**STU: Corporate Governance report (2014)**

**CORPORATE GOVERNANCE REPORT**

**(2014)**

Company:  Son Tay Urban Construction and Environment JSC

            Address: 02 Phung Hung, Ngo Quyen, Son Tay, Hanoi

            Tel.: 0433834530                                   Fax: 0433832183

            Email: dothisontay@gmail.com

            Charter capital: VND 18,760,000,000

            Stock code: STU

**I. BOD Activities (2014)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Ha Ngoc Tan | Chair of the Board | 4 | 33.33 % | Resigned since 11/04/2014 |
| 2 | Mr. Le Van Thuc | Deputy Chair | 12 | 100 % |  |
| 3 | Mr. Le Van Vu | Director | 4 | 33.33% | Resigned since 11/04/2014 |
| 4 | Mr. Nguyen Xuan Huynh | Director | 12 | 100 % |  |
| 5 | Mr. Nguyen Hong Diep | Director | 12 | 100 % |  |
| 6 | Mr. Nguyen Hai Van | Director | 8 | 66.67 % | Appointed since 11/04/2014 |
| 7 | Mr. Vu Ngoc Nghia | Director | 8 | 66.67% | Appointed since 11/04/2014 |

**II. Board Resolutions (First 6 months 2014)**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board Resolution No.** | **Date** | **Contents** |
| **I** | **Resolution term I 2014** | | |
| 1 | 01NQ/HDQT | 21/01/2014 | - Board resolution dated 21/01/2014 |
| 2 | 02NQ/HDQT | 27/02/2014 | - Board resolution dated 27/02/2014 |
| 3 | 03NQ/HDQT | 21/03/2014 | - Board resolution dated 20/03/2014 |
| 4 | 04NQ/HDQT | 08/04/2014 | - Board resolution dated 08/04/2014 |
| 5 | 05NQ/HDQT | 21/04/2014 | - Board resolution dated 19/04/2014 |
| **II** | **Resolution term II 2014** | | |
| 1 | 01 NQ/HDQT | 15/05/2014 | - Board resolution dated 23/8/2013 |
| 2 | 02 NQ/HDQT | 15/05/2014 | - Board resolution on assign tasks to Member of BOD |
| 3 | 03 NQ/HDQT | 17/06/2014 | - Board resolution on consulting shareholders via a ballot for changing in business registration license |
| 4 | 04 NQ/HDQT | 30/06/2014 | - Board resolution dated 30/06/2014 |
| 5 | 05 NQ/HDQT | 25/07/2014 | - Resolution of AGM of the Company |
| 6 | 06 NQ/HDQT | 14/08/2014 | - Resolution on advancing dividends term I/2014 |
| 7 | 07 NQ/HDQT | 14/08/2014 | - Meeting resolution dated 14/08/2014 |
| 8 | 08 NQ/HDQT | 24/10/2014 | - Meeting resolution dated 24/10/2014 |
| 9 | 09 NQ/HDQT | 28/11/2014 | - Meeting resolution dated 28/11/2014 |
| 10 | 10 NQ/HDQT | 28/12/2014 | - Approve the BOD’s comments by documents of choosing auditing financial report unit 2014 |
| **III** | **Decision term I 2014** | | |
| 1 | 01-QDKT/CT | 24/01/2014 | - Decision on bonus for staffs 2013 |
| 2 | 02-QDKT/CT | 06/03/2014 | - Decision on bonus for staffs 2013 |
| 3 | 03-QDKT/CT | 28/03/2014 | - Decision on bonus for BOD, Supervisory Board, Management Board |
| 4 | 04-QDKT/CT | 28/03/2014 | - Decision on bonus for staffs |
| 5 | 05-QD/CT | 21/04/2014 | - Decision on appoint Mr. Le Van Thuc as CEO |
| **IV** | **Decision term II 2014** |  |  |
| 1 | 01-QD/CT | 15/05/2014 | - Decision on appoint Mr. Vu Ngoc Nghia as Deputy Manager |
| 2 | 02-QD/CT | 15/05/2014 | - Decision on appoint Mr. Le Van Vu as Deputy Manager |
| 3 | 03-QD/CT | 15/05/2014 | - Decision on appoint Mr. Nguyen Hong Diep as Deputy Manager |
| 4 | 04-QD/CT | 15/05/2014 | - Decision on appoint Mr. Vu Kim Hoa as Chief Accountant |
| 5 | 05-QĐ/CT | 15/05/2014 | - Decision on appoint Ms. Ha Thi Quynh Trang as Secretary |
| 6 | 06-QĐ/CT | 15/05/2014 | - Decision on appoint Mr. Dinh Ngoc Quyen as Secretary |
| 7 | 07-QĐ/CT | 15/05/2014 | - Decision on dismiss Ms. Phung Thi Nhuong from Deputy Manager |
| 8 | 08-QĐ/CT | 15/05/2014 | - Decision on issue operation regulation of BOD coordination between BOD and CEO and Supervisory Board |
| 9 | 09-QĐ/CT | 28/11/2014 | - Decision on establish Business Department of the Company |
| 10 | 10-QĐ/CT | 28/11/2014 | - Decision on establish Technology and Production Management Department of the Company |
| 11 | 11-QĐ/CT | 28/11/2014 | - Decision on appoint Chief of Business Department of the Company |
| 12 | 12-QĐ/CT | 28/11/2014 | - Decision on appoint Chief of Technology and Production Management Department of the Company |
| 13 | 13-QĐ/CT | 28/11/2014 | - Decision on appoint Deputy – manager of Technology and Production Management Department of the Company |

