**TTH: Corporate Governance Report (2017)**

**CORPORATE GOVERNANCE REPORT**

**(Year 2017)**

Company: Tien Thanh Service and Trading Joint Stock Company

 Address: Viet Hung Urban Area, Duc Giang Ward, Long Bien District, Hanoi

 Tel.: (84.4) 8770620

 Fax: (84.4) 38772668

 Email: info@tienthanhjsc.vn

 Charter capital: VND 298,999,810,000

 Stock code: TTH

**I. GMS Activities**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution / Decision No.** | **Date** | **Content** |
| 1 | 01/2017/NQ-ĐHĐCĐ | 22/04/2017 | Annual General Mandate 2017 approves these following main contents:- Approve the Report of BOD on BOD activities, operating result of 2016 and operating plan for 2017;- Approve the Audited Financial Statement of 2016;- Approve the operating Report of Board of Supervisors in 2016 and the Plan for 2017;- Approve the Submission on distributing profit after tax of 2016 and the Plan for 2017;- Approve the Submission on shares issuance for the dividends payment of 2016 and for existing shareholders;- Approve the Submission on remunerations for BOD and Board of Supervisors in 2016 and the Plan for 2017;- Approve the Submission on selecting the Auditors for the Financial Statement of 2017;- Approve the Submission on adjusting the Charter of the Company;- Approve the Submission on purchasing shares of Son Phu Investment JSC;- Approve appointing Mr. Nguyen Huu Truong to be Chairman cum General Manager of the Company from 22/04/2017 |

**II. BOD Activities**

1. Members of BOD

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Mr. Nguyen Huu Truong  | Chairman | 12/12 | 100% | None |
| 2 | Mr. Nguyen Thanh Le | Vice Chairman | 12/12 | 100% | None |
| 3 | Mr. Nguyen Tuan Anh | Member | 4/4 | 100% | None |
| Resign |  |  |  |
| 4 | Mr. Nguyen Anh Tuan | Member | 12/12 | 100% | None |
| 5 | Ms. Nguyen Thi Kim Phuong | Member | 12/12 | 100% | None |
| 6 | Mr. Vu Van Trong | Member | 8/8 | 100% | None |

**III. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution / Decision No.** | **Date** | **Content** |
| 1 | No. 01/ 2017/ NQ - HDQT | 28 Feb 2017 | Regarding the process of Tien Thanh Project |
| 2 | No. 02/ 2017/ NQ - HDQT | 10 Mar 2017 | Record the list of shareholders for General Meeting of Shareholders 2017 |
| 3 | No. 03/ 2017/ NQ - HDQT | 22 April 2017 | Dismiss General Manager and appoint new Chairman of Board of Directors cum General Manager  |
| 4 | No. 04/ 2017/ NQ - HDQT | 09 May 2017 | Regarding the resignation of Mr. Nguyen Tan Anh and appointment of MR. Vu Van Trong |
| 5 | No. 06/ 2017/ NQ - HDQT | 08 Jun 2017 | Regarding the resignation of Ms. Vu Quynh Trang and dismissal of Ms. Nguyen Thi Thnh Huong |
| 6 | No. 07/ 2017/ NQ - HDQT | 15 Jun 2017 | Change Chief Accountant  |
| 7 | No. 08/ 2017/ NQ - HDQT |  19 Jun 2017 | The plan for issuing shares to pay dividend |
| 8 | No. 09/ 2017/ NQ - HDQT | 22 Jun 2017 | Select the auditing Company of 2017 |
| 9 | No. 11/ 2017/ NQ - HDQT | 06 Sep 2017 | Approve: Record date of the list of shareholders for the dividends payment of 2016 and shares issuance for existing shareholders  |
| 10 | No. 12/ 2017/ NQ - HDQT | 05 Oct 2017 | Approve: Consulting shareholders via a ballot on withdrawing business lines  |
| 11 | No. 13/ 2017/ NQ - HDQT | 07 Nov 2017  | Approve: Repurchasing shares from Son Phu Investments JSC |
| 12 | No. 14/ 2017/ NQ - HDQT | 09 Nov 2017 | Approve: Result of the shares issuance for the dividends payment of 2016, payments for shares of the issuance according to the Annual General Mandate 2017 and the plan on continuing offering unsold shares |

