**ILA: Corporate Governance Report of the first 06 months of 2020**

**CORPORATE GOVERNANCE REPORT**

**(First 06 months of 2020)**

Company: ILA Joint Stock Company

Address: CH6, mezzanine floor, SkycCenter building, 5B Quang street, ward 2, Tan Binh, Ho Chi Minh

Tel.: 0869.265.299

Fax:

Email:

Charter capital:

Stock code: ILA

1. **General Meeting of Shareholders’ Activities**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution/ Decision No.** | **Date** | **Content** |
| 1 | 01/2020/NQ-DHDCD | 29/06/2020 | 1. Reports of Board of Directors in 2019 and plan for 2020  2. Operating report in 2019 and plan for 2020  3. Approve reports of Board of Supervisors in 2019  4. Approve the private and consolidated FS 2019 audited by Auditing And Informatic Services Company Limited  5. Approve profit distribution plan for 2019 and plan for 2020  6. Approve changing the HQ to: No.CH6, mezzanine floor, Sky Center building, 5B Quang street, ward 2, Tan Binh, Ho Chi Minh and authorize Board of Directors to make essential procedures to change the address at Department Of Planning And Investment, the Charter and the internal governance regulations.  7. Approve remuneration for Board of Directors and Board of Supervisors in 2019 and plan for 2020  8. Elect member for Board of Directors term 2018-2013  - Elected Member of Board of Directors: Mr. Nguyen Quang Minh |

**II. Board of Director (BOD)**

1. General Information of Board of Director (BOD)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **The beginning date of being (not being) BOD** | **Attendance** | **Rate**  **(%)** | **Reasons for not attending** |
| 1 | Than Xuan Nghia | Chairman | 28/09/2019 | 8 | 100 |  |
| 2 | Dang Xuan Huu | Member of Board of Directors | 06/2017 | 8 | 100 |  |
| 3 | Trieu Quang Phu | Member of Board of Directors | 23/02/2019 | 1 | 12.5 | Resigned |
| 4 | Ta Ngoc Bich | Member of Board of Directors | 06/07/2019 | 7 | 87.5 | On business trip |
| 5 | Nguyen Thi Thanh Nhan | Member of Board of Directors | 15/09/2019 | 8 | 100 |  |
| 6 | Nguyen Quang Minh | Member of Board of Directors | 29/06/2020 |  |  | Newly elected |

2. The supervision by Board of Directors over Board of Managers of the Company

3. Resolutions and decisions of Board of Directors of the Company

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution/ Decision No.** | **Date** | **Content** |
| 1 | 01/2020/NQ-HDQT | 06/01/2020 | Send representatives for account at BIDV – Ben Thanh branch |
| 2 | 02/2020/NQ-HDQT | 21/02/2020 | Approve the list of Shareholders join the Annual General Meeting of Shareholders 2020 recorded on 13/03/2020 |
| 3 | 03/2020/NQ-HDQT | 18/03/2020 | Change the Meeting date to 04/2020 |
| 4 | 04/2020/NQ-HDQT | 06/04/2020 | Cancel the Annual General Meeting of Shareholders 2020 dated 18/04/2020 and extend the Meeting date to before 30/06/2020 |
| 5 | 05/2020/NQ-HDQT | 07/04/2020 | Authorize Mr. Than Xuan Nghia to represent the contributed capital of the Company at BDLAND Joint Stock Company |
| 6 | 06/2020/NQ-HDQT | 08/04/2020 | - Approve increasing the own rate at BDLAND Joint Stock Company from 51% to 98%  - Approve the resignation letter of Mr. Trieu Quang Phu |
| 7 | 07/2020/NQ-HDQT | 21/05/2020 | Approve the list of Shareholders join the Annual General Meeting of Shareholders 2020 recorded at 12/06/2020 |
| 8 | 08/2020/NQ-HDQT | 20/06/2020 | Appoint Mr. Ta Ngoc Bich – Member of Board of Directors to hold General Manager title from 20/06/2020 |

**III. Board of Supervisors (BOS)**

1. General Information of Supervisory Board (BOS)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No** | **Members of BOS** | **Tittle** | **The beginning of date of being BOS** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Nguyen Thi Quynh Anh | Head of Board of Supervisors | 20/04/2019 | 2 | 100 |  |
| 2 | Nguyen Thi My Tien | Member of Board of Supervisors | 23/02/2018 | 2 | 100 |
| 3 | Bui Dao Khanh Duy | Member of Board of Supervisors | 11/2016 | 2 | 100 |

2. Surveillance activities of the Supervisory Board toward the Board of Directors, Board of General Managers and shareholders of the Company

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

4. Other activities of Supervisory Board of the Company (if any)

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

**V. List of connected persons/ institutions:** Listed under the provisions of Clause 34, Article 6 of the Law on Securities and transactions of connect persons of the Company to Company

1. List of connected persons/ institutions of the Company

2. Transactions between the Company and its PDMRs, transactions between the Company and its major shareholders, PDMRs and connected persons of the PDMRs: None

3. Transactions between the Company and its PDMRs, transactions between connected persons of the PDMRs and subsidiaries of the Company, the companies that the Company controls: None

4. Other transactions between the Company and other entities

4.1 Transactions between the Company and the company whose member of Board of Directors, members of Supervisory Board, Manager (General Managers) have been founding members or member of Board of Directors, Manager (General Managers) in recent 03 years (calculated from the date of making the report): none

4.2 Transactions between the Company and the company whose connected persons of member of Board of Directors, members of Supervisory Board, Manager (General Managers) have been founding members or member of Board of Directors, Manager (General Managers): none

4.3 Other transactions of the Company (if any) which may bring material or spiritual benefits to member of Board of Directors, members of Supervisory Board, Manager (General Managers): none

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

1. **List of PDMRs and their connected persons/ institutions: none**

2. Transactions of PDMRs and their connected persons/ institution on shares of the listing company: none

**VII. Others issues: None**