**SDF: Corporate Governance report (2015)**

**CORPORATE GOVERNANCE**

**(2015)**

Company: Song Da Finance Joint Stock Company

Address: Floor 2-3, Song Da Tower, Pham Hung Street, My Dinh 1 Ward, Nam Tu Liem District, Hanoi

 Tel.: 043 787 8108

 Fax: 043 787 8113

 Email:

 Charter capital: VND 686,000,000,000

 Stock code: SDF

**I. BOD Activities (2015)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Le Quoc Minh | Chair Of Board Of Directors | 1 | 100% |  |
| 2 | Dang Anh Vinh | Director  | 1 | 100% |  |
| 3 | Phung Quang Tuyen | Director  | 1 | 100% |  |
| 4 | Tran Thi Thanh Huong | Director  | 1 | 100% |  |
| 5 | Tran Tuan Linh | Director  | 1 | 100% |  |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. |  Board Resolution No. | Date | Content |
| 1 | 01/NQ - HDQT | 17/03/2015 | Method of handling assets is right of using land in plot CX1 under the ownership of Song Da – Thang Long Joint Stock Company |
| 2 | 02/NQ - HDQT | 01/04/2015 | Approve the plan of General and Administrative expense of the Company 2015 |
| 3 | 03/NQ - HDQT | 06/04/2015 | Approve the method of decreasing interest and collect debt from investing in SUDICO bond |
| 4 | 04/NQ - HDQT | 07/04/2015 | Approve the principle agreement between SDFC and MB |
| 5 | 05/NQ - HDQT | 17/04/2015 | Approve the main contents of the contract: supply the services of consulting, selling, buying, merging, auditing, determining the net assets value and legal service to re-structure the Company |
| 6 | 06/NQ - HDQT | 03/06/2015 | Select auditing company to audit financial statement and audit the operation of the internal management system of the Company 2015 |
| 7 | 07/NQ - HDQT | 10/06/2015 | Perform contents approved at the regular Meeting of Board of Directors on 04/06/2015 |
| 8 | 08/NQ - HDQT | 26/06/2015 | Method of adjusting time of paying the interest of SUDICO bond and paying to FICAP fund management Joint Stock Company  |
| 9 | 01/NQ - DHDCD | 25/05/2015 | Approve the report on the result of annual General Meeting of Shareholders 2014, FS of 2014 and operating plan for 2015,Approve reports of Supervisory Board and Board of Directors of 2014 Approve the plan on distributing profit of 2014 and changing the Charter of SDFC |
| 10 | 02/NQ – DHDCD | 14/08/2015 | Approve the plan on restructuring SDFC according to merging method into Military Joint Stock Commercial BankApprove the draft on merging contract, Approve the draft on the Charter of Bank after merging |
| 11 | 09/NQ - HDQT | 14/07/2015 | Convene the extraordinary General Meeting of Shareholders 2015 |
| 12 | 10/NQ – HDQT | 04/08/2015 | Approve the contents of extraordinary General Meeting of Shareholders 2015 and authorize Military Bank to represent the Company to propose the merging with State Bank |
| 13 | 11/NQ – HDQT | 12/08/2015 | Approve transferring the bond investment of SUDICO to SDFC  |
| 14 | 12/NQ – HDQT | 21/08/2015 | Approve the plan on restructuring the Company and merging contract |
| 15 | 13/NQ – HDQT | 31/12/2015 | Approve the plan on receiving bond of SUDICO  |

**III. Change in connected persons/ institutions:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Organizations/ individuals** | **Title** | **Moment as connected persons/ institutions** | **Moment as not connected persons/ institutions** | **Reason** |
| 1 | Ta Duy Son | Deputy General Manager  |  | 16/12/2016 |  |
|  |  |  |  |  |  |

