

PHUTAI JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

No. 7/BC-HĐQT

Independence – Freedom – Happiness

Quy Nhon City, dated January 25th, 2017

DISCLOSURE OF INFORMATION

ON THE STATE SECURITIES COMMISSION'S PORTAL

AND HOCHIMINH STOCK EXCHANGE'S PORTAL

To: - The State Securities Commission

- HoChiMinh Stock Exchange

- Organization name: **PHU TAI JOINT STOCK COMPANY**
- Securities Symbol: **PTB**
- Address: 278 Nguyen Thi Dinh street, Quy Nhon City, Binh Dinh Province
- Telephone: 056.3847668
- Fax: 056.3847556
- Submitted by: Mr PHAN QUOC HOAI
- Position: Deputy General Director

Information disclosure type: ☒ Periodic ☐ Irregular ☐ On demand

Content of Information disclosure:

The report No.: 07/BC-HĐQT of the Board of Director dated January 25th, 2017 about Report of corporate governance of listing company in 2016.

This information was disclosed on Company Portal on date January 25th, 2017
Available at: phutai.com.vn.

I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation.

DEPUTY GENERAL DIRECTOR

(Signed and sealed)

Mr PHAN QUOC HOAI

PHUTAI JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM

BOARD OF DIRECTORS

Independence – Freedom – Happiness

No.: BC/HĐQT

Quy Nhon City, January 25th, 2017

REPORT OF CORPORATE GOVERNANCE OF LISTING COMPANY IN 2016

To: - The State Securities Commission

- The Stock Exchange in Ho Chi Minh City

1. Name of listing company: **PHUTAI JOINT STOCK COMPANY**

2. Address of head office: 278 Nguyen Thi Dinh Street, Quy Nhon City, Binh Dinh

3. Telephone: 056.3847668

Fax: 056.3847556

4. Charter capital: 216.005.310.000 VND

5. Securities code: PTB

I. Activities of the General Meeting of Shareholders.

Information on meeting and resolution / decisions of the General Meeting of Shareholder (including the resolutions of the General Meeting of Shareholder adopted in the form of written comment):

No	Resolution/ Decision No	Date	Content
1	25/NQ- ĐHĐCĐ	26/03 /2016	<ol style="list-style-type: none">1. Approving of activities report of the Board of Directors in 2015 and activities plans in 2016.2. Approving of Financial Statements in 2015.3. Approving of profit distribution and pay dividend plan in 2015.4. Approving of interim dividend in 2016.5. Approving of the Supervisory Board's activities reports in 20156. Approving of Draft of the remuneration plan for the Board of Director and Supervisory Board in 2016.7. Approving of the established statement for the Scientific and Technological developing Fund.8. Approving of the promotion for the Chairman of Board Director to hold General Director in 2016.9. Approving of the Draft amendment of the Regulation of the company.10. Approving the selection of independent audit company in 2016.11. Through the implement remuneration policies as insurance, travel expenses for senior management staff of the company.12. Undertaking through issuing of individual shares, bonds pay interest or convertible bonds with a term to additional capital to meet the development requirement of the company when the environmental for business conditions allow.

II. Board of Directors.

1. Information about the member of the Board of Directors

No	BOM's member	Position	Day becoming member of BOM	Number of attendance	Percentage	Reasons for absence
1	Mr LE VY	Chairman	18/04/2013	6	100%	
2	Mr LE VAN THAO	Deputy Chairman	18/04/2013	6	100%	
3	Mr PHAN QUOC HOAI	Member	18/04/2013	6	100%	
4	Mr TRAN THANH CUNG	Member	18/04/2013	6	100%	
5	Mr LE VAN LOC	Member	18/04/2013	6	100%	
6	Mr NGUYEN SY HOE	Member	18/04/2013	6	100%	
7	Mr NGUYEN DUC THANG	Independence Member	18/04/2013	6	100%	

2. Supervision by the BOD over the Board of managers

- Perform regular close monitoring, urging and orientation to the Board of Manager to comply with the resolutions of the AGM and the resolutions and decisions of the Board of Directors, internal regulations of the company.
- Monitor and inspect implementation of investment projects have been approved by the Board of Directors.
- Regularly check the execution and observance of law, rules and the Regulations of the company in the business activities.
- Working closely supervise risk management for investment activities, business, accounts receivable, cash flow.

3. Activities of the Board of Directors' committees

The company has not established committees of the Board

4. Resolutions/Decisions of the Board of Directors

No	Resolution/ Decision No.	Date	Content
1	03/NQ-HĐQT	19/01/2016	Through the report of the General Director on the implementation of the business tasks in 2015 business and business deploy in 2016.
2	05/NQ-HĐQT	25/01/2016	Through key list of shareholders to exercise their right to purchase shares and the right to attend the General Assembly.
3	06/QĐ-HĐQT	27/01/2016	Approved investment for JSC Vina G7
4	14/NQ-HĐQT	24/02/2016	Through the list of participation buy shares.

