

APPENDIX 05

REPORT ON CORPORATE GOVERNANCE

(Promulgated with the Circular No 155/2015/TT-BTC on October 06, 2015 of the Ministry of Finance guiding the Information disclosure on securities markets)

**Dream House
Investment Corp**

**THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

No.003/2017/DRH/BC-HĐQT

HCM City, Jan 20th 2017

REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY (Year 2016)

SỞ GIAO DỊCH CHỨNG KHOÁN TP. HỒ CHÍ MINH	
ĐẾN	Số:.....
	Ngày:.....
Chuyển:.....	
Lưu hồ sơ số:.....	

To: - The State Securities Commission
- The Stock Exchange

- Name of listing company: Dream House Investment Corp
- Address of headoffice: 9th Floor, Central Park, 117 - 119 - 121 Nguyen Du street, Ben Thanh ward, district 1, HCM City
- Telephone: (08) 38223771 Fax: (08) 38223727 Email: drh@dreamhouse.vn
- Charter capital: VND 490,000,000,000
- Securities code: DRH

I. Activities of the General Meeting of Shareholders

Information on meetings and resolutions / decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders adopted in the form of written comments):

No.	Resolution/Decision No.	Date	Content
1	117/2016/DRH/NQ-ĐHCĐ	27/04/2016	Resolution of Annual General Meeting of Shareholders
2	155/2016/DRH/NQ-ĐHCĐ	22/09/2016	Resolution of Extraordinary General Meeting of Shareholders

II. Board of Directors:

1. Information about the members of the Board of Directors:

No.	BOD's member	Position	Day becoming/ no longer member of the Board of Directors	Number of attendance	Percentage	Reasons for absence
1	Mr Dang Duc Thanh	Chairman		32/32	100%	
2	Mr Phan Tan Dat	Vice Chairman		32/32	100%	
3	Mr Tran Ngoc Dinh	Vice Chairman		32/32	100%	
4	Mr Le Chi Hung Viet	Member	22/09/2016	4/32	100%	Election
5	Mr Lai Quoc Khanh	Member	22/09/2016	4/32	100%	Election
6	Mr Nguyen Trung Kien	Vice Chairman	09/09/2016	27/32	100%	Resignation
7	Ms Võ Diep Cam Van	Member	09/09/2016	27/32	100%	Resignation

2. Supervision by the BOD over the Management Board:

- Organizing the Annual General Meeting of shareholders and the Extraordinart General Meeting of shareholders;
- The business plan of 2016
- Appointing the Deputy General Director and the Chief Financial Officer;
- Approving the resignation of the members of BOD;
- Increasing ownership proportion at Binh Duong Minerals and Construction JSC;
- Divestment from the allied companies;
- Promulgate the revised Corporate governance regulation;
- Proceeding to acquire An Phu Long Real Estate JSC;
- Proceeding to acquire Phuong Trang Tourism Real Estate JSC;
- Divestment from Internationnal Business Knowledge Corporation;
- The private offering;
- The 10th anniversary of Dream House Investment Corp, launched the new brand.

3. Activities of the Board of Directors' committees:

Any subcommittees have not been setup by the Board of Directors yet.

