

No.: *12*./BC-CTĐH

Ben Tre, January 20, 2017

**REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY
YEAR OF 2016**

Respectfully addressed to: - **State Securities Commission of Vietnam**
- **Ho Chi Minh Stock Exchange**

- Name of listing Company: **Dong Hai Ben Tre Joint Stock Company (DOHACO)**
- Head office: Lot AIII, Giao Long Industrial Zone, An Phuoc Ward, Chau Thanh District, Ben Tre Province, Vietnam.
- Telephone: 075 3635739 Fax: 075 3635738
- Email: donghaibentre@yahoo.com.vn
- Charter capital: VND 255,846,030,000
- Listed name on stock market: DHC

I. Operations of the annual general meeting:

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders which adopted by the form of written comments):

No	Number Resolution / Decision	Date	Contents
01	01/NQ-AGM	25/06/2016	<ul style="list-style-type: none">- Adoption of the final report on production and business activities in 2015.- Adoption of the audited financial statements and the allocation of profits in 2015.- Adoption of the 2015 Report to Supervisory Board.- Adoption of the production and business plans and profit allocation in 2016- Adoption of the remuneration budget and bonus payment for the Board of Management, the Supervisory Board in 2016- Authorization for the Board of Management to select an Audit Company for the 2016 financial statements.- Through the adjustment of the Giao Long Paper Factory project - Phase 2: Changing the production capacity from 600 tons / day with a total investment of about VND 660,000,000,000 (+/-10) to 660 tons/day with the total investment of about VND 720,000,000,000 (+/-10). Annual general meeting authorizes the Board of Management to implement the Project and implementation of the procedures to adjust relevant Project.- Approval of the Chairman and CEO of the Company for year of 2016.



			<ul style="list-style-type: none"> - Through the amendment of some provisions of the Charter of the Company in accordance to the changing contents of the Law on Enterprises 2014, and at the same to authorize the Board of Management to perform the modification and disclosure the Company's charter which has been modified. - Adoption of the Proposal Letter No. 56/TT-HĐQT on the issuance of shares to pay dividends in 2015 - To elect Mr. Tatsuyuki Ota to become the member of Board of Management for the 2012-2016 term. - To elect Mr. Nguyen Quoc Binh to become the member of Supervisory Board for the 2012-2016 term.
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II. Board of Management:

1. Information about the Members of the Board of Management:

No	BOD Members	Position	Starting date /No longer a member of the Board	Number of meetings attended	Percentage of attendance	Reasons for not attending meetings
01	Mr. Le Ba Phuong	Chairman	05/03/2004	10	10/10	
02	Mr. Nguyen Thanh Nghia	Vice Chairman	26/04/2012	10	10/10	
03	Mr. Le Quang Hiep	Member	28/02/2007	10	10/10	
04	Mr. Luong Van Thanh	Member	21/06/2014	10	10/10	
05	Ms. Ho Thi Song Ngoc	Member	26/04/2012	9	9/10	Absent 01 session because of maternity leave
06	Mr. Tatsuyuki Ota	Member	25/06/2016	4	4/4	Appointed from June 25, 2016

2. Supervising activities of the Board of Management to the Board of Directors:

The supervision of the Board of Management to the operation activities of Director General is the regular and continuous activity. Board of Management focuses on the supervision of the adherence of the regulations of Law on Enterprises, Company's regulations, statutes of the Company against the Director General's operation activities, to supervise the plans, targets that set out by the annual general meeting and Board of Management, plans of 2016 on markets, customers, sales of goods, financial using, arrangement of the Company's workforce, etc. In 2016, activities of the Company are stable and there are many positive changes.

3. Activities of the subcommittees of the Board of Management: Currently, the Company is not establishing its subcommittees of the Board of Management but the Board of management to appoint the members who are in charge of salary, bonus, workforce and investment of the company to support for the management of the Company.

