**SJM: Corporate Governance Report (2016)**

**CORPORATE GOVERNANCE**

**(2016)**

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Position** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Vu TrungTruc | Chair of Board of Directors | 5 | 75% |  |
| 2 | Vu Kim Long | Chair of Board of Directors | 5 | 100% |  |
| 3 | Dinh Quang Chien | Director | 4 | 80% |  |
| 4 | Bui Tuan Dung | Director | 5 | 75% |  |
| 5 | Hoang Viet Thanh | Director | 5 | 100% |  |

**II. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution / Decision No. | Date | Content |
| 1 | 02/QD – HDQT | 24/02/2016 | Hire the working office at T2 Building – Thang Long Victory Project – Nam An Khanh |
| 2 | 04/NQ – HDQT | 05/04/2016 | Approve the profit distribution 2015 |
| 3 | 05/NQ – HDQT | 05/04/2016 | Approve the operation result 2015 and the plan for 2016 |
| 4 | 12/NQ – HDQT | 29/04/2016 | Annual General Mandate 2016 |
| 5 | 13/QD – HDQT | 19/05/2016 | Liquidate, transfer the equipment |
| 6 | 14/QD – HDQT | 31/05/2016 | Dismiss Mr. Hoang Van Luat from Deputy General Manager |
| 7 | 16/QD – HDQT | 12/07/2016 | Decision on mobilizing the capital form the employees and individuals |
| 8 | 18/QD – HDQT | 10/10/2016 | Decision on transferring the contributed capital at DakLay Hydropower Plant Co., Ltd |
| 9 | 20/QD – HDQT | 22/12/2016 | Dismiss Mr. Tran Trung Khin from Deputy General Manager |

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name of connected persons/institutions | Position of PDMR at the company (if any) | Date to become connected persons/ institutions | Date no longer connected persons/ institutions | Reasons |
| 1 | Dinh Quang Chien | Member of BOD |  | 10/10/2016 | Resigned |

**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** | **Vu TrungTruc** |  | **PDMR** | **1,000** | **0.02%** |  |
|  | Ha ThiLuyen |  | Connected person |  |  |  |
|  | Ta ThiGiang |  | Connected person | 2,000 | 0.04% |  |
| **2** | **Vu Kim Long** |  | **PDMR** | **9,414** | **0.19%** |  |
|  | Vu Van Bo |  | Connected person |  |  |  |
|  | Le ThiTiep |  | Connected person |  |  |  |
|  | Bui Thi Van Ha |  | Connected person |  |  |  |
|  | Vu Thi Hong Van |  | Connected person |  |  |  |
|  | Vu Le Tien Dung |  | Connected person |  |  |  |
| **3** | **DinhQuangChien** |  | **PDMR** | **0** | **0%** |  |
|  | Dinh Van Chiem |  | Connected person |  |  |  |
|  | Nguyen ThiTheu |  | Connected person |  |  |  |
|  | DinhThi Hoi |  | Connected person |  |  |  |
|  | DinhThi Sen |  | Connected person |  |  |  |
|  | Dinh Xuan Thao |  | Connected person |  |  |  |
|  | Dinh Thu Thuy |  | Connected person |  |  |  |
| **4** | **Bui Tuan Dung** |  | **PDMR** | **1,201,694** | **24.03%** |  |
|  | Bui Tuan The |  | Connected person |  |  |  |
|  | Tran Thi Lien |  | Connected person |  |  |  |
|  | Bui Van Cuong |  | Connected person |  |  |  |
|  | Bui Van Thang |  | Connected person |  |  |  |
|  | Doan Thi Thu Huyen |  | Connected person |  |  |  |
| **5** | **Hoang Viet Thanh** |  | **3** **PDMR** | **150,000** | **3.00%** |  |
|  | Hoang Ba Than |  | Connected person |  |  |  |
|  | Pham ThiQuy |  | Connected person |  |  |  |
|  | Hoang ThanhBinh |  | Connected person |  |  |  |
|  | Hoang ThiHuyen |  | Connected person | 100,000 | 2.00% |  |
|  | Hoang HuyenAnh |  | Connected person |  |  |  |
|  | Hoang Anh Minh |  | Connected person |  |  |  |
| **6** | **Nguyen ThiThanhBinh** |  | **PDMR** | **210,400** | **4.21%** |  |
|  | Pham Thi Minh Nguyen |  | Connected person | 60,000 | 1.20% |  |
|  | Vu Hong Su |  | Connected person | 17,200 | 0.34% |  |
| **7** | **Nguyen KhacChien** |  | **5** |  |  |  |
|  | Le ThiVang |  | Connected person |  |  |  |
|  | Nguyen KhacThang |  | Connected person |  |  |  |
|  | Nguyen ThiLoi |  | Connected person |  |  |  |
|  | Nguyen Khac Cong |  | Connected person |  |  |  |
|  | Nguyen ThiHoan |  | Connected person |  |  |  |
|  | Nguyen KhacToan |  | Connected person |  |  |  |
|  | DinhThi Cam Tu |  | Connected person |  |  |  |
|  | Nguyen Khac Tung Lam |  | Connected person |  |  |  |
|  | Nguyen Khac Xuan Bach |  | Connected person |  |  |  |
| **8** | **Nguyen Viet Dung** |  | **5** |  |  |  |
|  | Nguyen Thi Tam |  | Connected person |  |  |  |
|  | Mai ThiThanhBinh |  | Connected person |  |  |  |
|  | Nguyen Thi Dung |  | Connected person |  |  |  |
|  | Nguyen Viet Hai |  | Connected person |  |  |  |
| **9** | **Nguyen QuocChinh** |  | **10;11** |  |  |  |
|  | Nguyen GiaChien |  | Connected person |  |  |  |
|  | Nguyen ThuyHoa |  | Connected person |  |  |  |
|  | Nguyen Viet Hai |  | Connected person |  |  |  |
|  | Nguyen Viet Phuong |  | Connected person |  |  |  |
|  | Tran Thi Thu Nga |  | Connected person |  |  |  |
|  | Nguyen Tran Lam Giang |  | Connected person |  |  |  |
|  | Nguyen Tran An Diep |  | Connected person |  |  |  |

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 | Dinh Quang Chien |  | 355,000 | 7.10% | 0 | 0 | Sell |
| 1 | Bui Tuan Dung |  | 0 | 0 | 1,201,694 | 24.03 | Buy |

3. Other transactions: None

**V. Other contents:**