**IV. Board of Supervisors:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | Title | **Attendance** | **Rate (%)** | **Reasons for not attending** |
| 1 | Ms. Vu Quynh Trang | Head | 2/2 | 100 | None |
| Dismiss |
| 2 | Mr. Nguyen Van Quyet | Head | 4/4 | 100 | None |
| Dismiss |
| 3 | Mr. Ha Thi Tuyet Trinh | Member | 4/4 | 100 | None |

**IV. List of PDMRs and connected persons**

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Trading account** | **Position of PDMR at the company (if any)** | **Date to become connected persons/ institutions** | **Date no longer connected persons/ institutions** | **Reasons** |
| **A** | **PDMRs and connected persons/ institutions** |
| **I** | **BOD** |
| **1** | **Nguyen Huu Truong** |  | **Chairman cum General Manager** | **29/03/2016** |  |  |
| 1.1 | Nguyen Thi Thu Trang |  |  | 29/03/2016 |  |  |
| 1.2 | Nguyen Nhat Nam |  |  | 29/03/2016 |  |  |
| 1.3 | Nguyen Nhat Minh |  |  | 29/03/2016 |  |  |
| 1.4 | Nguyen Thanh Chung |  |  | 29/03/2016 |  |  |
| 1.5 | Luu Thi Huyen |  |  | 29/03/2016 |  |  |
| 1.6 | Nguyen Thi Lan |  |  | 29/03/2016 |  |  |
| 1.7 | Nguyen Hong Son |  |  | 29/03/2016 |  |  |
| 1.8 | Nguyen Huu Tu |  |  | 29/03/2016 |  |  |
| 1.9 | Dao Thi Thu Giang |  |  | 29/03/2016 |  |  |
| 1.10 | Southern Dong Thien Phu JSC |  |  | 29/03/2016 |  |  |
| 1.11 | Kien Giang Tiles & Bricks JSC |  |  | 29/03/2016 |  |  |
| **2** | **Nguyen Thanh Le** |  | **Vice Chairman** | 29/03/2016 |  |  |
| 2.1 | Nguyen Cong Lu |  |  | 29/03/2016 |  |  |
| 2.2 | Nguyen Thi Loan |  |  | 29/03/2016 |  |  |
| 2.3 | Tran Thi Quynh Hoa |  |  | 29/03/2016 |  |  |
| 2.4 | Nguyen Thanh Dat |  |  | 29/03/2016 |  |  |
| 2.5 | Nguyen Thanh Nam |  |  | 29/03/2016 |  |  |
| **3** | **Vu Van Trong** |  | **Member of Board of Directors, Vice Manager** | **9/05/2017** |  |  |
| 3.1 | Vu Dinh Phe |  |  | 9/5/2017 |  |  |
| 3.2 | Hoang Thi Tuat |  |  | 9/5/2017 |  |  |
| 3.3 | Pham Thu Hang |  |  | 9/5/2017 |  |  |
| 3.4 | Vu Tuan Anh |  |  | 9/5/2017 |  |  |
| 3.5 | Vu Nguyet Anh |  |  | 9/5/2017 |  |  |
| 3.6 | Vu Thi Tuyet |  |  | 9/5/2017 |  |  |
| 3.7 | Vu Thi Phuc |  |  | 9/5/2017 |  |  |
| 3.8 | Nguyen Duc Toa |  |  | 9/5/2017 |  |  |
| **4** | **Nguyen Anh Tuan** | **069C003684** | **Member of Board of Directors** | **29/03/2016** |  |  |
| 4.1 | Nguyen Van Xuan |  |  | 29/03/2016 |  |  |
| 4.2 | Nguyen Thi Dung |  |  | 29/03/2016 |  |  |
| 4.3 | Dang Thi Huong |  |  | 29/03/2016 |  |  |
| 4.4 | Nguyen Bao Long |  |  | 29/03/2016 |  |  |
| 4.5 | Nguyen Anh Toan |  |  | 29/03/2016 |  |  |
| 4.6 | Nguyen Thi Huong Thao |  |  | 29/03/2016 |  |  |
| 4.7 | Vietnam Minerals & Industrial Equipment JSC |  |  | 29/03/2016 |  |  |
| **5** | **Nguyen Thi Kim Phuong** | **069C003462** | **Member of Board of Directors** | 29/03/2016 |  |  |
| 5.1 | Nguyen Van Dau |  |  | 29/03/2016 |  |  |
| 5.2 | Nguyen Thi Phuong |  |  | 29/03/2016 |  |  |
| 5.3 | Nguyen Thi My Nhung |  |  | 29/03/2016 |  |  |
| 5.4 | Nguyen Quoc Huy |  |  | 29/03/2016 |  |  |
| 5.5 | Pham Duc Tung |  |  | 29/03/2016 |  |  |
| 5.6 | Pham Tram Anh |  |  | 29/03/2016 |  |  |
| 5.7 | Pham Nhat Anh |  |  | 29/03/2016 |  |  |
| **II** | **Board of General Managers** |
| 1 | Nguyen Huu Truong (As above) |  | Chairman cum General Manager | 22/04/2017 |  |  |
| 2 | Vu Van Trong (As above) |  | Vice General Manager | 01/01/2017 |  |  |
| **III** | **Board of Supervisors** |
| **1** | **Ha Thi Tuyet Trinh** |  | **Member of Board of Supervisors** | **29/03/2016** |  |  |
| 1.1 | Le Manh Cuong |  |  | 29/03/2016 |  |  |
| 1.2 | Le Ha Bao Linh |  |  | 29/03/2016 |  |  |
| 1.3 | Le Ha Gia Han |  |  | 29/03/2016 |  |  |
| 1.4 | Ha Xuan Thieu |  |  | 29/03/2016 |  |  |
| 1.5 | Ha Thi Ve |  |  | 29/03/2016 |  |  |
| 1.6 | Ha Duc Kien |  |  | 29/03/2016 |  |  |
| 1.7 | Nguyen Thi Le Huyen |  |  | 29/03/2016 |  |  |
| 1.8 | Son Phu Investments Limited Company |  |  | 29/03/2016 |  |  |
| **2** | **Nguyen Van Quyet** | **069C003461** | **Head of Board of Supervisors** | 29/03/2016 |  |  |
| **IV** | **Chief Accountant**  |
| **1** | **Trinh Thanh Tuoi** |  | **Chief Accountant** | **15/06/2017** |  |  |
| 1.1 | Trinh Trong Doan |  |  | 15/06/2017 |  |  |
| 1.2 | Dien Thi Lan |  |  | 15/06/2017 |  |  |
| 1.3 | Trinh Ngoc Doan |  |  | 15/06/2017 |  |  |
| 1.4 | Trinh Tat Dinh |  |  | 15/06/2017 |  |  |
| 1.5 | Nguyen Thi Thu Phuong |  |  | 15/06/2017 |  |  |
| **C** | **Person authorized for information disclosures** |
| 9.1 | Nguyen Thanh Le (As above) |  | Vice Chairman | 1/11/2017 |  |  |