4. Resolutions/Decisions of the Board of Management:

No	Resolutions/ Decisions No.	Date	Contents
01	01/NQ- HDQT	27/01/2016	- Adoption of the statement of operations in 2015 and 2016 plan.
02	02/NQ- HDQT	27/01/2016	- Approval of the Proposal Letter No. 53/TT-HDQT dated December 31, 2015 on the proposal of the salary rate on the product from 2016.
03	03/NQ- HDQT	27/01/2016	<ul style="list-style-type: none"> - Approval of the list for bonus of the Executive board of the Company. - Approval of the list for bonus of the Executive board of the Company for Board of Management & Supervisory Board. - Approval of the proposal for the bonus of the employees who have initiatives and improvement of management performance.
04	04/NQ- HDQT	07/03/2016	- By evaluation at the sale price, time for offering and adjustment of the number of shares offered as plan for offering individual stocks
05	05/NQ- HDQT	23/03/2016	- Approval of the Proposal Letter No. 54/TT-HDQT dated March 17, 2016 on the selection of the fabrication and installation of fluidized bed boiler with capacity of 20 tons/hour.
06	06/NQ- HDQT	18/04/2016	- Approval of the short-term loans capital to supplement to working capital as 2016 business plan at VietinBank – Bac Sai Gon Branch.
07	06/NQ- HDQT	20/04/2016	- Approval of the short-term loans capital to supplement to working capital as 2016 business plan at Vietcombank – Tien Giang Gon Branch
08	07/NQ- HDQT	26/04/2016	- Approval of the selection of the Jiang Huadong Paper Machinery Company to be the supplier of the XEO machine system for Giao Long Paper Factory, Phase 2.
09	08/NQ- HDQT	26/04/2016	- Approval of the selection of the Andritz Technologies H.K. Limited Company to be the supplier of equipment for Giao Long Paper Factory, Phase 2.
10	09/NQ- HDQT	26/04/2016	- Approval of the selection of the Bellmer Gapcon GmbH, Germany to be the supplier of equipment for Giao Long Paper Factory, Phase 2
11	10/NQ- HDQT	15/05/2016	-. Approval of the organization plan for the 2016 Annual General Meeting.
12	11/NQ- HDQT	25/05/2016	- Approval on the adjustment of the Contract value with Bellmer Gapcon GmbH, Germany
13	12/NQ- HDQT	31/05/2016	- Approval on the adjustment of the Contract value with Andritz Technologies H.K. Limited.

14	13/NQ-HĐQT	01/06/2016	- Approval of the Summary Report of the Company Performance Activities in Q1/2106 and the orientation of the Q2/2016 of the Company Executive Board.
15	14/NQ-HĐQT	01/06/2016	- Approval of the short-term loans capital to supplement to working capital as 2016 business plan at BIDV Bank – Ben Tre Branch.
16	15/NQ-HĐQT	01/06/2016	- Approval of the time, location and working agendas of the 2016 Annual General Meeting.
17	16/NQ-HĐQT	01/06/2016	- Approval of the appointment of Mr. Tatsuyuki to become the member of Board of Management of Dong Hai Ben Tre JSC.
18	17/NQ-HĐQT	28/06/2016	- Approval of the selection of Deloitte Vietnam Co.,Ltd to be the auditor for 2016 financial statements of the Dong Hai Ben Tre JSC.
19	18/NQ-HĐQT	28/06/2016	- Approval of the selection of Saigon Securities Inc. to be the consultant for the issuance of the shares to pay 10% dividend of 2015.
20	19/NQ-HĐQT	28/06/2016	- Implementation of plan for issuing shares to pay dividends in 2015
21	20/NQ-HĐQT	01/07/2016	- Approval of the selection of the construction supervision consultant for Giao Long Paper Factory, Phase 2.
22	21/NQ-HĐQT	06/07/2016	- Approval of the selection of the supplier of pile and piling for Giao Long Paper Factory, Phase 2.
23	22/NQ-HĐQT	30/07/2016	- Approval of the shareholder list for the dividend payment of 2015 by shares and advance payment of 2016 dividend by cash.
24	23/NQ-HĐQT	30/07/2016	- Approval of the business performance of Q2 - First 06 months of 2016 and plan for Q3/2016 of the Company Executive Board.
25	24/NQ-HĐQT	30/07/2016	- Establishment of the Project Management Unit for Giao Long Paper Factory, Phase 2.
26	25/NQ-HĐQT	15/09/2016	- Approval of the payment guarantee at BIDV Bank – Ben Tre Branch.
27	26/NQ-HĐQT	15/09/2016	- Approval of the selection of the supplier for surface sand filtration system for Giao Long Paper Factory, Phase 2
28	27/NQ-HĐQT	17/09/2016	- Approval of the selection of Lien Ngoc Phat Co., Ltd to become the construction contractor for the 20 ton Boiler for Giao Long Paper Factory.
29	28/NQ-HĐQT	02/10/2016	- Approval of the selection of the consultant for the verification of design documents of construction drawings for Giao Long Paper Factory, Phase 2.

