**SGH: Corporate Governance report (year 2012)**

**CORPORATE GOVERNANCE**

**(Year 2012)**

Company: SAIGON HOTEL CORPORATION

Address: 41-47 Dong Du, Distric 1, Ho Chi Minh City

Tel.: (848)38299734 Fax: (848)38291466

Charter capital: VND 17,663,000,000

Stock code: SGH

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Le Ngoc Co | Chair of the Board | 05 | 100% |  |
| 2 | Mr. Truong Thanh Chau | Vice chair of the BOD | 05 | 100% |  |
| 3 | Mr. Tran Huy Thang | Director | 04 | 80% |  |
| 4 | Mr. Nguyen Van Tan | Director | 05 | 100% |  |
| 5 | Ms. Vo Ngoc Xuan | Director | 05 | 100% |  |
| 6 | Ms. Nguyen Ngoc Lan | Director | 05 | 100% |  |
| 7 | Ms. Bui Thi Lieu | Director | 05 | 100% |  |

**II. Board Resolutions (year 2012)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 02/QD-HDQT 2012 | 19/01/2012 | -Dividend payment 2011 in cash: 20%/charter capital  -Expected operating plan of the first 6 months of 2012 |
| 2 | 08/QD-HDQT 2012 | 16/04/2012 | -Operating result of 2011  -Operating plan of 2012 |
| 3 | 09/QD-HDQT 2012 | 17/04/2012 | - Operating result of 2011 and plan of 2012  - Time for holding Annual General Meeting of Shareholders 2011  - Halting operation of the hotel in QII/2013 |
| 4 | 11/SGH2012 | 27/04/2012 | -General Mandate 2011  - Operating result of 2011  -Profit distribution 2011  -Remuneration for the BOD and Supervisory Board 2012  -Selection of auditor for FS 2012  - Plan for improving and reparing the hotel |
| 5 | 14/QD-HDQT 2012 | 29/07/2012 | -Operating result of the first 6 months of 2012 |
| 6 | 19/QD-HDQT 2012 | 27/12/2012 | -Operating result of 11 months of 2012  -Recovering capital from Hoa Sen Academy  -Draft of contract on hiring Zanzbar space  -Dividend 2012: 10%/charter capital (VND 1000/share) |

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

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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 |
| 01 | **Le Ngoc Co** |  | Chair of the BOD | 293,220 | 18.86% | Instituition |
| 02 | Pham Lan Anh |  | Connected person | 0 | 0 |  |
| 03 | **Truong Thanh Chau** | 1135 | Vice chair of the BOD, Deputy General Manager | 3,800 | 0.22% | Personal |
| 04 | Le Thi Hoang Yen |  | Connected person | 0 | 0 |  |
| 05 | Truong Hong Ky |  | Connected person | 0 | 0 |  |
| 06 | **Vo Ngoc Xuan** |  | Director | 196,540 | 10% | Instituition |
| 07 | Phan Thanh Lam |  | Connected person | 0 | 0 |  |
| 08 | Phan Thi Ngoc Bich |  | Connected person | 0 | 0 |  |
| 09 | Phan Viet Cuong |  | Connected person | 0 | 0 |  |
| 10 | **Tran Huy Thang** |  | Director | 196,540 | 10% | Instituition |
| 11 | Nguyen Thi Kim Oanh |  | Connected person | 0 | 0 |  |
| 12 | **Nguyen Van Tan** | 35848839 | Director | 157,720 | 8.93% | Instituition |
| 13 | Nguyen Thi Thu Suong |  | Connected person | 0 | 0 |  |
| 14 | Nguyen Van Cang |  | Connected person | 0 | 0 |  |
| 15 | Le Thi Thanh |  | Connected person | 0 | 0 |  |
| 16 | Nguyen Van thuong |  | Connected person | 0 | 0 |  |
| 17 | Nguyen Thi Bich Lieu |  | Connected person | 0 | 0 |  |
| 18 | Nguyen Thi Kieu Trang |  | Connected person | 0 | 0 |  |
| 19 | **Nguyen Ngoc Lan** | 1149 | Director, Deputy General Manager | 3,400 |  | Personal |
| 20 | Nhan Thi Loi |  | Connected person | 0 | 0 |  |
| 21 | Nguyen Hoa Binh |  | Connected person | 0 | 0 |  |
| 22 | Nguyen Anh Dung |  | Connected person | 0 | 0 |  |
| 23 | Nguyen Ngoc Son |  | Connected person | 0 | 0 |  |
| 24 | Nguyen Ngoc Hai |  | Connected person | 0 | 0 |  |
| 25 | **Bui Thi Lieu** | 1148 | Director | 0 | 0 | Personal |
| 26 | Nguyen Hoang Tuan |  | Connected person | 0 | 0 |  |
| 27 | Nguyen Minh Tri |  | Connected person | 0 | 0 |  |
| 28 | Nguyen Minh Khoi |  | Connected person | 0 | 0 |  |
| 29 | **Tran Doan Dinh** |  | Supervisory Board | 0 | 0 |  |
| 30 | Pham Thi Minh Huong |  | Connected person | 0 | 0 |  |
| 31 | **Nguyen Hoang Anh Phi** |  | Manager | 0 | 0 |  |
| 32 | Le Thi Binh Loi |  | Connected person | 0 | 0 |  |
| 33 | Nguyen Hoang Anh Vu |  | Connected person | 0 | 0 |  |
| 34 | Nguyen Hoang Phi Yen |  | Connected person | 0 | 0 |  |
| 35 | Nguyen Hoang To nga |  | Connected person | 0 | 0 |  |
| 36 | **Cao Thi Thuy Van** |  | Information Disclosure Officer | 0 | 0 |  |
| 37 | Mai Phuoc Lam |  | Connected person | 0 | 0 |  |
| 38 | Cao Hai Van |  | Connected person | 0 | 0 |  |
| 39 | Cao My Van |  | Connected person | 0 | 0 |  |
| 40 | **Vo Thanh Binh** |  | Chief Accountant | 0 | 0 |  |
| 41 | Nguyen Le Tuong Vi |  | Connected person | 0 | 0 |  |

2. Transactions of PDMRs and connected persons/ institutions

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name | PDMRs/Principal shareholders | 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 |
| 01 | Truong Thanh Chau |  | 3,900 | 0.22% | 3,800 | 0.22% |  |
| 02 | Bui Thi Lieu |  | 1,100 | 0.06% | 0 | 0% |  |

3. Other transactions

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name | PDMRs/Principal shareholders | 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 |
| 01 | Citigroup Global Markets Limited (CGML) | Principal shareholder | 305,180 | 17.28% | 384,380 | 21.76% |  |
| 02 | The Blackhores Enhanced Inc | Principal shareholder | 314,710 | 17.82% | 317,910 | 18% |  |