



ỦY BAN
CHỨNG KHOÁN
NHÀ NƯỚC



HỘI NGHỊ QUẢN TRỊ CÔNG TY HƯỚNG TỚI HỘI NHẬP KHU VỰC CÁC NƯỚC ASEAN

TP.HCM, ngày 4 tháng 9 năm 2015

IMPROVING CORPORATE GOVERNANCE PRACTICES IN ASEAN FORUM

HCMC, September 4th 2015

IN PARTNERSHIP WITH



Schweizerische Eidgenossenschaft
Confédération suisse
Confederazione Svizzera
Confederaziun svizra

Swiss Confederation

Federal Department of Economic Affairs,
Education and Research EAER
State Secretariat for Economic Affairs SECO

ASEAN CORPORATE GOVERNANCE SCORECARD

GUIDANCE AND BEST PRACTICES

Dr. Nguyen Thu Hien and assessment team
ASEAN Corporate Governance Scorecard 2015 Project

SEP 2015

ASEAN CORPORATE GOVERNANCE SCORECARD

SESSION 2: PART A, B & C

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Part A:

Rights of Shareholders

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ASEAN Corporate Governance Scorecard 2015 Project

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“The corporate governance framework should protect and facilitate the exercise of shareholders’ rights”

*Chapter II,
OECD Principles of Corporate Governance (2004)*

-
- A.1 Basic Shareholder Rights
 - A.2 Right to participate in decisions concerning fundamental corporate changes
 - A.3 Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings
 - A.4 Markets for corporate control should be allowed to function in an efficient and transparent manner.
 - A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.
-

Part A: Rights of Shareholders

A.1.1. Does the company pay (interim and final/annual) dividends in an equitable and timely manner?; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends?


DHG: The record date for the second dividend advance of 2012

HOSE announces the record date for the second dividend advance of 2012 of Hau Giang Pharmaceutical Joint Stock Company :

- Stock symbol: DHG
- Ex-right date: April 02, 2013
- Record date: April 04, 2013
- Purpose: to implement the second cash dividend advance of 2012.
- Dividend pay-out ratio: 10% (VND1,000/share)
- Payment date: April 18, 2013

Place & procedure of payment:

- Shareholders whose shares have been deposited: at the securities firms where the shares have been deposited.
- Shareholders whose shares have not been deposited: at Hau Giang Pharmaceutical Joint Stock Company - 288 Bis Nguyen Van Cu St., An Hoa Ward, Ninh Kieu Dist., Can Tho City on work days from April 18, 2013, and please submit ID cards.

Date/Time	30 Apr 2013 17:01:00
Headline	Interim Dividend No.1 for the year 2013
Symbol	PSL
Source	PSL
Full Detailed News	Download News 

Dividend consideration

Subject	: Cash dividend payment
Date of Board resolution	: 30-Apr-2013
Type of dividend payment	: Cash dividend payment
Record date for the right to receive dividends	: 15-May-2013
Book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act	: 16-May-2013
Ex-dividend date	: 13-May-2013
Payment for	: Common shareholders
Cash dividend payment (baht per share)	: 0.10
Par value (baht)	: 1.00
Payment date	: 29-May-2013
Paid from	: Retained Earnings

Part A: Rights of Shareholders

A.3.3. Does the company allow shareholders to elect directors/commissioners individually?



3. Voting methods:

- Shareholders may cast their votes for or against a candidate for BOD in cumulative voting.
 - Each shareholder has the total votes of the total number of shares (owned and authorized) multiplied by the number of candidates for the Board (1 member).
 - Shareholders may concentrate all their votes on one candidate or some candidates they want to vote for.
-



Voting Procedures

Manner of voting

In all items for approval, except in the election of directors, each share of stock entitles its registered owner to one vote.

For the purpose of electing directors, a stockholder may vote such number of his shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them in the same principle among as many candidates as he shall see fit.

Unless required by law, or demanded by a stockholder present or represented at the meeting and entitled to vote thereat, voting need not be by ballot and will be done by show of hands.

The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies

Part A: Rights of Shareholders

A.3.5. Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues?

A.3.6. Do the minutes of the most recent AGM record questions and answers?



Question 4:

Shareholder's name/Authorizer' name: Nguyen Thuy Bich Lan

ID Card No./Passport No.: Nil

Shareholder's code: HSG-4765 and HSG – 4775

Question:

What does the Board of Chairs evaluate the competitiveness of Hoa Sen Group with Formosa Project after it is completed?

We would like to answer as follows:

Formosa Steel Complex Project of Formosa Corporation – Taiwan at Vung Ang Economic Zone, Ha Tinh Province is a plant project of refining steel ore and manufacturing **hot rolling coil**. Those are Hoa Sen Group's input materials. After Formosa Project is completed, it will help Hoa Sen Group as well as other steel companies have more choice in searching supplying source of raw materials. This is not a competitive relationship.



One shareholder congratulated the Bank on the Great Work Place Award from Gallup, Inc. and requested an explanation on the assessment and awarding criteria and made the following inquiries:

- 1) What is the proportion of first-car loans and other auto loans? Will the overall auto loan volume decrease after the government's first-car campaign end? and what is the Bank's plan to make the overall auto loan volume close to that of the previous year.
- 2) Will there be the major shareholding restructuring in the year 2013? when will this happen? and what is the progress?
- 3) Does the Bank plan to do business in the ASEAN Economic Community (AEC)? and to provide clarity on this matter?