30	28/NQ-HĐQT	17/10/2016	- Approval of the short-term loans capital to supplement to working capital as 2016 business plan at VIB Bank – HCMC Branch.
31	29/NQ-HĐQT	06/10/2016	- Approval of the selection of the construction contractor for Giao Long Paper Factory, Phase 2.
32	30/NQ-HĐQT	08/11/2016	- Approval of the medium and long term loans capital for the investment of the project “Giao Long Paper Factory, Phase 2” at Vietcombank – Tien Giang Branch.
33	31/NQ-HĐQT	08/11/2016	- Approval of the short-term loans capital to supplement to working capital as 2016 business plan at Vietcombank – Tien Giang Branch.
34	32/NQ-HĐQT	15/11/2016	- Approval of the selection of the basis construction contractor for Giao Long Paper Factory, Phase 2.
35	33/NQ-HĐQT	15/11/2016	- Approval of the Report of Production and Business performance of Q3/2016 and plan for Q4/2016 of Company Executive Board.
36	34/NQ-HĐQT	14/12/2016	- Approval of the selection of the supplier for large motors of the hood for Giao Long Paper Factory, Phase 2.
37	35/NQ-HĐQT	14/12/2016	- Approval of the selection of the supplier for sensors of mesh stretching, drying bush for Giao Long Paper Factory, Phase 2.
38	36/NQ-HĐQT	14/12/2016	- Selection of the contractor to supply conveyor belt for Giao Long Paper Factory, Phase 2.
39	37/NQ-HĐQT	14/12/2016	- Selection of the contractor to supply bridge crane for Giao Long Paper Factory, Phase 2.
40	38/NQ-HĐQT	14/12/2016	- Selection of the contractor to supply pumps and motors for paper machines system for Giao Long Paper Factory, Phase 2.
41	39/NQ-HĐQT	14/12/2016	- Selection of the contractor to supply valves and instrument for the powder for Giao Long Paper Factory, Phase 2.

III. Supervisory Board:

1. Information on the members of Supervisory Board:

No	Supervisory Board Members	Position	Starting date /No longer a member of the Board	Number of meetings attended	Percentage of attendance	Reasons for not attending meetings
01	Mr. Nguyen Huu Hieu	Head of Supervisory Board	26/04/2012	03	03/03	

02	Mrs. Doan Hong Lan	Member	26/04/2012	03	03/03	
03	Mr. Nguyen Thanh Duy	Member	25/06/2016	01	01/02	Resigned from June 25, 2016
04	Mr. Nguyen Quoc Binh	Member	25/06/2016	02	02/02	Appointed from June 25, 2016

2. Activities of the Supervisory Board against the Board of Management, Board of Directors and Shareholders:

Reviews the resolutions issued by Board of Management related to the completion of the implementation of strategic goals and business plan approved by the 2016 General Meeting of Shareholders.

