**SD7: Corporate Governance report (year 2012)**

**CORPORATE GOVERNANCE**

**(Year 2012)**

Company: Songda 7 JSC

 Address: It Ong, Muong La, Song La

 Tel.: 04.37878230; 04.3787.8230 Fax: 04.37878229

 Charter capital: VND 90,000,000,000

 Stock code: SD7

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Nguyen Thong Hoa | Chair of the Board | 6 | 100% |  |
| 2 | Mr. Nguyen Huu Doanh | Director | 4 | 100% |  |
| 3 | Mr. Ninh Duy Phong | Director | 2 | 100% |  |
| 4 | Mr. Nguyen Khac Tien | Director | 6 | 100% |  |
| 5 | Mr. Vu Quang Duong | Director | 6 | 100% |  |
| 6 | Mr. Nguyen Hong Truong | Director | 6 | 100% |  |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 01 NQ/CT-HDQT | 03/01/2012 | Approving steel unit price |
| 2 | 02 NQ/CT-HDQT | 05/01/2012 | Approving compensation for staffs |
| 3 | 03 NQ/CT-HDQT | 09/01/2012 | Changing bidding plan of NH03-DOT and NH04-LDTB packages |
| 4 | 08 NQ/CT-HDQT | 18/02/2012 | Approving organization plan of Song Da No.8 JSC |
| 5 | 14 NQ/CT-HDQT | 24/02/2012 | Selling all shars of the Company at Dong Bac Mineral JSC |
| 6 | 17 NQ/CT-HDQT | 13/03/2012 | Operating result of 2011 and plan for 2012 |
| 7 | 19 NQ/CT-HDQT | 19/03/2012 | Approving investment plan of Nam He hydroelectric power |
| 8 | 20 NQ/CT-HDQT | 20/03/2012 | 2012 operating result of Song Da 7 JSC |
| 9 | 21 NQ/CT-HDQT | 22/03/2012 | 2012 operating plan of Song Da 706 One Member Company Limited |
| 10 | 23 NQ/CT-HDQT | 24/03/2012 | 2012 operating plan of Song Da 701 One Member Company Limited |
| 11 | 24 NQ/CT-HDQT | 24/03/2012 | 2012 operating plan of Song Da 702 One Member Company Limited |
| 12 | 27 NQ/CT-HDQT | 06/04/2012 | 2012 operating plan of Song DA 705 One Member Company Limited |
| 13 | 28 NQ/CT-HDQT | 06/04/2012 | Selling fix assets of Song Da 7 JSC |
| 14 | 30 NQ/CT-HDQT | 12/04/2012 | Agenda of Annual General Meeting of Shareholders 2012 |
| 15 | 31 NQ/CT-HDQT | 17/04/2012 | 2012 operating plan of Yen Son Wood Product Company Limited |
| 16 | 32 NQ/CT-HDQT | 21/05/2012 | Appointing member of the BOD and General Manager |
| 17 | 33 NQ/CT-HDQT | 21/05/2012 | Dismissing 02 factories of Song Da 705 Company Limited |
| 18 | 36 NQ/CT-HDQT | 24/05/2012 | Dismissing Mr. Nguyen Van Nhan from Head of Investment Department  |
| 19 | 42 NQ/CT-HDQT | 04/07/2012 | Transferring investment capital of Song Da 7 JSC at Song Da 7 urban and industrial zone investment JSC |
| 20 | 45 NQ/CT-HDQT | 04/07/2012 | Changing address of Hanoi branch |
| 21 | 46 NQ/CT-HDQT | 19/07/2012 | Selecting auditor for 2012 FS |
| 22 | 47 NQ/CT-HDQT | 29/07/2012 | Transferring capital of SD7 at PV INCONESS JSC |
| 23 | 48 NQ/CT-HDQT | 01/08/2012 | Liquidating fixed assets |
| 24 | 60 NQ/CT-HDQT | 15/08/2012 | Appointing representative for capital of SD7 at Song Da Hoang Lien JSC |
| 25 | 66 NQ/CT-HDQT | 05/09/2012 | Approving credit contract |
| 26 | 76NQ/CT-HDQT | 31/10/2012 | Merging Song Da No.702 JSC into Cao Nguyen Song Da No.7 hydroelectric power JSC |
| 27 | 77NQ/CT-HDQT | 15/04/2012 | Transferring fixed assets to Song Da 7.04 JSC |
| 28 | 80NQ/CT-HDQT | 01/11/2012 | Cao Nguyen Song Da 7 hydroelectric power JSC’s Agenda of Annual General Meeting of Shareholders 2012 |
| 29 | 82NQ/CT-HDQT | 16/11/2012 | Personel assignment in Song Da 8 JSC |
| 30 | 83 NQ/CT-HDQT | 16/11/2012 | Personel assignment in Song Da 702 JSC |
| 31 | 84 NQ/CT-HDQT | 22/11/2012 | Personel assignment in Song Da 8 JSC |
| 32 | 87 NQ/CT-HDQT | 11/12/2012 | Transferring capital of SD7 at Song Da 8 SJC |
| 33 | 89 NQ/CT-HDQT | 20/12/2012 | Personel assignment of SD7 |
| 34 | 05/QD-HDQT | 21/05/2012 | Dismissing Mr. Do Viet Chuyen from Deputy General Manger  |
| 35 | 07/QD-HDQT | 21/05/2012 | Appointing Mr. Nguyen Huu Doanh to be General Manager in place of Mr. Nguyen Khac Tien |
| 36 | 08A/QD-HDQT | 23/05/2012 | Disolving Investment Department |
| 37 | 12/QD-HDQT | 31/07/2012 | Establishing salary commitee |
| 38 | 19/QD/HDQT | 01/10/2012 | Establishing Song Da 701 branch |
| 39 | 20/QD/HDQT | 01/10/2012 | Establishing Song Da 705 branch |
| 40 | 23/QD/HDQT | 13/11/2012 | Reappointing Mr. Nguyen Hong Truong to be Chief Accountant |