The Chairman answered about Gallup' Great Workplace Award that Gallup, Inc. has clear criteria and made the assessment based on the results of employee surveys. With around 17,000 Bank's employees, if the shareholders ask the Bank's employees, it is difficult that all employees say the Bank is a good workplace. In his opinion, the employees will view that the Bank is a good workplace because of the management style and opportunity to grow given to them, as well as the following factors:

1) Challenges to the employees: In today's working, the employees and executives have to be active and use brain and energy to advance at work. If an employee's performance is not good or inefficient, his/her assessment result will be negative or as the end result, he/she can no longer work within the organization. In contrast, if an employee has good performance and can deal with challenges, he/she is essentially building his/her future in the organization.

2) Continuous encouragement of self-development of employees and executives with various training courses to enhance their capability.

3) Push and support the establishment of good governance in the organization to create a working culture with good moral and good governance.



For the second question on change of the major shareholder, it is publicly known that GE Group sold some of its shares in the Bank and it is possible that GE Group will sell all of its remaining shares. However, the Chairman informed the Bank's employees that there is nothing to worry about because it is the change of major shareholder. Major shareholders would wish to have executives and employees who are determined and have good performance, creative ideas and good work attitude to work for them. In addition, the management team and employees have proved that they can help generate inorganic growth although the major shareholder i.e. GE Group has already reduced its shareholding percentage. Therefore, if there is any change, the management team can propose the business operation and working plan to the new major shareholder and they would likely accept this for consideration. However, it is believed that the new major shareholder will be a large organization and will adhere to good corporate governance. Regarding the question on when will the change happen, this could not be answered as it is the business between the major shareholder and the new investor.



President answered the first question about the auto loans that as Krungsri Auto has had experience in granting auto loans for over 20 years in Thailand and has gone through the major change due to the enforcement of value added tax so the said experience can be applied to the first-car program as detailed below:

1) The consideration criteria and approval method of Krungsri Auto are stringent and meet the general standard of auto loan approval, but one additional thing is that Krungsri Auto has closely and specifically monitored the customers from this first-car program.

2) The volume of the approved first-car loans totals THB 33,700.- mm out of THB 114,000.- mm of the total volume of new car loans, or represents around 30% of the total auto loan portfolio or 76,524 cars out of the total new car number of 259,980. However, this is not a large number if compared to the competitors. From the total volume of approved first-car loans, the outstanding debts of 28 cars have already been written off while 7 cars have been repossessed, while the rest are accident claims. NPL of the first-car loan portfolio represents 0.03% which is better than normal new-car loan portfolio.

3) Other than the first-car and new-car loans, Krungsri Auto also grants used-car, Car4Cash and motorcycle loans which represent around 50% of the total loan portfolio. This generates continuous return to the shareholders.



Chief Executive Officer replied to the third question about the business expansion in AEC that at present, the Bank has two branches in Lao People's Democratic Republic (Lao PDR) i.e. Vientiane Branch and Savannakhet Branch. The Bank is considering the establishment of more branches and the possibility to upgrade these branches as subsidiaries to enable to do more transactions. Furthermore, the Bank also foresees a good opportunity to form a joint venture with the business operator in Lao PRD as the consumers in Lao PDR is well recognize Krungsri Group's products and the Bank's reputation via Thai television channels which can be received in Lao PDR. The products which the Bank is considering to offer in Lao PDR are auto loan and Srisawad Ngern Tid Lor. For Cambodia, the Bank is considering the possibility to make an investment with a local organization. For the Union of Myanmar, an application for establishing a representative office is in process and it is expected that it can be opened for operation in the next few months.

Regarding the business expansion in AEC, the Bank focuses on providing services to the consumers and the Bank's corporate customers who operate their businesses in the aforesaid countries. The Bank's establishment of branches, subsidiaries or joint ventures in these countries will help the Bank to do the business more conveniently, and this will also be another channel allowing the Bank's customers to expand their businesses.

Part A: Rights of Shareholders

A.3.8. Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?



Content 4: Ratified the ordinary share issuance plan for employees with notable achievements in 2012

- Total number of votes: **108**, representing: **207,016,003** shares, equivalent to **95.98%** of the voting shares attending the meeting.
- Total number of votes of disapproval: **15**, representing: **5,145,021** shares, representing **2.38%** of the voting shares attending the meeting.
- Total number of blank votes: **5**, representing: **3,472,236** shares, equivalent to **1.60%** of the voting shares attending the meeting.
- Total number of invalid votes: **0**, representing: **0** shares, equivalent to **0%** of the voting shares attending the meeting.



Resolution

The Meeting approved the Company's Balance Sheet and the Income Statements ended December 31, 2011 with majority votes from present Shareholders.

Total number of shares	558,045,348			
No. of agreeing votes	540,639,748	votes	96.88	%
No. of disagreeing votes	836,000	votes	0.15	%
No. of abstaining votes	16,569,600	votes	2.97	%

Part A: Rights of Shareholders

A.3.9. Does the company disclose the list of board members who attended the most recent AGM?

A.3.10. Did the chairman of the board of directors/commissioners attend the most recent AGM?

A.3.11. Did the CEO/Managing Director/President attend the most recent AGM?

A.3.12. Did the chairman of the Audit Committee attend the most recent AGM?

The directors who attended the meeting were:

- | | | |
|----|------------------------------------|--|
| 1. | Mr. Anand Panyarachun | Chairman of the Board, Independent Director, and Member of the Corporate Social Responsibility Committee |
| 2. | Mr. Vichit Suraphongchai | Director, Chairman of the Executive Committee, and Member of the Corporate Social Responsibility Committee |
| 3. | Mr. