**VIX: Corporate Governance Report of 2019**

**REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY  
(Year 2019)**

- Name of listing company: IB Securities Joint Stock Company

- Address of headoffice: Floor 8 – No.52 Le Dai Hanh Street – Le Dai Hanh Ward – Hai Ba Trung District – Hanoi City

- Telephone: 024 4456 8888 - Fax: 024 3978 5379/80 -  Email: [info@ibsc.vn](mailto:info@ibsc.vn)

- Charter capital: VND 1,161,086,380,000

- Securities code: VIX

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

|  |  |  |  |
| --- | --- | --- | --- |
| No | Resolutions/Decisions | Date | Content |
| 1 | 01/2019/NQ - DHCD | 10/04/2019 | The Annual General Meeting of Shareholders of 2019 approved the following contents:  - Audited financial statements for 2018, reports on business results and profit distribution plan for 2018  - Report of the Board of Directors on corporate governance and performance of the Board of Directors, each member of the Board of Directors in 2018  - Report of the Board of Supervisors on the 2018 business results of the company, the report on the activities of the Board of Directors, General Director  - Report on the activities of the Supervisory Board, each member of the Supervisory Board in 2018, the operation plan in 2019 of the Supervisory Board  - Approve the remuneration and operating costs of the Board of Directors, the Board of Supervisors in 2018, plan for the remuneration and operating costs of the Board of Directors and Board of Supervisors in 2019  - Target of the business plan of 2019  - Selecting an auditing unit to audit Financial Statements in 2019  - Plan for increasing charter capital in 2019, amendment and supplement to the Company's Charter  - Approve the continuation of guaranteed warranties  - Approve the business of derivative securities  - Approving the Chairman of the Board concurrently holding the position of General Director of the Company  - Authorizing the Board to decide a number of contents under the authority of the General Meeting of Shareholders |
| 2 | 02/2019/NQ - DHCD | 17/09/2019 | The extraordinary General Meeting of Shareholders approved the consulting shareholders via a ballot  - Approving the adjustment of the Business Plan 2019 targets  - Authorization for the Board of Directors to implement the related work |

**I. Board of Directors**

1. Information about the members of Board of Directors:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Board of Directors’ members | Position | Day becoming/no longer being member of Board of Directors | Number of attendance | Percentage | Reason for absence |
| 1 | Mrs. Nguyen Thi Tuyet | Chair of Board of Directors from 05 July 2017 to now | 25 May 2016 | 15/15 | 100% |  |
| 2 | Mrs. Cao Thi Hong | Member of Board of Directors | 30 Aug 2014 | 15/15 | 100% |  |
| 3 | Mrs. Tran Thi Hong Ha | Member of Board of Directors | 24 April 2017 | 15/15 | 100% |  |
| 4 | Mr. Nguyen Tuan Dung | Member of Board of Directors | 17 July 2017 | 15/15 | 100% |  |
| 5 | Mr. Phi Anh Tuan | Member of Board of Directors | 17 April 2018 | 15/15 | 100% |  |

2. Supervision operation of Board of Directors on Board of Management

3. Activities of the subsidiaries of Board of Directors

4. Board Resolutions/Decisions

|  |  |  |  |
| --- | --- | --- | --- |
| No | Resolutions/Decisions | Date | Content |
|  | 01/2019/IBSC/NQ - HDQT | 22/01/2019 | - Approve the results of private placement of shares, amending and supplementing the Charter of the Company |
|  | 02/2019/IBSC/NQ - HDQT | 01/02/2019 | - Approve the results of private placement of bonds |
|  | 03/2019/IBSC/NQ - HDQT | 15/02/2019 | - Approve using shares as collateral for bonds issued on December 6, 2018 of IBSC |
|  | 04/2019/IBSC/NQ - HDQT | 26/02/2019 | - Convene the Annual General Meeting of Shareholders of 2019 |
|  | 05/2019/IBSC/NQ - HDQT | 25/03/2019 | - Approve the agenda and documents of the 2019 Annual General Meeting of Shareholders |
|  | 06/2019/IBSC/NQ - HDQT | 25/03/2019 | - Establishment of a shareholder status inspection board |
|  | 07/2019/IBSC/NQ - HDQT | 19/04/2019 | - Deploying the plan of issuing shares to pay dividend of 2019 |
|  | 08/2019/IBSC/NQ - HDQT | 22/04/2019 | - Assignment of work and remuneration of the members of the Board of Directors and the Supervisory Board |
|  | 09/2019/IBSC/NQ - HDQT | 10/05/2019 | - Closing list of shareholders to pay share dividend of 2018 by shares |
|  | 10/2019/IBSC/NQ - HDQT | 05/07/2019 | - Approve the results of issuing shares to pay dividend of 2018; amend and supplement the Company's Charter |
|  | 11/2019/IBSC/NQ - HDQT | 06/08/2019 | - Approve the selection of an auditing unit to financial statements |
|  | 12/2019/IBSC/NQ - HDQT | 30/08/2019 | - Consulting shareholders via a ballot |
|  | 13/2019/IBSC/NQ - HDQT | 30/08/2019 | - Approve the contents of materials consulting shareholders via a ballot |
|  | 14/2019/IBSC/NQ - HDQT | 23/09/2019 | - Establishment of a vote checking board for consulting shareholders via a ballot |
|  | 15/2019/IBSC/NQ - HDQT | 11/10/2019 | - Approve the plan on repurchase of a part of bonds before maturity of IBSC |
|  | 16/2019/IBSC/NQ - HDQT | 05/11/2019 | - Approve the plan on borrowing loans at Woori Bank Co., Ltd – Ho Chi Minh Branch |
|  | 17/2019/IBSC/NQ - HDQT |  | - Approve the Company's participation in interest-derivative transactions throughout Techcombank 9 |