4. Resolutions/Decisions of the Board of Directors:

No.	Resolution/Decision No.	Date	Content
1	02/NQ/HĐQT-2016	07/01/2016	To acquire the whole "Phuong Trang eco-resort" project from Phuong Trang Company
2	24/NQ/HĐQT-2016	18/01/2016	The DRH's share price to offer the strategic shareholders.
3	25/NQ/HĐQT-2016	18/01/2016	The list of strategic shareholders
4	30/NQ/HĐQT-2016	18/01/2016	The list of documents applying for private offering
5	35/NQ/HĐQT-2016	20/01/2016	The resignation of Mr Dang Duc Trung as Deputy Director
6	39/NQ/HĐQT-2016	20/01/2016	Investment proposal for "277 Ben Binh Dong high storeys apartments" project
7	67/NQ/HĐQT-2016	08/03/2016	The organization and document of the Annual General Meeting of Shareholders 2016
8	70/NQ/HĐQT-2016	09/03/2016	The investment proposal for the appropriate potential companies
9	83/NQ/HĐQT/2016	18/03/2016	The timing for private offering
10	98/NQ/HĐQT/2016	24/03/2016	Appointment of BOD's titles.
11	102/NQ/HĐQT/2016	25/03/2016	Investment in Binh Duong Minerals and Construction JSC
12	102A/2016/DRH/NQ-HĐQT	25/03/2016	The 1177 Huynh Tan Phat project scale
13	103/NQ/HĐQT/2016	07/04/2016	The private offering results and post-offering procedure
14	111/2016/DRH/NQ-HĐQT	14/04/2016	The company organizational chart
15	117/2016/DRH/NQ-ĐHCĐ	27/04/2016	Resolution and Minutes of Annual meeting of Shareholders 2016
16	104/2016/DRH/NQ-HĐQT	10/05/2016	Increasing ownership proportion at Binh Duong Minerals and Construction JSC
17	105/2016/DRH/NQ-HĐQT	18/05/2016	Approval on project architecture of 1177 Huynh Tan Phat

18	106/2016/DRH/NQ-HĐQT	23/05/2016	Approval on partner to construct piles and enclosure for 1177 Huynh Tan Phat project.
19	107/2016/DRH/NQ-HĐQT	23/05/2016	The name for 1177 Huynh Tan Phat project
20	112/2016/DRH/NQ-HĐQT	23/06/2016	Increasing ownership proportion at Binh Duong Minerals and Construction JSC
21	113/2016/DRH/NQ-HĐQT	27/06/2016	Selection of audit company for fiscal year 2016
22	115/2016/DRH/NQ-HĐQT	29/06/2016	Approval on divestment of subsidiaries
23	116/2016/DRH/NQ-HĐQT	01/07/2016	Appointment of Deputy General Director
24	117/2016/DRH/NQ-HĐQT	27/07/2016	Increasing ownership proportion at Binh Duong Minerals and Construction JSC
25	118/2016/DRH/NQ-HĐQT	12/08/2016	Organizing the Extraordinart General Meeting of shareholders
26	120/2016/DRH/NQ-HĐQT	08/09/2016	Approving document for the Extraordinary General Meeting of shareholders
27	121/2016/DRH/NQ-HĐQT	12/09/2016	Approving the resignation of Mr Nguyen Trung Kien as the BOD member
28	125/2016/DRH/NQ-HĐQT	09/09/2016	Promulgate the revised Corporate governance regulation
29	126/2016/DRH/NQ-HĐQT	30/09/2016	Proceeding to acquire An Phu Long Real Estate JSC
30	127/2016/DRH/NQ-HĐQT	30/09/2016	Proceeding to acquire Phuong Trang Tourism Real Estate JSC
31	161/2016/DRH/QĐ-HĐQT	30/09/2016	Appointment of Chief Financial Officer
32	128/2016/DRH/NQ-HĐQT	28/12/2016	Divestment from Internationnal Business Knowledge Corporation

III. Supervisory Board:

1. Information about members of Supervisory Board:

No.	Member of Supervisory Board	Position	Day becoming/ no longer member of the Supervisory Board	Number of attendance	Percenta ge	Reasons for absence
-----	-----------------------------	----------	---	-------------------------	----------------	------------------------

1	Ms Doan Thi My Nhung	Head of Supervisory Board		2/2	100%	
2	Mr Nguyen Trung Nghia	Member		2/2	100%	
3	Mr Nguyen Huu Tri	Member		2/2	100%	

2. Surveillance activities of the Supervisory Board toward the Board of Directors, Management Board and shareholders:

- Supervising the preparation of the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders;
- Supervising the implementation of the resolution of Shareholders;
- Supervising the implementation of the information announcement as stipulated;
- Supervising the implementation of the resolutions of the Board of Directors;
- Supervising the book keeping of accounting documents of the Company;
- Monitor the implementation of the business plan of 2016 of the Management Board of the Company.

