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

**CORPORATE GOVERNANCE REPORT**

**(Year 2016)**

- Company: Nam Tan Uyen Joint Stock Corporation

- Address: DT 747B, Khanh Binh Ward, Tan Uyen Town, Binh Duong Province, Vietnam

- Tel: 06503 652 326                              Fax:

- Email:

- Charter capital: VND 160,000,000,000

- Stock code: NTC

**I. BOD’s activities**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Member of BOD** | **Title** | **Attendance** | **Rate** | **Reason for not attending** |
| 1 | Huynh Trung Truc | Chairman of Board of Directors | 6 | 100% |  |
| 2 | Truong Van Quanh | Member of Board of Directors  | 6 | 100% |  |
| 3 | Do Huu Phuoc | Member of Board of Directors  | 1 | 30.33% | Business trip |
| 4 | Nguyen Minh Hung | Member of Board of Directors – General Director  | 6 | 100 % |  |
| 5 | Huynh Kim Nhut | Member of Board of Directors | 6 | 100 % |  |

**II. Board resolution (2016)**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board resolution no.** | **Date** | **Contents** |
| 1 | 001/ NQ – HDQT - NTC | 25 Jan 2016 | Regular Board Meeting in Q.IV/ 2015  |
| 2 | 002/ QD - HDQT | 25 Jan 2016 | Issue regulation on financial management of Nam Tan Uyen Joint Stock Corporation |
| 3 | 003/ QD – HDQT - NTC | 25 Jan 2016 | Approve adjusted plan on selecting contractors  |
| 4 | 004/ NQ – HDQT - NTC | 03 Mar 2016 | Extraordinary Board Meeting on 03 Mar 2016 |
| 5 | 005/ QD – HDQT - NTC | 01 Apr 2016 | Supplement the plan on selecting contractors |
| 6 | 01/ 2016/ BB – DHDCD - NTC | 22 Apr 2016 | Minutes of General Mandate 2016 |
| 7 | 02/ 2016/ BB – DHDCD - NTC | 22 Apr 2016 | General Mandate 2016 |
| 8 | 006/ QD – HDQT - NTC | 27 Apr 2016 | Nominate members of Supervisory Board of An Diem Industrial Park Joint Stock Company for term of 2016 - 2021 |
| 9 | 007/ QD – HDQT - NTC | 27 Apr 2016 | Nominate members of Supervisory Board of Dau Giay Industrial Park Joint Stock Company for term of 2016 - 2021 |
| 10 | 007A/ NQ – HDQT - NTC | 20 May 2016 | Regular Board Meeting in Q.I/ 2016 |
| 11 | 008/ NQ – HDQT - NTC | 23 May 2016 | Board resolution on remaining dividend payment 2015 |
| 12 | 009/ TB – HDQT - NTC | 24 May 2016 | Record date of 2015 dividend payment in cash  |
| 13 | 10/ TrLBB – HDQT - NTC | 24 May 2016 | 2nd minutes of Board Meeting in Q.I/ 2016 |
| 14 | 11/ QD – HDQT - NTC | 25 May 2016 | Decision on reappointment of managers |
| 15 | 12/ QD – HDQT - NTC | 25 May 2016 | Decision on reappointment of managers |
| 16 | 13/ QD – HDQT - NTC | 25 May 2016 | Decision on reappointment of managers |
| 17 | 14/ QD – HDQT - NTC | 01 Jul 2016 | Decision on selecting an auditor for 2016 financial statement  |
| 18 | 15/ BC – HDQT - NTC | 01 Jul 2016 | Corporate Governance Report |
| 19 | 16/ NQ – HDQT - NTC | 19 Jul 2016 | Regular Board Meeting in Q.II/ 2016 (3rd time) of term of 2016 - 2021 |
| 20 | 17/ BB – HDQT - NTC | 19 Jul 2016 | Minutes of Board Meeting for term of 2016 - 2021 |
| 21 | 18/ TTr – HDQT - NTC | 19 Jul 2016 | Statement on arrangement of managerial titles, managers for term of 2016 - 2021 |
| 22 | 19/ QD – HDQT - NTC | 19 Jul 2016 | Adjusted plan for selecting contractors |
| 23 | 20/ QD – HDQT - NTC | 19 Jul 2016 | Adjusted plan for selecting contractors |
| 24 | 21/ QD – HDQT - NTC | 19 Jul 2016 | Adjusted plan for selecting contractors |
| 25 | 23/ QD – HDQT - NTC | 28 Jul 2016 | Decision on supplementing capital and plan on selecting contractors |
| 26 | 24/ QD – HDQT - NTC | 04 Aug 2016 | Approve salary system |
| 27 | 25/ QD – HDQT - NTC | 22 Aug 2016 | Adjusted plan for selecting contractors |
| 28 | 26/ QD – HDQT - NTC | 31 Aug 2016 | Adjusted plan for selecting contractors |
| 29 | 27/ QD – HDQT - NTC | 31 Aug 2016 | Adjusted plan for selecting contractors |
| 30 | 28/ QD – HDQT - NTC | 31 Aug 2016 | Adjusted plan for selecting contractors |
| 31 | 29/ QD – HDQT - NTC | 31 Aug 2016 | Adjusted plan for selecting contractors |
| 32 | 30/ QD – HDQT - NTC | 23 Sep 2016 | Approve plans on selecting contractors |
| 33 | 31/ QD – HDQT - NTC | 23 Sep 2016 | Decision on supplementing the plan on selecting contractors |
| 34 | 32/ QD – HDQT - NTC | 23 Sep 2016 | Decision on supplementing the plan on selecting contractors |
| 35 | 33/ QD – HDQT - NTC | 23 Sep 2016 | Decision on supplementing the plan on selecting contractors |
| 36 | 34/ QD – HDQT - NTC | 04 Oct 2016 | Decision on estimate and plan for selecting contractors |
| 37 | 35/ NQ – HDQT - NTC | 11 Oct 2016 | Regular Board Meeting in Q.III/ 2016 (4th time) for term of 2016 - 2021 |
| 38 | 36/ BC – NTC | 04 Nov 2016 | Report on expansion of area at Nam Tan Uyen Industrial Park for term of 2016 – 2020 and development orientation till 2030 |
| 39 | 39/ NQ – HDQT - NTC | 21 Nov 2016 | Board Resolution on dividend advance 2016 |

**III. Change in connected persons/institutions: No change**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Institutions/ individuals** | **Trading account (if any)** | **Title (if any)** | **Starting moment as connected persons** | **Moment to no longer be connected persons** | **Reasons** |
|  |  |  |  |  |  |  |

**IV. Transactions of PDMRs and connected persons/institutions**

1. List of PDMRs and connected persons/institutions

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

2. Transactions of PDMRs and connected persons/institutions (none)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Relation to PDMRs** | **Shareholding at the beginning of the term** | **Shareholding at the end of the term** | **Reasons for increase/decrease (selling, buying, transferring, bonus …)** |
| **Shares** | **Ratio (%)** | **Shares** | **Ratio (%)** |

3. Other transactions (none)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Relation to PDMRs** | **Shareholding at the beginning of the term** | **Shareholding at the end of the term** | **Reasons for increase/decrease (selling, buying, transferring, bonus …)** |
| **Shares** | **Ratio (%)** | **Shares** | **Ratio (%)** |

**V. Other notices: None**