

**DONG HAI BEN TRE  
JSC.**

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

No: 171/BC-CTĐH

Ben Tre, July 19, 2018

**REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY  
FOR THE FIRST 6 MONTHS OF 2018**

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: 0275 3635739 Fax: 0275 3635738
- Email: donghaibentre@yahoo.com.vn
- Charter capital: VND 344,597,690,000
- 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-ĐHĐCĐ	07/06/2018	<ul style="list-style-type: none"><li>- Approve the report about result of business and activities in 2017.</li><li>- Approve the 2017 Audited Financial Statements and profit distribution 2017.</li><li>- Approve the remuneration and the bonus for the Board, Supervisory Board.</li><li>- Approve the report of the Supervisory Board 2017.</li><li>- Approve the plan of business activities for the year of 2018.</li><li>- Approve the profit distribution plan of 2018.</li><li>- Approve the plan for Remuneration and the bonus for BOD, BOM, BOS of 2018.</li><li>- Authorize the BOD to select a auditing firm for 2018 financial statements.</li><li>- Approve the Adjustment Giao Long Paper Factory Project - Phase 2: Increase the total investment capital from 1,080 billion VND to 1,150 billion VND (+/- 5%). Adjustment the project progress: alignment – acceptance time from 10/2018 to 12/2018. Operating from 01/2019. AGM authorize BODs to implement the project and procedures.</li><li>- Approve the content of the Proposal 02/TT-ĐHĐCĐ about issue the shares to pay dividends in 2017.</li><li>- Approve the content of the Proposal 03/TT-ĐHĐCĐ about issue the shares for existing shareholders.</li><li>- Approve The Chairman of Board of Directors and CEO of Company in 2018.</li><li>- Approve of the amended charter of the company under Circular 95/2017/TT-BTC dated 22/9/2017 of the Ministry of Finance guiding</li></ul>



			Decree 71/2017/NĐ-CP dated 06/06/2017 of the Government about Administration Guidelines applicable to Public Companies. - Approving the Internal Regulations on Administration as amended in accordance with Circular 95/2017/TT-BTC dated 22/9/2017 of the Ministry of Finance guiding some articles of Decree No. 71/2017/NĐ-CP dated 06/06/2017 by the Government about Administration Guidelines applicable to Public Companies.
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## II. Board of Directors:

### 1. Information about the Members of the Board of Directors:

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	4	4/4	
02	Mr. Luong Van Thanh	Vice Chairman	21/06/2014	4	4/4	
03	Mr. Le Quang Hiep	Member	28/02/2007	4	4/4	
04	Mr. Nguyen Thanh Nghia	Member	26/04/2012	4	4/4	
05	Mr. Tatsuyuki Ota	Member	25/06/2016	4	4/4	
06	Mr Nguyen Phan Dung	Member	20/05/2017	4	4/4	

### 2. Supervising activities of the Board of Directors to the Board of Managers:

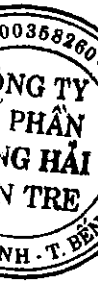
The supervision of the Board of Directors to the operation activities of General Manager is the regular and continuous activity. Board of Directors focuses on the supervision of the adherence of the regulations of Law on Enterprises, Company's regulations, statutes of the Company against the General Manager's operation activities, to supervise the plans, targets that set out by the annual general meeting and Board of Directors, plans of 2018 on markets, customers, sales of goods, financial using, arrangement of the Company's workforce, etc. In 2018, activities of the Company are stable and there are many positive changes.

**3. Activities of the subcommittees of the Board of Directors:** Currently, the Company is not establishing its subcommittees of the Board of Directors but the Board of Directors 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 Directors:

No	Resolutions/ Decisions No.	Date	Contents
01	01/NQ-HĐQT	10/01/2018	- Approve to choose Voith Paper Fabrics Asia Pacific SND.BHD as the contractor to forming fabrics, felts, dryer canvas for Giao Long Paper Factory -- phase 2.
02	02/NQ-HĐQT	02/02/2018	- Approve the business report of quarter 4/2017, the year of 2017 and the plan for quarter 1/2018.
03	03/NQ-HĐQT	02/02/2018	- Approve the proposal No. 01/TT-HĐQT dated 02/01/2018 about wage unit price from 01/01/2018.
04	04/NQ-HĐQT	02/02/2018	- Approve the list of bonus Board of Management Company. - Approve the list of bonuses BOD & SB.
05	05/NQ-HĐQT	02/02/2018	- Approve to choose Truc Ha Manufacturing-Trading-Building Company as the contractor to construct the medium voltage line for

