**BBS: Corporate Governance Report 2016**

**CORPORATE GOVERNANCE REPORT** **(2016)**

Company: Vicem Packaging But Son Joint Stock Company

Address: Km 2, Van Cao Street, Nam Dinh City, Nam Dinh Province

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Charter capital: VND 60,000,000,000

Stock code: BBS

**I.        BOD activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Pham Van Minh | Chairman | 11 | 100 % |  |
| 2 | Nguyen Van Dat | Director | 11 | 100 % |  |
| 3 | Bui Huy Hong | Director | 11 | 100 % |  |
| 4 | Tran Van Thuong | Director | 04 | 57 % | Ended term on 08/04/2016 |
| 5 | Hoang Mai Khoi | Director | 04 | 57 % | Ended term on 08/04/2016 |
| 6 | Nguyen Trong Canh |  | 07 | 43% | Appointed on 08/04/2016 |
| 7 | Tran Ngoc Hung |  | 07 | 43% | Appointed on 08/04/2016 |

**II.      Board resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board Resolution No.** | **Date** | **Contents** |
| 1 | 01/ 16 /NQ - HDQT | **02/01/2016** | 1. Approve the operation result 12/2015  2. Deploy the duties of the first month 2016  3. Assign Executive Manager some contents in management work  - Deploy the marketing work 2016  - Make the budget 2016 |
| 2 | 02/ 16 /NQ - HDQT | 30/01/2016 | 1. Operation results of January 2016  2. Assign the tasks for February 2016  3. Assign Executive Manager some works:  4. Approve some contents under the right of Board of Director |
| 3 | 03/ 16 /NQ - HDQT | 27/02/2016 | - Operation results of Feb 2016  - Deploy the works of Mar 2016  - Assign Executive Manager to implement some works  - Approve some contents under the right of Board of Director |
| 4 | 04/ 16 /NQ- HDQT | 02/4/2016 | - Operation results of Mar 2016  - The plan for April 2016  - Assign Executive Manager to implement some works  Preparation for holding Annual General Meeting of Shareholders 2016 on 08/04/2016  - Approve some contents under the right of Board of Director |
| 5 | 05/ 16/ NQ - HDQT | 08/05/2016 | - Approve the operation results of April 2016  - Assign the plan for May 2016  - Assign Executive Manager to perform some works  - Approve the contents under the rights of BOD |
| 6 | 06/ 16/ NQ - HDQT | 05/06/2016 | - Approve the operation result of May 2016  - Assign the tasks for June 2016  - Assign Executive Manager to perform some works  - Approve the contents under the rights of Board of Directors |
| 7 | 07/ 16 /NQ – HDQT | 04/06/2016 | 1. Approve the Documents for registration of share public offering  2. Supplement some escrow accounts to receive payment of the issued shares  3. Assign the Manager to lead to complete the documents as requested by the Securities Committee on the process of document appraisal then report the result to Board of Directors after the end of the share issuance. |
| 8 | 08/ 16 /NQ – HDQT | 04/06/2016 | 1. Approve the result of the issuance of 1,800,000 shares to outstanding shareholders and the staff.  2. Approve of offering the unsold shares |
| 9 | 09/ 16 /NQ – HDQT | 02/10/2016 | - Approve the result of the direct dealing offering of the unsold shares of the But Son Package Vicem Joint Stock Company as the shareholders refused to buy  - Investors who bought shares are responsible to pay and sign sign contract dated from 03 Oct 2016 to 04 Oct 2016 |
| 10 | 10/ 16 /NQ – HDQT | 22/11/2016 | 1. Approve the transaction date for the first amount of shares listed on Hanoi Stock Exchange  - Number of the listed shares: 1,800,000 shares  - The transaction date for the first amount of shares free to transfer: 05 Oct 2016 |
| 11 | 11/ 16 /NQ – HDQT | 24/12/2016 | - Approve of contributing capital to the But Son Package Vicem Joint Stock Company with rate of 49% of charter capital equivalent to 29% of charter capital, equivalent to VND 2,450,000,000 |
|  | **Decision** |  |  |
| 1 | 48/ 16/ QD - HDQT | 30/01/2016 | - Decision on approving the Plan of establishing committees and boards to serve the Annual General Meeting of Shareholders 2016 |
| 2 | 135/ 16/ QD - HDQT | 08/05/2016 | Decision of promulgating the Statutes of the But Son Package Vicem Joint Stock Company  - Legal responsibilities of Board of Directors  - Working principles of Board of Directors  - Structure, organization and term of working  - Standards for members of Board of Directors  - Duties of Board of Directors |

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

**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 | Pham Van Minh | 030C350099 | Chairman of Board of Directors | 162,329 | 2.71 |  |
| 2 | Tran Thi Nen | 030C350123 |  | 4,100 | 0.07 |  |
| 4 | Bui Huy Hong | 030C350075 | Director, Info Disclosure Officer | 7,100 | 0.14 |  |
| 5 | Hoang Mai Khoi | 001C102941 | Director | 14,230 | 0.34 |  |
| 6 | Tran Hai Yen | 028C101545 | Head of Supervisory Board | 7,333 | 0.12 |  |
| 7 | Nguyen Thi Dung | 030C350072 | Supervisor | 2,500 | 0.06 |  |
| 8 | Nguyen Minh Thu | 030C350340 | Supervisor | 7,400 | 0.12 |  |
| 9 | Nguyen Van Dat | 030C350063 | Manager | 18,700 | 0.31 |  |
| 10 | Tran Ngoc Hung |  | Deputy Manager | 16,030 | 0.27 |  |
| 11 | Nguyen Trong Canh |  | Member of BOD | 790,972 | 13.18 |  |
| 12 | Ta Duy |  | Head member of Supervisory Board | 0 | 0 |  |
| 13 | Nguyen Thi Thanh Hang |  | Member of Supervisory Board | 700 | 0.01 |  |
| 14 | Tran Duc Thien |  | Member of Supervisory Board | 0 | 0 |  |
| 15 | Duong Minh Tuan | 030C350350 | Chief of Accounting Department | 37.112 | 0.62 |  |
| 16 | Tran Van Thuong | Member of Board of Directors |  | 5,700 | 0.95 |  |

2. Transactions:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 Trong Canh | Member of BOD | 0 | 0 | 162,329 | 2.17 | Increase |
| 2 | Tran Thi Nen |  |  |  | 4,100 | 0.07 |  |
| 3 | Bui Huy Hung | Member of Board of Directors cum Information disclose person |  |  | 7,100 | 0.14 |  |
| 4 | Nguyen Van Dat | Member of Board of Directors cum General Manager |  |  | 18,700 | 0.31 |  |
| 5 | Tran Ngoc Hung | Member of Board of Directors cum Deputy General Manager |  |  | 16,030 | 0.27 |  |
| 6 | Nguyen Trong Canh | Member of Board of Directors |  |  | 790,972 | 13.18 |  |
| 7 | Ta Duy | Member of Board of Supervisors |  |  | 0 | 0 |  |
| 8 | Nguyen Thi Thanh Hang | Member of Board of Supervisors |  |  | 700 | 0.02 |  |
| 9 | Tran Duc Thien | Member of Board of Supervisors |  |  | 2,000 | 0.03 |  |
| 10 | Duong Minh Tuan | Chief Accountant |  |  | 37,112 | 0.62 |  |
| 11 | Mai Van Dan |  |  |  | 543,715 | 9.06 |  |

3. Other transactions:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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 |
|  |  |  |  |  |  |  |  |

V.      **Other issues:** None