 18 | Nguyen Thi Hien |  | Connected person  | 0  |  |  |
| 19 | Nguyen Thi Thao |  | Connected person  | 0  |  |  |
| 20 | Nguyen Thi Minh Hue |  | Connected person  | 0  |  |  |
| 21 | Nguyen Nhat Minh |  | Connected person  | 0  |  |  |
| 22 | Nguyen Thi Minh Trang |  | Connected person  | 0  |  |  |
| 23 | Nguyen Van Hoan |  | Connected person  | 0  |  |  |
| 24 | Truong Thi Hong Sam |  | Connected person  | 0  |  |  |
| 25 | Le Thi Thu Phuong |  | PDMR | 46,400  |  |  |
| 26 | Le Xuan An |  | Connected person  | 0  |  |  |
| 27 | Tran Thi Phuong |  | Connected person  | 0  |  |  |
| 28 | Le Ngoc Toan |  | Connected person  | 0  |  |  |
| 29 | Le Thi Thuy Xoan |  | Connected person  | 33,821  |  |  |
| 30 | Trinh Ngoc Lam |  | Connected person  | 0  |  |  |
| 31 | Trinh Thi Ngoc Tram |  | Connected person  | 0  |  |  |
| 32 | Trinh Thi Ngoc Anh |  | Connected person  | 0  |  |  |
| 33 | Vo Thi Khuong |  | Connected person  | 0  |  |  |
| 34 | Manh Xuan Ky |  | PDMR | 11,600  |  |  |
| 35 | Manh Xuan Thu |  | Connected person  | 0  |  |  |
| 36 | Nguyen Thi Hai |  | Connected person  | 0  |  |  |
| 37 | Nguyen Thi Thu Lan |  | Connected person  | 0  |  |  |
| 38 | Manh Nguyen Tung Chi |  | Connected person  | 0  |  |  |
| 39 | Manh Xuan Huy |  | Connected person  | 0  |  |  |
| 40 | Manh Thi Bich Thuy |  | Connected person  | 0  |  |  |
| 41 | Manh Xuan Truong |  | Connected person  | 0  |  |  |
| 42 | Manh Xuan Hung |  | Connected person  | 0  |  |  |
| 43 | Nguyen Phung |  | Connected person  | 0  |  |  |
| 44 | Nguyen Thi Que |  | Connected person  | 0  |  |  |
| 45 | Pham Van Tao |  | PDMR | 11,798  |  |  |
| 46 | Pham Huy Binh |  | Connected person  | 0  |  |  |
| 47 | Nguyen Thi Lan |  | Connected person  | 0  |  |  |
| 48 | Nguyen Thi Thu Huong |  | Connected person  | 986  |  |  |
| 49 | Pham Tien Thanh |  | Connected person  | 0  |  |  |
| 50 | Pham Thi Thu Nga |  | Connected person  | 0  |  |  |
| 51 | Pham Sy Binh |  | Connected person  | 0  |  |  |
| 52 | Pham Huy Minh |  | Connected person  | 0  |  |  |
| 53 | Pham Thi Sang |  | Connected person  | 0  |  |  |
| 54 | Pham Dinh Huy |  | Connected person  | 0  |  |  |
| 55 | Pham Van Hoang |  | Connected person  | 0  |  |  |
| 56 | Pham Thi Thu Huong |  | Connected person  | 0  |  |  |
| 57 | Nghiem Thi Lan |  | Connected person  | 0  |  |  |
| 58 | Tran Dinh Quy |  | PDMR | 11,600  |  |  |
| 59 | Vo Thi Hong Mai |  | Connected person  | 254  |  |  |
| 60 | Tran Anh Dung |  | Connected person  | 0  |  |  |
| 61 | Tran Tuan Minh |  | Connected person  | 0  |  |  |
| 62 | Pham Thi Hoi |  | Connected person  | 0  |  |  |
| 63 | Tran Ngoc Van |  | Connected person  | 0  |  |  |
| 64 | Nguyen Huy Hoai |  | PDMR | 10,208  |  |  |
| 65 | Nguyen Thi Thanh |  | Connected person  | 0  |  |  |
| 66 | Nguyen Huy Tuan Vu |  | Connected person  | 0  |  |  |
| 67 | Nguyen Huy Tien Lam |  | Connected person  | 0  |  |  |
| 68 | Nguyen Huy Ky |  | Connected person  | 0  |  |  |
| 69 | Nguyen Thi Anh Hoa |  | Connected person  | 0  |  |  |
| 70 | Nguyen Thi Bich Hop |  | Connected person  | 0  |  |  |
| 71 | Nguyen Thi Thanh |  | Connected person  | 0  |  |  |
| 72 | Nguyen Thi Thu Huong |  | Connected person  | 0  |  |  |
| 73 | Nguyen Huy H Oan |  | Connected person  | 0  |  |  |
| 74 | Nguyen Thi Nguyet |  | Connected person  | 0  |  |  |
| 75 | Nguyen Minh Son |  | PDMR | 0  |  |  |
| 76 | Nguyen Thi Quynh |  | Connected person  | 0  |  |  |
| 77 | Nguyen Tien Dung |  | Connected person  | 0  |  |  |
| 78 | Nguyen The Hung |  | Connected person  | 0  |  |  |
| 79 | Bui Thi Kim Tam |  | Connected person  | 0  |  |  |
| 80 | Nguyen Thi Thuy Ha |  | Connected person  | 0  |  |  |
| 81 | Nguyen Van Trung |  | Connected person  | 0  |  |  |
| 82 | Nguyen Van Giang |  | Connected person  | 0  |  |  |
| 83 | Tran Thi Thu Huong |  | Connected person  | 0  |  |  |
| 84 | Nguyen Duy Than |  | PDMR | 400  |  |  |
| 85 | Dao Thu Lai |  | Connected person  | 0  |  |  |
| 86 | Nguyen Thao Phuong |  | Connected person  | 0  |  |  |
| 87 | Nguyen Dao An Khanh |  | Connected person  | 0  |  |  |
| 88 | Nguyen Dao An Khanh |  | Connected person  | 0  |  |  |
| 89 | Nguyen Duy Duyen |  | Connected person  | 0  |  |  |
| 90 | Dao Quang Thi |  | Connected person  | 0  |  |  |
| 91 | Hoang Thi Thao |  | Connected person  | 0  |  |  |
| 92 | Nguyen Duy Phuc |  | Connected person  | 0  |  |  |
| 93 | Hoang Dinh Khanh |  | PDMR | 0  |  |  |
| 94 | Tran Thi Loi |  | Connected person  | 0  |  |  |
| 95 | Hoang Tien Dung |  | Connected person  | 0  |  |  |
| 96 | Hoang Tien Duy |  | Connected person  | 0  |  |  |
| 97 | Hoang Dinh Hoi |  | Connected person  | 0  |  |  |
| 98 | Nguyen Thi Chau |  | Connected person  | 0  |  |  |
| 99 | Hoang Dinh Vinh |  | Connected person  | 0  |  |  |
| 100 | Hoag Thi Thanh Duyen |  | Connected person  | 0  |  |  |
| 101 | Tran Xuan Dong |  | Connected person  | 0  |  |  |

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 Minh Son | PDMR | 2,481 | 0.11 | 0 | 0 | Sell |

3. Other transactions

**V. Other issues: None**