5	21/NQ-HĐQT	26/03/2016	Through business indicators proposed 2016 pay dividends of 2015; Approving the investment value for phase 2 Dong Nai paving stones processing plants; Investment projects approved Cat Nhon paving stones processing plants; Selection Mr. Le Van Thao to hold office a Deputy Chairman of BOD.
6	31/NQ-HĐQT	31/03/2016	Through the listing of additional share issuance plan for employees.
7	36/NQ-HĐQT	16/04/2016	Adoption of the Report of the General Director on the implementation of production business tasks of the first quarter in 2016 and deploy tasks for production business of the second quarter in 2016.
8	37/NQ-HĐQT	20/04/2016	Through the distribution of additional shares.
9	48/NQ-HĐQT	18/05/2016	Through the listing of additional shares issue plan for existing shareholders
10	60/NQ-HĐQT	21/07/2016	Adoption of the Report of the General Director on the implementation of business tasks first 06 months and deploy business mission last 06 months of in 2016.
11	62/NQ -HĐQT	27/07/2016	Implementing the plan to issue shares to pay dividends in 2015.
12	65/NQ-HĐQT	20/08/2016	Approved the termination of operations of branches in Hanoi and in Ho Chi Minh.
13	74/QĐ-HĐQT	22/09/2016	Through the addition of the charter capital and the company's English name.
14	77/NQ-HĐQT	11/10/2016	Through the additional listing of shares
15	80/QĐ-HĐQT	18/10/2016	Approved the appointment the Deputy General Director of the company.
16	81/QĐ-HĐQT	18/10/2016	Approved the appointment Chief Accountant of the company.
17	83/NQ-HĐQT	18/10/2016	Through of the Report of the General Director on the implementation of business tasks first 09 months and deploy business mission last 03 months of in 2016.
18	91/QĐ-HĐQT	24/11/2016	Approved investment projects for Khanh Hoa paving stones processing plants.
19	95/QĐ-HĐQT	29/11/2016	Approved the appointment the Deputy General Director of the company.
20	99/QĐ-HĐQT	03/12/2016	Approved investment projects for Phu Cat wood processing factory.
21	106/QĐ-HĐQT	22/12/2016	Approved the establishment of Toyota Binh Dinh Company Limited

22	109/QĐ-HĐQT	22/12/2016	Approved the establishment of Toyota Da Nang Company Limited
23	112/QĐ-HĐQT	30/12/2016	Approved the capital increase in subsidiary company - JSC Vina G7

III. Supervisory Board.

1. Information about members of Supervisory Board

No	Member of Supervisory Board	Position	Day becoming member of the SB	Number of attendance	Percentage	Reasons for absence
1	Mr Bui Thuc Hung	Chief of SB	18/04/2013	6	100%	
2	Mr Truong Cong Hoang	Member	18/04/2013			
3	Mr Nguyen Duc Hanh	Member	18/04/2013			

2. Monitoring activities of the Supervisory Board toward the Board of Directors, Board of Manager and Shareholder

Supervisory Board made fully functional checks, supervision of financial data, the implementation of resolutions of the General Meeting of Shareholders and resolutions of the Board of Directors as well as the implementation of business objectives set out. Provide petitions for the Board of Directors and Board of Manager to ensure the company's operations comply with legal regulations, the company's Charter and internal administrative rules.

3. The coordination among the Supervisory Board with the Board of Directors, Board of Managers and other managers:

- Actively coordinate closely with the Board, the Board of Directors carried out the inspection and supervision of all activities of the company and the member units in the company. SOB supplied information fully and relevant documents to work.
- Board of Directors and the Board of Directors the company has supplied favorable conditions for the Supervisory Board for monitoring implementation of business activities of the member units of the company.

4. Others activities of the Supervisory Board (if any): No

IV. Training on corporate governance:

Training courses on governance which members of BOD, members of the SB, CEO, other managers and company secretary was involved:

- Training program and introduction to the financial reports under international standards jointly held by the HOSE and the Ministry of Finance (In December, 2016)
- Training program the Listing Rules and Regulations disclosure information of the HOSE (In December, 2016)

V. List of affiliated persons of the public company as specified in clause 34, Article 6 of the Securities Law (Semi-annual/annual reports) and transactions of affiliated persons of the of the Company with the Company):

(List enclose)

VI. Transaction of internal persons and affiliated person 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		Reason for increase, decrease
			Number of shares	Percentage	Number of shares	Percentage	
1	Le Vy	Old brother	1.306.252	9,071%	2.113.090	9,78%	Sale
2	Bui Thuc Hung		49.272	0,342%	85.367	0,395%	Sale