			Giao Long Paper Factory – phase 2.
06	06/NQ-HĐQT	20/03/2018	- Approve to choose Minh Phát Co., Ltd as the contractor to make waterproofing for Giao Long Paper Factory – phase 2.
07	07/NQ-HĐQT	20/03/2018	- Approve to lease more land for storage of materials for Giao Long Paper Factory No.2.
08	08/NQ-HĐQT	20/04/2018	- Approve the business report of quarter 1/2018 and the plan for quarter 2/2018.
09	09/NQ-HĐQT	23/04/2018	- Approve the plan to organize The Annual Shareholders' Meeting 2018.
10	10/NQ-HĐQT	20/04/2018	- Approve to the plan to built a warehouse and maintenance house for Giao Long Paper Factory No. 2.
11	11/NQ-HĐQT	20/04/2018	- Approve to end the contract 09_XDCB_DCC2016 with Descon Construction Joint Stock Company.
12	12/NQ-HĐQT	18/05/2018	- Approve the schedule to organize The Annual Shareholders' Meeting 2018.
13	13/NQ-HĐQT	18/05/2018	- Approve to choose Heibe Melin Paper Machinery Co., as the contractor to supply filters and fan of paper machine for Giao Long Paper Project – phase 2.
14	14/NQ-HĐQT	28/05/2018	- Approve the contents submitted to the Annual General Meeting of Shareholders in 2018.
15	15/NQ-HĐQT	07/06/2018	- Approve appoint Ms. Nguyen Ngoc To Uyen – Secretary of the Board of Management is the person in charge of administration for Dong Hai Joint Stock Company of Ben Tre.
16	16/NQ-HĐQT	07/06/2018	- Approve to select Sai Gon Securities Incorporation (SSI) as a share issuance advisory company to pay 20% of dividend in 2017, issuing shares to existing shareholders 2018.
17	17/NQ-HĐQT	07/06/2018	- Approve the purchase of materials and construction the paper warehouse for Giao Long Paper Project – phase 2 Lot AIV-8, AIV-9, Giao Long Industrial Zone, An Phuoc Ward, Chau Thanh District, Ben Tre Province, Vietnam.
18	18/NQ-HĐQT	29/06/2018	- Approve to select Deloitte Vietnam Company Limited as the auditing firm of 2018 financial statements of Dong Hai Joint Stock Company of Ben Tre.



### 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	Ms Doan Thi Bich Thuy	Head of Supervisory Board	20/05/2017	2	2/2	
02	Ms Doan Hong Lan	Member	26/04/2012	2	2/2	
03	Mr Nguyen Quoc Binh	Member	25/06/2016	2	2/2	

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

Reviewing the resolutions issued by Board of Directors related to the completion of the implementation of strategic goals and business plan approved by the 2018 General Meeting of Shareholders.

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

Evaluating and commenting on the application of wage and reward policy for employees. Assessment of internal management processes, working process.

Join with Managing Board of Project on checking the implementation progress of the project and the capacity of construction contractors as well as equipment suppliers.

Checking the accounting records of the operating costs and procurement costs of the project.

Check contracts for purchasing paper materials, contracts for purchasing materials and spare parts.

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

Regular discussion with the Board of Management, the Board of Directors about the production situation, business performance situation, the implementation of investment in Giao Long Factory Project - Phase 2, the the situation of fluctuations and recruitment management.

Participating in the inventory of first 6 months about fixed assets. Evaluation of warehouse management process, process of purchasing materials, spare parts and backup equipment.

Checking accounting records. Checking operating costs and evaluating business results for the first 6 months 2018. Reviewing the 2018 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 affiliated persons of the Company: (Attached list)

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

Dong Hai Joint Stock Company of Ben Tre and Giao Long New Port Joint Stock Company signed :

- Contract No. 01/HĐ-TCGL-2018 dated 01/01/2018 and Annex No. 01 dated 01/01/2018, Annex No. 02 dated 01/03/2018, Annex No. 03 dated 01/05/2018, Annex No. 04 dated 01/06/2018 to lease land for storage of materials.

