**DCS: Corporate Governance report (2016)**

**CORPORATE COVERNANCE REPORT**

**(2016)**

Company: Dai Chau Joint Stock Company

Address: Group 23, zone 4, Nhat Tan Street, Tay Ho district, Hanoi

Tel.: 04 37194353 Fax: 04 3718 3635

Charter Capital: VND 603,110,000,000

Stock code: DCS

1. **BOD activities**

Meetings

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate (%)** | **Reason** |
| 1 | Duong Duc Hoa | Chair of Board of Directors  | 04/04 | 100% | 0% |
| 2 | Tran Thi Anh Nguyet | Member of Board of Directors  | 04/04 | 100% | 0% |
| 3 | Nguyen Duc Nang | Member of Board of Directors | 04/04 | 100% | 0% |
| 4 | Nguyen Duc Quang | Member of Board of Directors | 04/04 | 100% | 0% |
| 5 | Tran Ngoc Tuan | Member of Board of Directors | 04/04 | 100% | 0% |

1. **Board resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board resolution No.** | **Date** | **Content** |
| 1 | 01/ 2016/ QDHDQT- DC  | 25 Mar 2015 | Approve the time of holding annual General Meeting of Shareholders 2016 and agenda of annual General Meeting of Shareholders 2016 |
| 2 | 01/ 2016/ NQ – DHDCD | 22 Apr 2016 | Approve the issues for approval at annual General Meeting of Shareholders 2016 |
| 3 | 03/ 2016/ QDHDQT- DC | 28 May 2016 | Decision on setting up associated companies |
| 4 | 04/2016/QDHDQT- DC | 29 Dec 2016 | Decision on transferring shares of Dai Chau Joint Stock Company |

1. **Change in connected persons/ institutions**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name of connected persons/institutions** | **Position of PDMR at the company (if any)** | **No. of ID card/ business registration certificate** | **Date of issuing** | **Date to become connected persons/ institutions** | **Date no longer connected persons/ institutions** | **Reason** |
| 1 | Duong Duc Hoa | Chairman of Board of Directors  | 011604166 | 6/10/2007 | 12/2007 |  | Elected |
| 2 | Tran Thi Anh Nguyet | Member of Board of Directors  | 011123393 | 14/08/2003 | 12/2007 |  | Elected |
| 3 | Nguyen Duc Nang | Member of Board of Directors  | 011755738 | 05/03/2007 | 12/2007 |  | Elected |
| 4 | Tran Ngoc Tuan | Member of Board of Directors  | 111510110 | 07/03/2006 | 04/2015 |  | Elected |
| 5 | Nguyen Duc Quang | Member of Board of Directors  | 151172615 | 05/07/2010 | 04/2013 |  | Elected |
| 6 | Vuong Thi Anh Duyen | Chief Accountant | 001183001717 | 09/05/2014 | 12/2014 |  | Changed position of CA |
| 7 | Duong Lan Phuong | Chief of Supervisory Board  | 183227653 | 28/08/2009 | 12/2007 |  | Elected |
| 8 | Tran Thi Kim Ngan | Member of Supervisory Board  | 011551323 | 18/06/2008 | 04/2010 |  | Elected |
| 9 | Hoang Van Quang | Member of Supervisory Board  | 162972583 | 05/04/2006 | 06/2012 |  | Elected |

1. **Transactions of PDMRs and connected persons/institutions**
2. List of PDMRs and connected persons

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Position of PDMR at the company (if any)** | **Shareholding at the beginning of the term** | **Shareholding at the end of the term** | **Note** |
| 1 | Duong Duc Hoa | Chairman of Board of Directors  | 3,001,491 | 3,001,491 |   |
| 2 | Tran Thi Anh Nguyet | Member of Board of Directors  | 18,669 | 2,018,669 |   |
| 3 | Nguyen Duc Nang | Member of Board of Directors  | 12,511 | 12,551 |   |
| 4 | Tran Ngoc Tuan | Member of Board of Directors  |   |   |   |
| 5 | Nguyen Duc Quang | Member of Board of Directors  |  |  |   |
| 6 | Vuong Thi Anh Duyen | Chief Accountant |  |  |   |
| 7 | Duong Lan Phuong | Chief of Supervisory Board  | 4,500 | 4,500 |   |
| 8 | Tran Thi Kim Ngan | Member of Supervisory Board  | 248 | 248 |  |
| 9 | Hoang Van Quang | Member of Supervisory Board  | 10,000 | 10,000 |  |

1. Shares transaction

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full 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 | Rate | Shares | Rate |
| 1 | Tran Thi Anh Nguyet | Member of Board of Directors  | 18,669 | 0.03% | 2,018,669 | 3.35% | Buy |
| 2 | Duong Duc Hoa | Chairman of Board of Directors  | 3,001,491 | 4.97% | 4,001,491 | 6.63% | Buy |

1. **Other notices**