**SP2: Corporate Governance report (2016)**

**CORPORATE GOVERNANCE REPORT**

**(Year 2016)**

- Company: Su Pan 2 Hydropower Joint Stock Company

- Address: Hoang Lien Village, Ban Ho Commune, Sapa District, Lao Cai Province

- Tel: 023 871 727                              Fax: 0203 873 079

- Email:

- Charter capital: VND 420,000,000,000

- Stock code: SP2

**I. BOD’s activities**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Member of BOD** | **Title** | **Attendance** | **Rate** | **Reason for not attending** |
| 1 | Mai Huy Tuan | Chairman of Board of Directors  | 03 | 75% | Appointed on 16 May 2016 |
| 2 | Nguyen Thanh Kim | Member of Board of Directors  | 02 | 50% | Dismissed on 15 Jun 2016 |
| 3 | Le Viet Doan | Member of Board of Directors | 2 | 100% | Appointed on 15 Jun 2016 |
| 4 | Nguyen Van But | Member of Board of Directors | 04 | 100% |  |
| 5 | Nguyen Van Dai | Member of Board of Directors | 04 | 100% |  |
| 6 | Le Viet Thang | Member of Board of Directors | 02 | 100% | Dismissed on 15 Jun 2016 |
| 7 | Trinh Khai | Member of Board of Directors | 02 | 100% | Appointed on 15 Jun 2016 |

**II. Board resolution (2016)**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board resolution no.** | **Date** | **Contents** |
| 1 | 01/ SDHL - HDQT | 28 Jan 2016 | Change in representative of capital of Joint Stock Company No.7 contributed to Song Da – Hoang Lien Hydropower Joint Stock Company  |
| 2 | 02/ SDHL - HDQT | 01 Mar 2016 | Convening annual General Meeting of Shareholders 2016 |
| 3 | 03/ SDHL - HDQT | 08 Mar 2016 | Approve total estimate of Su Pan 2 Hydropower project |
| 4 | 01/ SDHL - DHDCD | 16 May 2016 | Appoint member of Board of Directors of Song Da – Hoang Lien Hydropower Joint Stock Company |
| 5 |  | 20 May 2016 | Board Resolution of Song Da – Hoang Lien Hydropower Joint Stock Company |
| 6 | 06/ SDHL - DHDCD | 15 Jun 2016 | General Mandate 2016 |
| 7 | No.01/ 2016/ BB - HDQT | 15 Jun 2016 | Board minutes of Song Da – Hoang Lien Hydropower Joint Stock Company for term of 2016 – 2020 – first meeting |
| 8 | 04/ SDHL - HDQT | 15 Jun 2016 | Appoint Deputy General Director  |
| 9 |  | 02 Jul 2016 | Board minutes on seal of Su Pan 2 Hydropower Joint Stock Company  |
| 10 | 07/ SP2 - HDQT | 16 Sep 2016 | Approve plan for pricing and first trading day of share of Su Pan 2 Joint Stock Company  |
| 11 | 08/ SP2 - HDQT | 18 Sep 2016 | Approve adjustment of auditing fee of investment in Su Pan 2 Hydropower project – Contract No. 1136/ 2010/ DHKT - IFC  |
| 12 | 10/ SP2 - HDQT | 11 Nov 2016 | Contents of Board Meeting in Q.III/ 2016 |
| 13 | 11/ SP2 - HDQT | 23 Nov 2016 | Approve repairs and overhaul of H1 generator and Su Pan 2 Hydropower |
| 14 | 12/ SP2 - HDQT | 01 Dec 2016 | Approve insurance package for all assets of Su Pan 2 Hydropower |
| 15 | 13/ SP2 - HDQT | 29 Dec 2016 | Approve plan for allowing TM 299 Construction Joint Stock Company to connect electricity from Nam Cun Hydropower project to 110KV line of Su Pan 2 Hydropower to the national grid |
| B | Decisions of Board of Directors in 2016 |
| 1 | 01/ SDHL - HDQT | 28 Jan 2016 | Change in members of Board of Directors  |
| 2 | 02/ SDHL - HDQT | 20 May 2016 | Appoint General Director  |
| 3 | 03/ SDHL - HDQT | 20 May 2016 | Dismiss General Director  |
| 4 | 04/ SDHL - HDQT | 15 Jun 2016 | Appoint Deputy General Director  |
| 5 | 05/ SP2 - HDQT | 07 Jul 2016 | Making the seal of the Company |

**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**