- Contract No. 11/HĐ-TCGL dated 01/01/2018 to transport goods.

- Contract No. 77\_DHC\_TCGL2018 dated 26/03/2018 and Annex No. 01 dated 28/06/2018 to transport Machines.

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 Management, members of the Supervisory Board, Director (CEO) has been a founding member or members of Board of Management, Director (CEO) in three (03) years (calculated at the time of reporting):

Dong Hai Joint Stock Company of Ben Tre and Dai Thien Loc Corporation signed the contract No 01/HĐKT/ĐTL-DHBT/2018 dated 03/02/2018 and 02/HĐKT/ĐTL-DHBT/2018 dated 20/03/2018.

4.2. Transactions between the company and the company that related person of members of Board of Management, members of the Supervisory Board, Director (CEO) as a member of Board of Management, Director (CEO): None

4.3. Other transactions of the company (if any) may be beneficial material or immaterial for members of Board of Management, members of the Supervisory Board, Director (CEO): None

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

1. List of internal persons and their affiliated persons (Attached list)

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, sale, switch, reward...)
			Shares	Proportion	Shares	Proportion	
02	Mr Le Quang Hiep	Major shareholder/ Member of Board of Management	2.685.615	7,79%	2.585.615	7,50%	Sell
09	Ms Ho Thi Song Ngoc	Vice General Manager	68.006	0,20%	60.006	0,17%	Sell

**VII. Other significant issues:**



*Lê Bá Phương*

**DONG HAI JOINT STOCK COMPANY OF BEN TRE**

**LIST OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS**

(Attached First 6 month Report on Corporate Governance of 2018)

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	<b>Lê Bá Phương</b>		<b>Chairman - General Manager</b>			<b>1.972.347</b>	<b>5,72%</b>	
1.1	Lê Bá Cẩm		Father					
1.2	Nguyễn Thị Thạc		Mother					
1.3	Nguyễn Thị Vĩnh		Sister					
1.4	Nguyễn Thị Thu		Sister					
1.5	Lê Bá Đông		Brother					
1.6	Nguyễn Thị Thùy		Wife			<b>1.950.944</b>	<b>5,66%</b>	

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
1.7	Lê Thủy Tiên		Daughter					
1.8	Lê Bá Hùng		Son					
2	Lương Văn Thành		Vice Chairman of BOD/ Deputy General Manager			1,923,400	5,58%	
2.1	Lương Văn Yên		Father					
2.2	Phạm Thị Miêu		Mother					
2.3	Võ Thị Trinh		Wife					
2.4	Lương Võ Quỳnh Như		Daughter					
2.5	Lương Võ Quỳnh Anh		Daughter					
2.6	Lương Văn Nghiệp		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
2.7	Lương Thị Phi		Sister					
2.8	Lương Thị Diệu		Sister					
3	<b>Nguyễn Thanh Nghĩa</b>		<b>Member of BOD</b>			<b>805.198</b>	<b>2,34%</b>	
3.1	Nguyễn Lộc		Father					
3.2	Nguyễn Thị Miên		Mother					
3.3	Nguyễn Thị Bích Liên		Wife					
3.4	Nguyễn Thanh Loan		Daughter					
3.5	Nguyễn Thanh Dung		Daughter					
3.6	Nguyễn Thanh Trúc		Daughter					



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
3.7	Nguyễn Quang Quảng		Brother					
3.8	Nguyễn Thị Thu		Sister					
3.9	Nguyễn Ngái		Brother					
3.10	Nguyễn Thị Liên		Sister					
4	<b>Lê Quang Hiệp</b>		<b>Member of BOD</b>			<b>2.585.615</b>	<b>7,5%</b>	
4.1	Lê Thành Phụng		Father					
4.2	Nguyễn Thị Thai		Mother					
4.3	Đỗ Thị Trang		Wife					

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
4.4	Lê Công Nghiệp		Son					
5	Tatsuyuki Ota		Member of BOD			0	0%	
5.1	Masako Ota		Mother					
5.2	Nobuyuki Ota		Brother					
5.3	Akiko Manfredi		Sister					
5.4	Sanae Ota		Wife					
5.5	Taisei Ota		Son					
5.6	Karen Ota		Son					
6	Nguyễn Phan Dũng		Member of BOD			25.000	0,07%	
6.1	Công Ty TNHH Quản lý Quỹ SSI (Representative:: Lê Thị Lệ Hằng)		Deputy General Manager			2.234.375	6,48%	
6.2	Công ty cổ phần Transimex		Member of BOD					
6.3	Công ty cổ phần Dược phẩm OPC		Member of BOD					