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of connected persons/institutions | Trading account (if any) | Position of PDMR at the company (if any) | Date to become connected persons/ institutions | Date no longer connected persons/ institutions | Reasons |
| 1 | Ha Ngoc Tan | 059C014010 | Chair of the Board |  | 11/04/2014 | Dismissed since 11/04/2014 |
| 2 | Le Van Vu | 059014025 | Deputy Manager |  | 11/04/2014 | Dismissed since 11/04/2014 |
| 3 | Phung Thi Nhuong | 059C014005 | Deputy Manager |  | 15/05/2014 | Dismissed since 15/05/2014 |
| 4 | Phan Van Tien | 059C014015 | Chief of Supervisory Board |  | 11/04/2014 | Dismissed since 11/04/2014 |
| 5 | Nguyen Hai Van | 059C014002 | Director | 11/04/2014 |  | Appointed since 11/04/2014 |
| 6 | Vu Ngoc Nghia | 059C014003 | Director | 11/04/2014 |  | Appointed since 11/04/2014 |
| 7 | Pham Thien Chien | 059C014399 | Member of Supervisory Board | 11/04/2014 |  | Appointed since 11/04/2014 |

**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 |
| 1 | Nguyen Xuan Huynh |  |  |  |  |  |
| 2 | Le Van Thục | 059C014068 |  | 20,000 | 1.07 |  |
| 3 | Nguyen Hai Van | 059C014002 |  | 117,825 | 6.28 |  |
| 4 | Vu Ngọc Nghia | 059C014003 |  | 245,400 | 13.08 |  |
| 5 | Le Van Vu | 059014025 |  | 14,282 | 0.76 |  |
|  | Le Chí Thành | 059C014056 |  | 2,268 | 0.12 | Connected person |
|  | Le Van Hai |  |  | 800 | 0.04 | Connected person |
| 6 | Nguyen Hong Diep | 059C014031 |  | 9,701 | 0.52 |  |
| 7 | Vu Kim Hoa | 059C014033 |  | 10,038 | 0.54 |  |
| 8 | Khieu Minh Dong | 059C014012 |  | 5,956 | 0.32 |  |
| 9 | Nguyen Thi Van Anh | 059C014016 |  | 5,891 | 0.31 |  |
| 10 | Pham Thien Chien | 059C014399 |  | 40,833 | 2.18 |  |

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 Ngoc Nghia | Director | 243,381 | 12.97 % | 245,400 | 13.08 % | Buy |
| 2 | Phung Thi Nhuong | Connected person | 18,751 | 1.0 % | 21,151 | 1.13 % | Buy |
| 3 | Pham Thi Chinh | Principal Shareholder | 97,646 | 5.2 % | 112,007 | 5.97 % | Buy |

3. Other transactions: none

**V. Other issues:**

**-** Adjusted company charter since 11/04/2014.