2. Transactions of PDMRs and connected persons/ institutions or the Company and PDMRs and connected persons/ institutions

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name of institutions** | **Relationship with the Company** | **NHS Number and issue date, place** | **Head office address** | **Transaction date** | **Board Resolution/ General Mandate No.**  | **Number of shares and owning rate after transaction**  | **Note** |
| 1 | Son Phu Investments Limited Company | Connected institution of PDMRs | 0104219565 14/12/2017 Hanoi | 122 Khuat Duy Tien, Nhan Chinh Ward, Thanh X uan District, Hanoi | 10/11/2017 | - General Mandate No. 01/2017/NQ-ĐHĐCĐ issued on 22/04/2017- Board Resolution No. 13/2017/NQ-HĐQT issued on 07/11/2017 | 9,000,000 shares, 100% | Son Phu is the subsidiary |

3. Transactions of PDMRs and connected persons/ institutions:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No** | **Transaction implementer** | **Relationship with PDMRs** | **Shareholdings at the beginning of the term** | **Shareholdings at the end of the term** | **Reason for increase/ decrease** |
| **Number of shares** | **Rate** | **Number of shares** | **Rate** |
| 1 | Son Phu Investments JSC | Ms. Ha Thi Tuyet Trinh – Member of BOS is Chief Accountant of Son Phu | 2,470,000 | 19% | 950,000 | 7.31% | Shares sales |
| 2 | Son Phu Investments JSC | Ms. Ha Thi Tuyet Trinh – Member of BOS is Chief Accountant of Son Phu | 950,000 | 7.31% | 285,000 (Dividends) | 0.95% | Shares sales |
| 3 | Son Phu Investments Limited Company | Ms. Ha Thi Tuyet Trinh – Member of BOS is Chief Accountant of Son Phu | 285,000 | 0.95% | 0% | 0% | Shares sales |

**V. Other contents:** None