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
6.4	Nguyễn Xuân Thân		Father					
6.5	Phan Thanh Bích		Mother					
6.6	Nguyễn Thị Thùy Anh		Wife					
6.7	Nguyễn Phan Tuấn		Brother					
6.8	Nguyễn Phan Khôi		Son					
7	<b>Đoàn Thị Bích Thủy</b>		<b>Head of Supervisory Board</b>			<b>8.000</b>	<b>0,02%</b>	
7.1	Đoàn Minh Ngọc		Father					
7.2	Nguyễn Thị Bình		Mother					
7.3	Đoàn Tấn Phát		Brother					
7.4	Đoàn Minh Hoàng		Brother					
7.5	Đoàn Thị Mỹ Hằng		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
8	<b>Đoàn Hồng Lan</b>		<b>Member of SB</b>			<b>6.000</b>	<b>0,02%</b>	
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			30.000	0,09%	
8.5	Lê Minh Quân		Son					
8.6	Lê Minh Nhật		Son					
09	<b>Nguyễn Quốc Bình</b>		<b>Member of SB</b>			<b>92.703</b>	<b>0,27%</b>	
9.1	Nguyễn Quốc Tuấn		Father			55.770	0,16%	
9.2	Nguyễn Thị Thu Hòe		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
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					
9.7	Nguyễn Bảo Minh Thư		Daughter					
10	<b>Hồ Thị Song Ngọc</b>		<b>Deputy General Manager</b>			<b>60.006</b>	<b>0,17%</b>	
10.1	Hồ Văn Bé		Father					
10.2	Hồ Thị Kim		Mother					
10.3	Hồ Thị Xuân Thùy		Sister					
10.4	Hồ Công Diên		Brother					
10.5	Hồ Phương Hải		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
10.6	Võ Hà Điệp		Husband					
10.7	Võ Hồ Duy Phúc		Son					
11	Lê Thị Hoàng Huệ		Chief Accountant /Discloser			48.595	0,14%	
11.1	Lê Ngọc Sinh		Father					
11.2	Hoàng Thị Kính		Mother					
11.3	Lê Thị Hoàng Hạnh		Sister					
11.4	Lê Thị Hoàng Hà		Sister					
11.5	Lê Hoàng Hiếu		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
11.6	Lê Thị Út Hậu		Sister					
11.7	Trần Tấn Thành		Husband					
11.8	Trần Hoàng Quân		Son					
11.9	Trần Hoàng Long		Son					
12	Nguyễn Ngọc Tố Uyên		The person in charge of Administration for company			15.000	0.04%	Appointed
12.1	Nguyễn Thành Dũng		Father					
12.2	Vân Thị Anh Đào		Mother					
12.3	Nguyễn Ngọc Minh Duyên		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
12.3	Nguyễn Thành Lộc		Brother					

THE CHAIRMAN OF BOD



*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 LAW**

**(Attached the Report on Corporate Governance of Listing Company for the period of first 6 month 2018)**

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	Lương Văn Thành		Vice Chairman of BOD/ Deputy General Manager			21/06/2014		
5	Nguyễn Thanh Nghĩa		Member of BOD			26/04/2012		
6	Lê Quang Hiệp		Member of BOD			28/02/2007		
7	Tatsuyuki Ota		Member of BOD			25/06/2016		





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
8	Nguyễn Phan Dũng		Member of BOD			20/05/2017		
9	Đoàn Thị Bích Thủy		Head of Supervisory Board			20/05/2017		
10	Đoàn Hồng Lan		Member of SB			26/04/2012		
11	Nguyễn Quốc Bình		Member of SB			25/06/2016		
12	Hồ Thị Song Ngọc		Deputy General Manager			26/04/2012		
13	Lê Thị Hoàng Huệ		Chief Accountant/Di scloser			24/06/2013		
14	Nguyễn Ngọc Tố Uyên		The person in charge of Administration for company			07/06/2018		Appointed



THE CHAIRMAN OF BOD

*Lê Bá Phương*