**SD6: Corporate Governance report (year 2012)**

**CORPORATE GOVERNANCE**

**(Year 2012)**

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Ho Sy Hung | Chair of the Board | 05 | 100% |  |
| 2 | Mr. Nguyen Van Tung | Chair of the Board | 05 | 100% |  |
| 3 | Mr. Do Dinh Hien | Director | 05 | 100% |  |
| 4 | Mr. Bui Dinh Dong | Director | 05 | 100% |  |
| 5 | Mr. Dao Xuan Tuan | Director | 05 | 100% |  |

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

|  |  |  |
| --- | --- | --- |
| Board Resolution No. | Date | Content |
| Board Resolution No. 04/NQ-HDQT | 13/01/2012 | Approving development of operations |
| Decision No.05/QD-HDQT | 13/01/2012 | Establishing Building Department of Ninh Thuan urban railway and electronuclear |
| Decision No.06/QD-HDQT | 13/01/2012 | Promulgating fuctions of the Department |
| Decision No.08/QD-HDQT | 13/01/2012 | Approving titles of emulation and reward |
| Decision No.09/QD-HDQT | 13/10/2012 | Rewarding good manager in 2011 |
| Decision No.10/QD-HDQT | 13/01/2012 | Rewarding good employee in 2011 |
| Decision No.11/QD-HDQT | 13/01/2012 | Rewarding title of emulation solider |
| Decision No.12/QD-HDQT | 13/01/2012 | Rewarding title of progessive labourer in 2011 |
| Board Resolution No.14/QD-HDQT | 14/01/2012 | Lending Song Da No 17 Limited Company capital |
| Board Resolution No.15/QD-HDQT | 14/01/2012 | Settling 13th –month salary and rewarding for employee on the occasion of Tet holiday |
| Statement No. 17/BB-HDQT | 18/01/2012 | Negotiation on merging enterprises |
| Board Resolution No.18/NQ-HDQT | 18/01/2012 | Approving operating result of 2011 and plan of 2012 |
| Decision No.19/QD-HDQT | 31/01/2012 | Establishing Internal Supervisory Board |
| Decision No.20/QD-HDQT | 31/01/2012 | Establishing Department of Safety- labour protection |
| Decision No.21/QD-HDQT | 31/01/2012 | Changing name of Department of Safety-Building and Techonology |
| Decision No.22/QD-HDQT | 31/01/2012 | Transfering works between Department of Material and |
| Decision No.23/QD-HDQT | 31/01/2012 | Changing name of Material – Motorizationb Management |
| Decision No.24/QD-HDQT | 02/2/2013 | Appointing staff to go on business |
| Decision No.25/QD-HDQT | 10/02/2012 | Dismissing Mr. Nguyen Van Hung from Deputy General Manager |
| Decision No.26/QD-HDQT | 17/02/2012 | Dismissing Mr. Nguyen Van Nam from Deputy General Manager |
| Decision No.27/QD-HDQT | 17/02/2012 | Appointing Mr. Nguyen Khac Ha to be Deputy General Manager |
| Board Resolution No.28/QD-HDQT | 22/02/2012 | Purchasing shares of Song Da Financial Company |
| Decision No.29/QD-HDQT | 24/02/2012 | Withdrawing representatives for the Company’s capital at Song Da – Nha Trang JSC |
| Board Resolution No.32/NQ-HDQT | 28/02/2012 | Transfering fixed assets, tools |
| Board Resolution No.37/NQ-HDQT | 02/03/2012 | Appointing Mr. Nguyen Minh Tuan to train |
| Board Resolution No.42/NQ-HDQT | 28/03/2012 | Annual General Meeting of Shareholders 2012 |
| Board Resolution No.43/NQ-HDQT | 28/03/2012 | Annual General Meeting of Shareholders 2012 |
| Board Resolution No.45/NQ-HDQT | 20/03/2012 | Transferring assets |
| Board Resolution No.49/NQ-HDQT | 26/03/2012 | Transferring crane |
| Board Resolution No.54/NQ-HDQT | 18/04/2012 | Approving salary for manager in 2011 |
| Board Resolution No.55/NQ-HDQT | 27/04/2012 | Reappointing Chief Accountant |
| Board Resolution No.56/NQ-HDQT | 27/04/2012 | Reappointing General Manager |
| Board Resolution No.58/NQ-HDQT | 27/04/2012 | Handling finance after converting Song Da No.17 Limited Company into Song Da No.17 One Member Company |
| Board Resolution No.65/NQ-HDQT | 14/05/2012 | Changing Chair of the BOD and General Manager |
| Board Resolution No.66/NQ-HDQT | 15/05/2012 | Appointing Mr. Do Dinh Hien to be General Manager |
| Board Resolution No.70/NQ-HDQT | 18/05/2012 | Approving investment project |
| Board Resolution No.74/NQ-HDQT | 21/05/2012 | Approving operating result of QI |
| Board Resolution No.82/NQ-HDQT | 31/05/2012 | Appointing representative for the Company’s capital at Song Da No.6.06 JSC |
| Board Resolution No.83/NQ-HDQT | 31/05/2012 | Appointing representative for the Company’s capital at Song Da No.6.04 JSC |
| Board Resolution No.88/NQ-HDQT | 13/06/2012 | Selecting auditor for 2012 Financial Statement |
| Decision No.89/QD-HDQT | 14/06/2012 | Appointing Mr. Nguyen The Tai to be Secretary of the Company |
| Decision No.95/QD-HDQT | 02/07/2012 | Establishing branch |
| Decision No.97/QD-HDQT | 02/07/2012 | Establishing branch |
| Decision No.108/QD-HDQT | 17/07/2012 | Approving colour metal providing package |
| Decision No.110/QD-HDQT | 23/07/2012 | Issuing salary and allowance tables |
| Board Resolution No.156/QD-HDQT | 27/07/2012 | Operating result of QII and plan for QIII.2012 |
| Decision No.157/QD-HDQT | 09/08/2012 | Dismissing Mr. Nguyen Khac Ha from Deputy General Manager |
| Decision No.  193/QD-HDQT | 09/10/2012 | Approving bidding documents |
| Decision No.  197/QD-HDQT | 16/10/2012 | Establishing bidding commitee |
| Decision No.201/QD-HDQT | 29/10/2012 | Approving repairment plan |
| Board Resolution No.200/NQ-HDQT | 18/10/2012 | Opearting result of the first 9 months of 2012 and operating plan of QIV.2012 |
| Board Resolution No. 214/NQ-HDQT | 28/11/2012 | Liquidating fixed assets |
| Board Resolution No.222/NQ-HDQT | 15/12/2012 | Approving financial regulations of Song Da No.17 One Member Limited Company |

**III. Change in members of the BOD**

-Mr. Nguyen Van Tung has been appointed Chair of the BOD in place of Mr. Ho Sy Hung.

-Mr. Do Dinh Hien, chair of the BOD has been appointed General Manager.