3. The coordination among the Supervisory Board with the Board of Directors, Management Board and different managers:

There is always the closed and effective co-ordination between the Supervisory Board, Board of Directors and Management Board about the essential issues of the Company.

The Supervisory Board receives the assistance from all levels and units of the Company

4. Other activities of the Supervisory Board (if any):

None

IV. Training on corporate governance:

Training courses on corporate governance which members of Board of Directors, members of the Supervisory Board, CEO, other managers and company secretary was involved in accordance with regulations on corporate governance:

- Circular 155/2015/TT- BTC briefings
- Internal Audit
- Training in sustainability development
- IFRS Seminar

V. List of affiliated persons of the public company as specified in clause 34, Article 6 of the Securities Law and transactions of affiliated persons of the Company with the Company

1. List of affiliated persons of the Company

26
 ĐNG
 Ô P
 ĐAU
 N NH
 7-7.

No.	Name of organization /individual	Securities trading account (if any)	Position at the company (if any)	No.*, date of issue, place of issue	Date of issue	Place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons
1	Dang Duc Thanh		Chairman							
2	Phan Tan Dat		Vice chairman cum General Director							
3	Nguyen Trung Kien		Vice chairman						09/09/2016	Resignation
4	Tran Ngoc Dinh		Vice chairman							
5	Le Chi Hung Viet		Member of BOD cum Deputy General Director					22/09/2016		Election
6	Lai Quoc Khanh		Member of BOD					22/09/2016		Election
7	Vo Diep Cam Van		Member of BOD						15/08/2016	Resignation
8	Doan Thi My Nhung		Head of Supervisory Board							
9	Nguyen Trung Nghia		Member of Supervisory Board							
10	Nguyen Huu Tri		Member of Supervisory Board							
11	Le Dinh Trung		Deputy General Director, Party authorized to disclose information							
12	Nguyen Xuan Phu		Deputy General Director							
13	Tran Hoang Anh		Chief Financial Officer					03/10/2016		Appointment
14	Le Thi Thuan		Chief Accountant							

2. Transactions between the company and the affiliated persons or between the company and major shareholders, internal persons and related person of internal person.

None

3. Transaction between internal person of listed company and company's subsidiaries, or the company in which listed company takes controlling power

None

4. Transactions between the company and other objects

4.1. Transactions between the company and the company that members of Board of Directors, members of the Supervisory Board, CEO has been a founding member or members of Board of Directors, CEO in three (03) years (calculated at the time of reporting).

None

4.2. Transactions between the company and the company that related person of members of Board of Directors, members of the Supervisory Board, CEO as a member of Board of Directors, CEO.

None

4.3. Other transactions of the company (if any) may be beneficial material or immaterial for members of Board of Directors, members of the Supervisory Board, CEO.

None

VI. Transactions of internal persons and related person of internal person:

1. List of internal persons and their affiliated persons

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card	Date of issue	Place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Dang Duc Thanh		Chairman							
1.1	Lam Thi Thanh Bich							551,000	1.12	
1.2	Dang Bich Van									
1.3	Dang Duc Trung							3	0.0	
1.4	Dang Bich Hong							3	0.0	
1.5	Dang Van Thong									
1.6	Dang Thi									