Reviews the periodic reports from manufacturing, sales and accounting departments. Follows the situation of the actual business activities and production, sales, business expenses, profits achieved

Follow the application of reward policy for employees. Assessment of internal management processes, working process.

Reviews the contracts related to the construction of Paper factory: Purchase contracts; Construction contracts; Design and construction consultancy contracts; supervisory contract; piling contract.

Checks the project implementation progress. Checks the capacity of the performance of the design, supervisory, bidding consultancy companies. Check the capacity of basis construction company and equipment suppliers.

Checks the accounting records of the operating costs and procurement costs of the project

Checks the paper raw material procurement contracts, backup material and equipment contracts.

3. Coordination of activities between Supervisory Board and Board of Management and Board of Directors and other managers:

Regular discussion with the Board of Management, the Board of Directors of the production situation, business performance situation, the implementation of investment project Giao Long Paper Factory, Phase 2, the volatile situation and recruitment management

To join to the inventory of first 6 months, last 6 months. Inventory of fixed assets. Evaluation of warehouse management process, process of purchasing materials, spare parts and backup equipment

Checks the accounting records, operation costs of the 2016 production and sale activities. Assessment of 2016 results. Review the 2016 audit report.

4. Other activities of the Supervisory Board (If any): Not available

IV. Training on company governance:

Training courses on company governance which the members of Board of Management, Supervisory Board, Director (CEO), other managers and company secretary was attended with regulations on company governance:

V. List of related persons of listed company under the provisions of paragraph 34 of Article 6 of the Securities Law (Report of 6 months/year) and transaction of related persons of the company with the Company itself:

1. List of related persons of company: (Attached list)

11/01/2017

2. Transaction between the Company and related persons of the Company; or between the Company and its major shareholders, insiders, related persons of the insiders: None
3. Transaction between the insiders of the listed company, related persons of the insiders with affiliated company, company controlled by listed company: None
4. Transactions between the company and other objects:
 - 4.1. Transactions between the Company with the company that members of Board of Management, Supervisory Board, Director (CEO) has been and being the founding member or members of the Board of Management; CEO for three (03) years and above (since the date of the reporting): None
 - 4.2. Transactions between the company and the company for which the related persons of the members Board of Management, Supervisory Board, Director (CEO) are the members of Board of Management, CEO: None
 - 4.3. Other transactions of the company (if any) that could bring material or immaterial benefits for members Board of Management, Supervisory Board, Director (CEO): None

VI. Transaction of the shares of insiders and related persons of that insiders:

1. List of insiders and related persons of that insiders (attached list)
2. Transactions of the insiders and related persons with the shares of the listed company.

No	Transaction carried out by	Relations with the insiders	Number of shares owned at opening		Number of shares owned at closing		Reason for increase or decrease (purchase, sale, conversion, bonus, etc.)
			Shares	Proportion	Shares	Proportion	
01	DAIWA-SSIAM VIETNAM GROWTH FUND II L.P.	Major shareholder	0	0%	3,437,500	14.78%	Buy
02	SSI Fund Management Co., Ltd	Major shareholder	0	0%	1,718,750	6.72%	Buy
03	KINGSMEAD VIETNAM AND INDOCHINA GROWTH MASTER FUND	Major shareholder	826,100	4.787%	1,456,510	5.69%	Buy
04	Mr. Le Ba Phuong	Chairman of Board/ Director General	968,100	5.609%	1,367,190	5.34%	Buy
05	Mrs. Nguyen Thi Thuy	Related person of Mr. Le Ba Phuong	1,006,116	5.83%	1,282,727	5.01%	Buy

06	Mr. Nguyen Thanh Nghia	Vice Chairman of Board	526,784	3.052%	600,153	2.35%	Buy
07	Mr. Luong Van Thanh	Member of Board of Management/ Vice Director General.	660.000	3,824%	1.368.000	5,35%	Buy