**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 |
|  | Nguyen Thong Hoa | 002C125133 | Chair of the Board |  |  | PDMR |
|  | Nguyen Thi Huong |  |  |  |  | Connected person |
|  | Nguyen Tran Hung |  |  |  |  | Connected person |
|  | Nguyen Hong Ha |  |  |  |  | Connected person |
|  | Nguyen Thong Hao |  |  |  |  | Connected person |
|  | Nguyen Thong Hong |  |  |  |  | Connected person |
|  | Nguyen Thong Hung |  |  |  |  | Connected person |
|  | Nguyen Huu Doanh | 021C016304 | General Manager |  |  | PDMR |
|  | Nguyen Thi Hieu |  |  |  |  | Connected person |
|  | Dang Thi Hong Hanh |  |  |  |  | Connected person |
|  | Nguyen Mai Huong |  |  |  |  | Connected person |
|  | Nguyen Bao Anh |  |  |  |  | Connected person |
|  | Nguyen Huu Cuong |  |  |  |  | Connected person |
|  | Nguyen Thi Hoa |  |  |  |  | Connected person |
|  | Nguyen Thi Tuyet |  |  |  |  | Connected person |
|  | Nguyen Thi Lan |  |  |  |  | Connected person |
|  | Nguyen Huu Nhuan |  |  |  |  | Connected person |
|  | Nguyen Khac Tien | 002C124705 | Director | 3,968 |  | PDMR |
|  | Luong Thi Thanh |  |  |  |  | Connected person |
|  | Nguyen Khac Tuan |  |  |  |  | Connected person |
|  | Nguyen Thi Bo |  |  |  |  | Connected person |
|  | Nguyen Khac Luc |  |  |  |  | Connected person |
|  | Nguyen Thi Long |  |  |  |  | Connected person |
|  | Vu Quang Duong | 002C124704 | Deputy General Manager | 14,198 |  | PDMR |
|  | Tran Thi Thanh |  |  |  |  | Connected person |
|  | Vu Dieu Mai |  |  |  |  | Connected person |
|  | Vu Thuy Chi |  |  |  |  | Connected person |
|  | Vu Thi Hang |  |  |  |  | Connected person |
|  | Vu Dang Hoan |  |  |  |  | Connected person |
|  | Nguyen Van But | 002C129702 | Deputy General Manager | 51 |  | PDMR |
|  | Nguyen Van Dai |  |  |  |  | Connected person |
|  | Nguyen Thi Thanh Xuan |  |  |  |  | Connected person |
|  | Nguyen Quoc Tuan |  |  |  |  | Connected person |
|  | Nguyen Duc Trong |  |  |  |  | Connected person |
|  | Nguyen Thi Huong |  |  |  |  | Connected person |
|  | Nguyen Trong Truong |  |  |  |  | Connected person |
|  | Nguyen Nguyen Hoan |  |  |  |  | Connected person |
|  | Nguyen Hong Truong | 058C585999 | Director | 5,235 |  | PDMR |
|  | Nguyen Thanh Tan |  |  |  |  | Connected person |
|  | Pham Thi Tan |  |  |  |  | Connected person |
|  | Nguyen Thi Hong Thang |  |  |  |  | Connected person |
|  | Nguyen Hong Ky |  |  |  |  | Connected person |
|  | Nguyen Van Chien |  |  |  |  | Connected person |
|  | Trinh Quang Thach | 002C124701 | Deputy General Manager | 194 |  | PDMR |
|  | Trinh Thi Han |  |  |  |  | Connected person |