Note:

1: Mr Le Vy:

- Number of shares owned at the beginning of the period: 1.306.252, 9,071%
- Number of shares purchase under ESOP program, additional shares issue for existing shareholders and pay dividends : 608.818
- Number of shares transaction: 198.020
- Number of shares owned at the end of the period: 2.113.090 , 9,78%

2: Mr Bui Thuc Hung:

- Number of shares owned at the beginning of the period: 49.272, 0,342%
- Number of shares purchase under ESOP program, additional shares issue for existing shareholders and pay dividends : 26.905
- Number of shares transaction: 10.000
- Number of shares owned at the end of the period: 85.367, 0,395%



**FOR THE BOARD OF DIRECTORS
MEMBER**

(Signed and stamped)

Mr. PHAN QUOC HOAI

PHUTHAI JOINT STOCK COMPANY

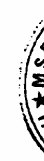
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List of affiliated persons of the public company as specified in clause 34, Article 6 of the Securities Law:

No	Name of organization /individual	Securities trading account	Position at the company	NSH No. *, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons
1	Le Vy		Chairman of BOD			18/04/2013		
	Vo Thi Hoai Chau					18/04/2013		Wife
	Le Van Loc		Member of BOD			18/04/2013		Younger brother
	Nguyen Thi Minh		Staff			18/04/2013		Sister in law
2	Le Van Thao		Deputy Chairman of BOD			18/04/2013		
	Le Thi Kim Sang					18/04/2013		Wife
	Le Van Luan		Deputy Director of 380 Enterprise			18/04/2013		Younger brother
	Le Van Tan					18/04/2013		Child
	Le Van Toan					18/04/2013		Child
3	Tran Thanh Cung		Member of BOD			18/04/2013		
	Van Thi Vinh		Staff			18/04/2013		Wife



	Tran The Trieu		Staff	
	Tran Thi Thanh Van			
	Tran Thanh Binh			
4	Phan Quoc Hoai		Member of BOD	
	Hoang Thi Khanh Van			
	Phan Hoang			
	Phan Hoang Vu			
	Phan Sac			
	Nguyen Thi Tho			
5	Nguyen Sy Hoe		Member of BOD	
	Bui Thi Kim Yen			
	Nguyen Sy Huy			
	Nguyen Thi Kim Oanh			
6	Le Van Loc		Member of BOD	
	Nguyen Thi Minh		Staff	
	Le Vy		Chairman and General Director	
	Le Minh Triet			
	Le Minh Duong			
	Le Van Ngo			

18/04/2013		Younger brother
18/04/2013		Daughter
18/04/2013		Son
18/04/2013		
18/04/2013		Wife
18/04/2013		Child
18/04/2013		Child
18/04/2013		Father
18/04/2013		Mother
18/04/2013		
18/04/2013		Wife
18/04/2013		Child
18/04/2013		Daughter
18/04/2013		
18/04/2013		Wife
18/04/2013		Older brother
18/04/2013		Child
18/04/2013		Child
18/04/2013		Older

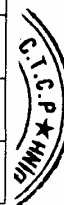
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	Le Van Truong			
7	Nguyen Duc Thang		Independence member of BOD	
	Nguyen Thi Thuy Tien			
	Nguyen Trong Duc Minh			
	Nguyen Dinh Thi			
	Vu Thi That			
	Nguyen Thi Thuy			
	Nguyen Duy Thong			
	Nguyen Duy Thanh			
8	Bui Thuc Hung		Chief of Supervisory Board Staff	
	Nguyen Thi Lan			
	Bui Thanh Ngan			
	Bui Thuc Anh Hao			
	Bui Thuc Bao Duy			
9	Truong Cong Hoang		Member of SB	
	Le My An			
	Truong Cong Hieu			
	Truong Cong Phu			
	Truong Cong Ngon			

18/04/2013		Older brother
18/04/2013		
18/04/2013		Wife
18/04/2013		Child
18/04/2013		
18/04/2013		
18/04/2013		Younger sister
18/04/2013		Younger brother
18/04/2013		Younger brother
18/04/2013		
18/04/2013		Wife
18/04/2013		Daughter
18/04/2013		Child
18/04/2013		Child
18/04/2013		
18/04/2013		Wife
18/04/2013		Child
18/04/2013		Child
18/04/2013		Father

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	Ho Thi Hoa				18/04/2013		Mother
10	Nguyen Duc Hanh		Member of SB		18/04/2013		
	Le Thi Kim Phuong				18/04/2013		Wife
	Nguyen Le Kim Nhung				18/04/2013		Child
	Nguyen Nghiep				18/04/2013		Father
	Tran Thi Sang				18/04/2013		Mother
11	Nguyen Thi My Loan		Chief Accountant		20/10/2016		
	Cao Hung Son				20/10/2016		Husband
	Cao Thanh Lam				20/10/2016		Child
	Cao Thanh Nam				20/10/2016		Child
	Nguyen Viet Minh Phung				20/10/2016		Younger brother



Note: In case of individual: ID card/Passport No.; In case of organization: License of establishment and operation/Certificate of business registration/equivalent legal documents.