VII. Other noteworthy issues:

- The company has successfully offered 6,000,000 shares for raising the fund to invest Giao Long Paper Factory, Phase 2. On April 05, 2016, Ho Chi Minh City Stock Exchange was issued the Decision No.145/ QD-SGDHCM on the approval for the Company to issue more 6,000,000 shares. The Company has registered for the trading of these additional shares from the date of March 16, 2017.
- Vietnam Securities Depository - HCMC Branch has issued document No. 5518/CNVSD-ĐK dated November 22, 2016 and 236/CNVSD-ĐK dated January 13, 2017 on the transfer of 690,091 shares from Conditional Share Transfer Free Share Transfer.



Lê Bá Phương

DONG HAI JOINT STOCK COMPANY OF BEN TRE

LIST OF RELATED PERSONS OF COMPANY AS SPECIFIED IN CLAUSE 34, ARTICLE 6 OF SECURITIES

(Attached the Report on Corporate Governance of Listing Company)

No	Name	Securities trading account (if any)	Position at the company (if any)	ID card/Pass port No., date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons
1	DAIWA-SSIAM VIETNAM GROWTH FUND II L.P.					18/03/2016		
2	Công ty CP Tân Cảng Giao Long					12/08/2015		
3	Lê Bá Phương		Chairman – General Manager			05/03/2004		
4	Nguyễn Thanh Nghĩa		Vice Chairman of BOD			26/04/2012		
5	Lương Văn Thành		Member of BOD/ Deputy General Manager			21/06/2014		
6	Lê Quang Hiệp		Member of BOD			28/02/2007		
7	Hồ Thị Song Ngọc		Member of BOD/ Deputy General Manager			26/04/2012		
8	Tatsuyuki Ota		Member of BOD			25/06/2016		Newly Elected



No	Name	Securities trading account (if any)	Position at the company (if any)	ID card/Pass port No., date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons
9	Nguyễn Hữu Hiệu		Head of Supervisory Board			26/04/2012		
10	Đoàn Hồng Lan		Member of SB			26/04/2012		
11	Nguyễn Thanh Duy		Member of SB			15/06/2013	25/06/2016	Resign
12	Nguyễn Quốc Bình		Member of SB			25/06/2016		Newly Elected
13	Lê Thị Hoàng Huệ		Chief Accountant/ Discloser			24/06/2013		



DONG HAI JOINT STOCK COMPANY OF BEN TRE

LIST OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS

(Attached the Report on Corporate Governance of Listing Company)

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, 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	Lê Bá Phương		Chairman – General Manager			1.367.190	5,34%	
1.1	Lê Bá Cẩm		Father					
1.2	Nguyễn Thị Thạch		Mother					
1.3	Nguyễn Thị Vĩnh		Sister					
1.4	Nguyễn Thị Thu		Sister					
1.5	Lê Bá Đông		Brother					
1.6	Nguyễn Thị Thủy		Wife			1.282.727	5,01%	
1.7	Lê Thủy Tiên		Daughter					
1.8	Lê Bá Hùng		Son					
2	Nguyễn Thanh Nghĩa		Vice Chairman of BOD			600.153	2,35%	
2.1	Nguyễn Lộc		Father					
2.2	Nguyễn Thị Miên		Mother					
2.3	Nguyễn Thị Bích Liên		Wife					
2.4	Nguyễn Thanh Loan		Daughter					
2.5	Nguyễn Thanh Dung		Daughter					
2.6	Nguyễn Thanh Trúc		Daughter					
2.7	Nguyễn Quang Quảng		Brother					