|  | Trinh Thi Hoa |  |  |  |  | Connected person |
|  | Trinh Thi Cuc |  |  |  |  | Connected person |
|  | Trinh Thi Tuyet |  |  |  |  | Connected person |
|  | Trinh Thi Huong |  |  |  |  | Connected person |
|  | Trinh Thi Thom |  |  |  |  | Connected person |
|  | Trinh Quang Hoan |  |  |  |  | Connected person |
|  | Vu Thanh Thuy |  |  |  |  | Connected person |
|  | Trinh Quang Hung |  |  |  |  | Connected person |
|  | Trinh Quang Hoa |  |  |  |  | Connected person |
|  | Le Vinh Giang |  | Deputy General Manager |  |  | PDMR |
|  | Nguyen Thi My Luc |  |  |  |  | Connected person |
|  | Le Van Kinh |  |  |  |  | Connected person |
|  | Doan Thi Bich Ngoc |  |  |  |  | Connected person |
|  | Le Thi Quynh Trang |  |  |  |  | Connected person |
|  | Le Thi Thu Hien |  |  |  |  | Connected person |
|  | Pham Minh Thuan | 058C060306 | Member of Supervisory Board |  |  | PDMR |
|  | Nguyen Thi Hoan |  |  |  |  | Connected person |
|  | Kieu Thanh Mai |  |  |  |  | Connected person |
|  | Pham Viet Hung |  |  |  |  | Connected person |
|  | Pham Quoc Van |  |  |  |  | Connected person |
|  | Pham Minh Hai |  |  |  |  | Connected person |
|  | Nguyen Van Viet |  | Member of Supervisory Board |  |  | PDMR |
|  | Nguyen Van Thu |  |  |  |  | Connected person |
|  | Tran Thi Lan |  |  |  |  | Connected person |
|  | Le Thi Toan |  |  |  |  | Connected person |
|  | Nguyen Van Tieu |  |  |  |  | Connected person |
|  | Nguyen Thi Khanh |  |  |  |  | Connected person |
|  | Nguyen Thi Quyen |  |  |  |  | Connected person |
|  | Nguyen Thi Hong |  |  |  |  | Connected person |
|  | Nguyen Thi Lien |  |  |  |  | Connected person |
|  | Nguyen Thi Loan |  |  |  |  | Connected person |
|  | Nguyen Thi Ha |  |  |  |  | Connected person |
|  | Nguyen Thi Vinh |  |  |  |  | Connected person |
|  | Nguyen Thi Van |  |  |  |  | Connected person |
|  | Pham Van Hung | 1231200004021 | Deputy General Manager |  |  | PDMR |
|  | Nguyen Thi Nu |  |  |  |  | Connected person |
|  | Pham Van Hoan |  |  |  |  | Connected person |
|  | Vu Duc Quang |  | Chief of Supervisory Board |  |  | PDMR |
|  | Tran Thi Huong |  |  |  |  | Connected person |
|  | Vu Duc Tung |  |  |  |  | Connected person |
|  | Vu Thi Toan |  |  |  |  | Connected person |
|  | Vu Thi Quy |  |  |  |  | Connected person |
|  | Vu Thi Nho |  |  |  |  | Connected person |
|  | Vu Duc Hung |  |  |  |  | Connected person |
|  | Vu Duc Cuong |  |  |  |  | Connected person |
|  | Vu Thi Lan |  |  |  |  | Connected person |

2. Transactions of PDMRs and connected persons/ institutions

3. Other transactions