Quy Nhon City, dated January th, 2017

FOR THE BOARD OF DIRECTORS

MEMBER

(Signed and stamped)

Mr. PHAN QUOC HOAI

PHUTAI JOINT STOCK COMPANY

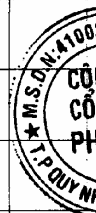
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LIST OF INTERNAL PERSONS AND RELATED PERSON OF INTERNAL PERSON

No	Name of Organization/ Individual	Securities trading account	Position at the company	ID No.	Date of issue ID No.	Place of issue ID No.	Address	Relationship with internal person	Number of shares	Note
1	<u>Director of Board</u>									
1.1	Le Vy		Chairman of BOD, General Director						2.113.090	
	Vo Thi Hoai Chau		Staff (HCM Branch)					Wife	567.033	
	Le Van Loc		Member of BOD, Director of Nong Nai Branch					Younger brother	1.182.942	
	Le Van Anh							Child		
	Le Thuc Trinh							Child		
	Le Van Ngo							Older brother		
	Le Van Truong							Younger brother		
1.2	Tran Thanh Cung		Member of BOD						897.374	
	Van Thi Vinh		Staff (Toyota Binh Dinh company limited)					Wife	86.109	
	Tran Thi Thanh Van							Daughter		
	Tran Thanh Binh							Son		
	Tran The Trieu							Younger brother	1.644	



No	Name of Organization/ Individual	Securities trading account	Position at the company	ID No.	Date of issue ID No.	Place of issue ID No.	Address	Relationship with internal person	Number of shares	Note
1.3	Phan Quoc Hoai		Member of BOD						393.506	
	Hoang Thi Khanh Van							Wife		
	Phan Hoang							Child		
	Phan Hoang Vu							Child		
	Phan Sac							Father		
	Nguyễn Thi Tho							Mother		
1.4	Le Van Thao		Deputy Chairman of BOD, Director of 380 Enterprise						1.607.679	
	Le Van Luan		Manager factory					Younger brother	31.465	
	Le Thi Kim Sang							Wife	232.502	
	Le Van Tan							Child		
	Le Van Toan							Child		
1.5	Nguyen Sy Hoe		Member of BOD, Director of Thang Loi Enterprise						979.799	
	Bui Thi Kim Yen							Wife	13.242	
	Nguyen Sy Huy							Child		
	Nguyen Thi Thuy Oanh							Child		

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No	Name of Organization/ Individual	Securities trading account	Position at the company	ID No.	Date of issue ID No.	Place of issue ID No.	Address	Relationship with internal person	Number of shares	Note
2.1	Bui Thuc Hung		Chief of SB							
	Nguyễn Thị Lan		Staff (Toyota Binh Dinh company limited)						85.367	
	Bui Thi Thanh Ngan							Wife		
	Bui Thuc Anh Hoa							Child		
	Bui Thuc Bao Duy							Child		
								Child		
2.2	Truong Cong Hoang		Member of SB						2.950	
	Le My An							Wife		
	Truong Cong Hieu							Child		
	Truong Cong Phu							Child		
	Truong Cong Ngon							Father		
	Ho Thi Hoa							Mother		
2.3	Nguyen Duc Hanh		Member of SB						1.560	
	Le Thi Kim Phuong							Wife		
	Nguyen Le Kim Nhung							Child		
	Nguyen Nghiep							Father		
	Tran Thi Trang							Mother		

No	Name of Organization/ Individual	Securities trading account	Position at the company	ID No.	Date of issue ID No.	Place of issue ID No.	Address	Relationship with internal person	Number of shares	No
3	<u>Chief Accountant</u>									
3.1	Nguyen Thi My Loan		Chief Accountant						3.778	
	Cao Hung Son							Husband		
	Cao Thanh Lâm							Child		
	Cao Thanh Nam							Child		
	Nguyen Viet Minh Phung							Younger brother	1.416	
4	<u>Name of person to disclose information</u>									
4.1.	Name of person to disclose information									
	Le Vy		General Director						2.113.090	
4.2.	Name of person authorized to disclose information									
	Phan Quoc Hoai		Deputy General Director						393.506	

Quy Nhon, dated January 25, 2017
FOR THE BOARD OF DIRECTOR
(Signed and sealed)
Mr PHAN QUOC HOAI