No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, 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
2.8	Nguyễn Thị Thu		Sister					
2.9	Nguyễn Ngái		Brother					
2.10	Nguyễn Thị Liên		Sister					
3	Lương Văn Thành		Member of BOD/ Deputy General Manager			1.368.000	5,35%	
3.1	Lương Văn Yên		Father					
3.2	Phạm Thị Miêu		Mother					
3.3	Võ Thị Trinh		Wife					
3.4	Lương Võ Quỳnh Như		Daughter					
3.5	Lương Võ Quỳnh Anh		Daughter					
3.6	Lương Văn Nghiệp		Brother					
3.7	Lương Thị Phi		Sister					
3.8	Lương Thị Diệu		Sister					
4	Lê Quang Hiệp		Member of BOD			2.123.550	8,3%	
4.1	Lê Thành Phụng		Father					
4.2	Nguyễn Thị Thai		Mother					
4.3	Đỗ Thị Trang		Wife					
4.4	Lê Công Nghiệp		Son					
5	Hồ Thị Song Ngọc		Member of BOD/ Deputy General Manager			89.975	0,35%	
5.1	Hồ Văn Bé		Father					
5.2	Hồ Thị Kim		Mother					

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, 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
5.3	Hồ Thị Xuân Thùy		Sister					
5.4	Hồ Công Diễn		Brother					
5.5	Hồ Phương Hải		Sister					
5.6	Võ Hà Diệp		Husband					
5.7	Võ Hồ Duy Phúc		Son					
6	Tatsuyuki Ota		Member of BOD			0	0	Appointed from 25/06/2016
6.1	Masako Ota		Mother					
6.2	Nobuyuki Ota		Brother					
6.3	Akiko Manfredi		Sister					
6.4	Sanae Ota		Wife					
6.5	Taisei Ota		Son					
6.6	Karen Ota		Son					
7	Nguyễn Hữu Hiệu		Head of Supervisory Board			0	0%	
7.1	Nguyễn Hữu Dụng		Father					
7.2	Nguyễn Thị Tôn		Mother					
7.3	Trần Thị Thu Hương		Wife					
7.4	Nguyễn Hữu Thiện Tín		Son					
7.5	Nguyễn Hữu Quốc Bình		Son					
7.6	Nguyễn Hữu Thiện Duyên		Brother					
7.7	Nguyễn Hữu Thiện Nhân		Brother					
7.8	Nguyễn Hữu Quốc Đạt		Brother					

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, 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
7.9	Nguyễn Hữu Quốc Thịnh		Brother					
7.10	Nguyễn Thị Mai Thi		Sister					
8	Đoàn Hồng Lan		Member of SB			0	0%	
8.1	Đoàn Hữu Tài		Father					
8.2	Nguyễn Thị Kim Nhu		Mother					
8.3	Đoàn Thị Minh Thi		Sister					
8.4	Lê Minh Thanh		Husband			22.000	0,095%	
8.5	Lê Minh Quân		Son					
8.6	Lê Minh Nhựt		Son					
9	Nguyễn Quốc Bình		Member of SB			66.695	0,26%	Appointed from 25/06/2016
9.1	Nguyễn Quốc Tuấn		Father			42.900	0,17%	
9.2	Nguyễn Thị Thu Hòe		Mother					
9.3	Nguyễn Thị Thu Trang		Sister					
9.4	Trần Thị Lan Anh		Wife					
9.5	Nguyễn Quốc Bảo Minh		Son					
9.6	Nguyễn Trần Trang Anh		Daughter					
10	Lê Thị Hoàng Huệ		Chief Accountant /Discloser			18.150	0,07%	
10.1	Lê Ngọc Sinh		Father					
10.2	Hoàng Thị Kính		Mother					
10.3	Lê Thị Hoàng Hạnh		Sister					
10.4	Lê Thị Hoàng Hà		Sister					

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, 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
10.5	Lê Hoàng Hiếu		Brother					
10.6	Lê Thị Út Hậu		Sister					
10.7	Trần Tấn Thành		Husband					
10.8	Trần Hoàng Quân		Son					
10.9	Trần Hoàng Long		Son					

CHAIRMAN OF BOARD OF

MANAGEMENT



Lê Bá Phương