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name | Trading account (if any) | 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 | Le Quoc Khanh |  | Chair of Board of Directors  |  |  |  |
|  | Le Tuan Hop |  |  |  |  |  |
|  | Nguyen Thi Thu Huong |  |  |  |  |  |
|  | Ho Thi Thu Huong |  |  |  |  |  |
|  | Le Quoc Nhat Vinh |  |  |  |  |  |
|  | Le Ho Quynh Anh |  |  |  |  |  |
|  | Le Quoc Binh |  |  |  |  |  |
|  | Le Quoc Dung |  |  |  |  |  |
| 2 | Dang Anh Vinh |  | Director - Deputy General Manager  |  |  |  |
|  | Dang Quang Kiem |  |  |  |  |  |
|  | Ngo Thi Hue |  |  |  |  |  |
|  | Hoang Thi Huong |  |  |  |  |  |
|  | Dang Huong Linh |  |  |  |  |  |
|  | Dang Vinh Son |  |  |  |  |  |
|  | Dang Thanh Quang |  |  |  |  |  |
|  | Dang Viet Quang |  |  |  |  |  |
|  | Dang Viet Anh |  |  |  |  |  |
|  | Dang Thi Minh Ngoc |  |  |  |  |  |
| 3 | Tran Tuan Linh |  | Director |  |  |  |
|  | Tran Van Ba |  |  |  |  |  |
|  | Tran Thi Sam |  |  |  |  |  |
|  | Do Thi Minh Phuong |  |  |  |  |  |
|  | Tran Minh Hang |  |  |  |  |  |
|  | Tran Phuong Hien |  |  |  |  |  |
|  | Tran Thi Tuyet Nhung |  |  |  |  |  |
|  | Tran Tuan Duong |  |  |  |  |  |
| 4 | Phung Quang Tuyen |  | Director |  |  |  |
|  | Phung Quang Nham |  |  |  |  |  |
|  | Nguyen Thi Thang |  |  |  |  |  |
|  | Nguyen Thuy Hanh Mai |  |  |  |  |  |
|  | Phung Thi Hien Anh |  |  |  |  |  |
|  | Phung Ha Linh |  |  |  |  |  |
|  | Phung Thi Thuy Hong |  |  |  |  |  |
|  | Phung Quang Hung |  |  |  |  |  |
| 5 | Tran Thi Thanh Huong |  | Director |  |  |  |
|  | Tran Thinh |  |  |  |  |  |
|  | Nguyen Thi Lan |  |  |  |  |  |
|  | Pham Ba Chien |  |  |  |  |  |
|  | Pham Ba Thang |  |  |  |  |  |
|  | Phan Ba Dat |  |  |  |  |  |
|  | Tran Dung |  |  |  |  |  |
|  | Tran Le Van |  |  |  |  |  |
| 6 | Nguyen Minh Cuong |  | Chief of Supervisory Board  |  |  |  |
|  | Nguyen Long Chieu |  |  |  |  |  |
|  | Ngo Thi Duc |  |  |  |  |  |
|  | Au Thi Hong Hoa |  |  |  |  |  |
|  | Nguyen Duc Minh |  |  |  |  |  |
|  | Nguyen Duc Hung |  |  |  |  |  |
|  | Nguyen Thi Huong Giang |  |  |  |  |  |
| 7 | Vu Van Doanh |  | Member of Supervisory Board  |  |  |  |
|  | Vu Xuan Tuc |  |  |  |  |  |
|  | Vu Thi Mau |  |  |  |  |  |
|  | Vu Thi Mha |  |  |  |  |  |
|  | Vu Thi Hien |  |  |  |  |  |
|  | Vu Van Dung |  |  |  |  |  |
| 8 | Pham Thi Nhan |  | Member of Supervisory Board  |  |  |  |
|  | Pham Dinh Song |  |  |  |  |  |
|  | Le Thi Thanh |  |  |  |  |  |
|  | Nguyen Huy Hoang |  |  |  |  |  |
|  | Nguyen Thao My |  |  |  |  |  |
|  | Phanm Anh Tuan |  |  |  |  |  |
| 9 | Nguyen Thi Viet Oanh |  | Member of Supervisory Board  |  |  |  |
|  | Nguyen Van Tuong |  |  |  |  |  |
|  | Dinh Hong Van |  |  |  |  |  |
|  | Do Ngoc Khanh |  |  |  |  |  |
|  | Do Nhat Minh |  |  |  |  |  |
|  | Do Ha Anh |  |  |  |  |  |
|  | Nguyen Ngoc Long |  |  |  |  |  |
|  | Nguyen Thi Thanh Tam |  |  |  |  |  |
|  | Nguyen Thi Thu Hanh |  |  |  |  |  |
| 10 | Tran Tien Dat |  | Deputy General Manager  |  |  |  |
|  | Tran Van Thinh |  |  |  |  |  |
|  | Nguyen Thi Lan |  |  |  |  |  |
|  | Nguyen Huong Lan |  |  |  |  |  |
|  | Tran Tien Minh |  |  |  |  |  |
|  | Tran Duc Cuong |  |  |  |  |  |
| 11 | Ta Duy Son |  | Deputy General Manager  |  |  |  |
|  | Ta Huu Toan |  |  |  |  |  |
|  | Bui Thi Dao |  |  |  |  |  |
|  | Nguyen Mai Huong |  |  |  |  |  |
|  | Ta Minh Vuong |  |  |  |  |  |
|  | Ta Duy Hai |  |  |  |  |  |
|  | Ta Duy Khai |  |  |  |  |  |
|  | Ta Thi Hoan |  |  |  |  |  |
|  | Ta Thi Giang |  |  |  |  |  |
| 12 | Dang Xuan Canh |  | Chief Accountant |  |  |  |
|  | Dang Ngoc Trinh |  |  |  |  |  |
|  | Dinh Thi Cam |  |  |  |  |  |
|  | Vu Thi Tham |  |  |  |  |  |
|  | Dang Phuong Trang |  |  |  |  |  |
|  | Dang Minh Anh |  |  |  |  |  |
|  | Dang Thi Ha |  |  |  |  |  |
|  | Dang Thi Hoa |  |  |  |  |  |
|  | Dang Thi Thu Huong |  |  |  |  |  |
|  | Dang Thi Hoe |  |  |  |  |  |
|  | Dang Xuan Khu |  |  |  |  |  |

2. Transactions of PDMRs and connected persons/ institutions: No

3. Other transactions

**V. Other issues:** None