96
TY
HÀN
TU
MÔ

HỒ

	Lan									
1.7	Dang Thi Thu Cuc									
1.8	Dang Thi Minh Tuyet									
1.9	Dang Thanh Son									
1.10	Dang Thi Kim Loan									
1.11	Hope Hospital JSC									
1.12	Internationn al Business Knowledge Corp									
1.13	Dream House Ha Noi Corp									
1.14	Dream House Da Nang Corp									
1.15	Dream House Cuu Long Corp									
2	Phan Tan Dat		Vice Chairman cum General Director							
2.1	Phan Tan Uoc									
2.2	Nguyen Thi Hoa									
2.3	Le Thi Viet Ha									
2.4	Phan Huy Cường									
2.5	Phan Tan Vinh									
2.6	Phan Thi Linh Giang									
3	Tran Ngoc Dinh		Vice Chairman							
3.1	Vo Thi Hong Hieu									
3.2	Tran Ngoc Doan									
3.3	Tran Thi Ngoc Dao									
3.4	Tran Ngoc Duc									
4	Le Chi Hung Viet		Member of BOD cum Deputy General							

			Director						
4.1	Nguyen Thi Bich Linh								
4.2	Le Chi Viet Van								
4.3	Le Chi Viet Khoi								
5	Lai Quoc Khanh		Member of BOD						
5.1	Lai Quoc Dung								
5.2	Le Ngoc Xuan								
5.3	Lai Huu Thinh								
5.4	Vo Thi My Hien								
5.5	Lai Quoc Hung								
5.6	Lai Quoc Viet								
6	Doan Thi My Nhung		Head of Supervisory Board						
6.1	Doan Van Nghe								
6.2	Tran Minh Nguyet								
6.3	Doan Ke Qui								
6.4	Doan Thi My Chi								
6.5	Doan Nhu Thuan								
7	Nguyen Trung Nghia		Member of Supervisory Board						
7.1	Nguyen Thi Kim Thoa								
7.2	Nguyen Tien Luc								
7.3	Ho Thi Kieu Xuan								
7.4	Nguyen Phuc Minh Chau								
7.5	Nguyen Thi Bich Thuy								
8	Nguyen Huu Tri		Member of Supervisory Board						
8.1	Do Thi Thu Ha								
8.2	Nguyen								

CHÍNH SÁCH
C. T. C.

	Ngoc Thao								
8.3	Huynh Thi Ngoc Nuong								
9	Le Dinh Trung		Deputy General Director, Party authorized to disclose information						
9.1	Nguyen Thi Kim Dung								
9.2	Le Dinh Tuan								
9.3	Le Thi Hanh								
9.4	Dream House Da Nang Corp								
10	Nguyen Xuan Phu		Deputy General						
10.1	Nguyen Xuan Phat								
10.2	Nguyen Huong Thao								
10.3	Nguyen Xuan Ha								
10.4	Nguyen Thi Thu Huong								
10.5	Nguyen Thi Thu Hien								
11	Tran Hoang Anh		Chief Financial Officer						
11.1	Tran Quang Thai								
11.2	Huynh Thi Minh								
11.3	Nguyen Thien Lan Vi								
12	Le Thi Thuan		Chief Accountant						
12.1	Pham Minh Tien								
12.2	Le The Truyen								
12.3	Le The Dang								
12.4	Le The Vi						1,000	0.0	
12.5	Le Thi Van								
12.6	Le Thanh Sy								

12.7	Nguyen Thi Thanh								
------	------------------	--	--	--	--	--	--	--	--

2. Transactions of internal persons and affiliated persons on shares of the listed company

No.	Transaction executor	Relationship with internal person	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increase, decrease (purchase, sell, switch, reward...)
			Number of shares	Percentage	Number of shares	Percentage	
1	Lam Thi Thanh Bich	Relationship with Chairman	951,000	5.2	551,000	1.1	Sell
2	Dang Duc Trung	Deputy General Director	40,983	0.2	3	0.0	Sell
3	Dang Bich Hong	Relationship with Chairman	134,403	0.7	3	0.0	Sell
4	Le Dinh Trung	Deputy General Director	10,000		0	-	Sell
5	Le Thi Thuan	Chief accountant	10,000		0	-	Sell
6	Le The Vi	Relationship with Chief accountant	0	0	1,000	0.0	Buy

VII. Other significant issues

None

CHAIRMAN OF THE BOD



DANG DUC THANH

100