**TMG: Corporate Governance Report (The first 6 months of 2017)**

**CORPORATE GOVERNANCE**

**(The first 6 months of 2017)**

* Name of the Company: ThaiNguyen Non Ferous Metals JSC
* Head Quarter Address: Community Group 6, Phu Xa ward, Tahi Nguyen City, Thai Nguyen province
* Phone number: 0208 3847229 Fax: 0208 384 7097
* Email: [thainguyentmc@gmail.com](mailto:thainguyentmc@gmail.com)
* Website: kimloaimau.com.vn
* Charter capital: 180,000,000,000 dongs
* Stock code: TMG

**I. BOD Activities (The first 6 months of 2017)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Position** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Dao Minh Son | Chair of Board of Directors | 5 | 100% |  |
| 2 | Bui Tien Hai | Director cum Manager | 5 | 100% |  |
| 3 | Nguyen Quoc Khanh | Director | 5 | 50% |  |
| 4 | Vu Duc Trung | Director | 5 | 100% |  |
| 5 | Pham The Vinh | Director | 5 | 100% |  |
|  |  |  | 5 |  |  |

**II. Board Resolutions (The first 6 months of 2017)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution / Decision No. | Date | Content |
|  | 03/ NQ\_ HDQT | 16 Feb 2017 | Approve the plan for improving Thai Nguyen Zinc electrolyte plant |
|  | 04/ NQ\_ HDQT | 16 Feb 2017 | Board Resolution on appointing managerial officers |
|  | 05/ NQ\_ HDQT | 16 Feb 2017 | Dismiss Mr. Nguyen Van Hieu as from Secretary |
|  | 06/ NQ\_ HDQT | 16 Feb 2017 | Appoint Ms. Vu thi Thanh Hao as Head of Economic Department |
|  | 07/ NQ\_ HDQT | 16 Feb 2017 | Appoint Ms. Dam Thi Yen Ly as Secretary |
|  | 10/ NQ\_ HDQT | 17 Mar 2017 | Approve the record date for implementing the right to attend General Meeting of Shareholders 2017 |
|  | 15/ NQ\_ HDQT | 5 Apr 2017 | Approve remuneration of Thai Nguyen Zinc electrolyte plant |
|  | 18/ NQ\_ HDQT | 10 Apr 2017 | Approve the investment plan of Cuc Duong zinc factory |
|  | 19/ NQ\_ HDQT | 10 Apr 2017 | Approve the design of contract package No.9 of Lan Chi mining site |
|  | 23/ NQ\_ HDQT | 25 Apr 2017 | Extend the period of preparing General Meeting of Shareholders 2017 |
|  | 22/ NQ\_ HDQT | 26 Apr 2017 | Resolution on making financial statements of 2017 |
|  | 27/ NQ\_ HDQT | 01 Jun 2017 | Approve the plan for holding General Meeting of Shareholders 2017 |
|  | 30/ NQ\_ HDQT | 01 Jun 2017 | Approve operation results of 2016 and the plan for 2017 |
|  | 31/ NQ\_ HDQT | 01 Jun 2017 | Approve contract package No. 13, No. 8, No. 11 of Cuc Duong mining plan |
|  | 42/ NQ\_ HDQT | 01 Jun 2017 | Resolution on the loan for the operation of 2017 |
|  | 43/ NQ\_ HDQT | 29 Jun 2017 | Approve contract package No.07. adjust contract package No. 9, and No. 14 of Cuc Duong mining plan |

**III. Change in connected persons/ institutions: (The first 6 months of 2017)**

**Transactions between PDMRs of the listing Company, connected persons with the affiliated companies, and associated companies**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Name of connected persons/institutions | Position of PDMR at the company (if any) | Time |
| 1 | Vu Duc Trung | Member of Board of Directors | 22 Mar 2017 |
| 2 | Pham Th Hang | Connected person | 17 May 2017 |
| 3 | Dao Thi Khue | Member of Supervisory Board | 14 Jun 2017 |

**IV. Transactions of PDMRs and connected persons/ institutions (The first 6 months of 2017)**

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 |
|  | Vinacomin Corporation |  |  | **9,180,000** | **51** |  |
|  | Dao Minh Son | **Chairman of Board of Directors** |  | **3,780,000** | **21** |  |
|  | Bui Tien Hai | **Member of Board of Directors cum Manager** |  | **2,700,000** | **15** |  |
|  | Nguyen quoc Khanh | **Member of Board of Directors** |  | **2,700,000** | **15** |  |
|  | Luong Gia Joint Stock Company |  |  | **3,148,900** | **17.5** |  |
|  | PhanThe Vinh | **Member of Board of Directors** |  | **3,148,900** | **17.5** |  |
|  | Vu Duc Trung | **Member of Board of Directors** |  | **1,936,000** | **10.75** |  |
|  | Dao Thi Khue | **Member of Supervisory Board** |  | **2,600** | **0.014** |  |

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 | Vu Duc Trung | **Member of Board of Directors** | 4,096,000 | 22,76 | 1,936,000 | 10.76 | Sell |
| 2 | Dao Thi Khue | **Member of Supervisory Board** | 2,600 | 0.014 | 0 | 0 | Sell |
| 3 | Pham Thu Hang | Connected persons | 47,600 | 0.26 | 0 | 0 | Sell |

3. Other transactions: None

**V. Other contents:**