**II. Board of Supervisors**

1. Information about members of Board of Supervisors:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Members of Board of Supervisors | Position | Day becoming/no longer member of Board of Supervisors | Number of attendance | Percentage | Reason for absence |
| 1 | Mrs. Trinh Thi My Le | Head of Board of Supervisors | 25 April 2016 | 2/2 | 100% |  |
| 2 | Mrs. Nguyen Thi Duyen | Member of Board of Supervisors | 17 April 2018 | 2/2 | 100% |  |
| 3 | Mrs. Doan Thi Huong | Member of Board of Supervisors | 17 April 2018 | 2/2 | 100% |  |

2. Supervision operation of Supervisory Board on Board of Directors, Board of Management and shareholders

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

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

**IV. Training on corporate governance: None**

**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 connected persons of the Company

2. Transactions between the Company and connected persons of the Company; or between the Company and major shareholders, PDMRs, connected persons of PDMRs:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Connected parties** | **Relation with IBSC** | **Amount** | **Note** |
| 2 | FTG Vietnam Joint Stock Company   * Fee for securities depository | Major shareholder | 72,066,395 | - |
|  | Total |  | 72,066,395 |  |

3. Transactions between PDMRs of the listing company, connected persons of PDMRs and Subsidiaries, the companies controlled by the listing company: None

4. Transactions between the Company and other partners

Unit: VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Connected parties** | **Relation with IBSC** | **Amount** | **Board Resolution No./General Mandate No.** | **Note** |
| 2 | Vietnam Electrical Equipment Joint Stock Corporation   * Fee for securities trading * Fee for securities depository * Other frees | Member of Board of Directors, General Manager are connected persons of member of Board of Directors/General Manager of IBSC | 5,279,068  33,127  62,114 |  | - |
|  | Total |  | 5,374,309 |  |  |

**VI. Share transactions of PDMRs and PDMRs’ connected persons/institutions**

1. List of PDMRs and connected persons

2. Transactions of PDMRs and connected persons/institutions for shares of the listing 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...) |
|  |  |  | Number of shares | Percentage | Number of shares | Percentage |
| 1 | FTG Vietnam Joint Stock Company | Major shareholder | 17,395,429 | 21.48% | 20,004,743 | 17.23% | Receiving dividend by shares |
| 2 | Nguyen Thi Tuyet | Chair of Board of Directors cum General Manager of the Company | 4,620,000 | 5.71% | 5,313,000 | 4.58% | Receiving dividend by shares |
| 3 | Nguyen Tuan Dung | Member of Board of Directors | 34,650 | 0.04% | 39,847 | 0.034% | Receiving dividend by shares |
| 4 | Tran Thi Hong Ha | Member of Board of Directors | 53,361 | 0.06% | 61,365 | 0.053% | Receiving dividend by shares |
| 5 | Do Ngoc Dinh | Vice- General Manager | 374 | 0.0005% | 430 | 0.00037% | Receiving dividend by shares |
| 6 | Nguyen Hong Son | Husband of Mrs. Doan Thi Huong – Member of Board of Supervisors | 880 | 0.00108% | 1,012 | 0.00087% | Receiving dividend by shares |

**VII. Other significant issues: None**