**BTC: Corporate Governance Report of 2017**

**CORPORATE GOVERNANCE REPORT**

**(Year 2017)**

**Company:** Binh Trieu Construction and Engineering JS. Company

**Address:** No. 207C Nguyen Xi, Ward 26, Binh Thanh District, Ho chi Minh City

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**Charter capital:** VND 300,000,000,000

**Stock code:** BTC

**I. Activities of annual General Meeting of Shareholders**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution / Decision No.** | **Date** | **Content** |
| 1 | 02/NQ- DHDCD 2017 | 13/05/2017 | - Approve the report on operation of BOD, Executive Board of the Company and Board of Supervisors; Approve the report on business operation results of 2016 and the business plan of 2017  - Approve the Financial Statement of 2016 and auditing the Financial Statement of 2017  Approve the plan on dividend distribution  Approve the remuneration of BOD and Board of Supervisors  Approve amending and supplementing the charter of the company |
| 2 | 03/NQ- DHDCD 2017 | 13/05/2017 | - Approve changing address of Head Office of the Company |
| 3 | 04/NQ- DHDCD 2017 | 13/05/2017 | - Approve the plan on increasing the charter capital up to VND 300 billion by the private placement for strategic investor (Hung Thinh Construction Joint Stock Company)- current name: Hung Thinh Incons Joint Stock Company following the Business Registration Certificate No.: 0305371707 issued the first time on 28/08/2010, the eighth change on 16/05/2017. |

**II. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Tran Tuu | Chair of BOD | 04/04 | 100% |  |
| 2 | Nguyen Van Cuong | Member of BOD | 04/04 | 100% |  |
| 3 | Le Trong Khuong | Member of BOD | 04/04 | 100% |  |
| 4 | Khuat Tung Phong | Member of BOD | 04/04 | 100% |  |
| 5 | Le Ngoc Trieu | Member of BOD | 04/04 | 100% |  |

**III. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution / Decision No.** | **Date** | **Content** |
| 1 | 02/NQ- HDQT/2017 | 09 Jan 2017 | Select auditing company |
| 2 | 07/NQ- HDQT/2017 | 03 Apr 2017 | Hold Annual General Meeting of Shareholders |
| 3 | 04/NQ- HDQT/2017 | 18 May 2017 | Approve the offering price and the plan on use of proceeds from the private placement of the company |
| 4 | 09/NQ- HDQT/2017 | 26 Jun 2017 | Approve increasing number of seals of the company from 1 seal up to 2 seals |

**IV. Board of Supervisors**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of Board of Supervisors** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Nguyen Le Xuan | Head of Board of Supervisors | 04/04 | 100% |  |
| 2 | Pham Thi Hong Hoa | Member of Board of Supervisors | 04/04 | 100% |  |
| 3 | Nguyen Thi Thanh Huong | Member of Board of Supervisors | 0/04 | 0% | Absence |

**V. 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 |  |  |  |  |  |  |
| 2 |  |  |  |  |  |  |

**VI. Transactions of PDMRs and connected persons/ institutions**

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Trading account** | **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 | Tran Tuu |  | Chair of BOD | 211,800 | 0.71% |  |
| 2 | Nguyen Van Cuong |  | Member of BOD | 284,079 | 0.95% |  |
| 3 | Le Trong Khuong |  | Member of BOD | 155,846 | 0.52% |  |
| 4 | Khuat Tung Phong |  | Member of BOD | 68,840 | 0.23% |  |
| 5 | Le Hong Viet |  | Member of BOD | 148,522 | 0.50% |  |
| 6 | Hung Thinh Incons Joint Stock Company |  | Major shareholder (over 10%) | 28,570,897 | 95.24% |  |

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 | None |  |  |  |  |  |  |

3. Other transactions: None

**VII. Other contents:**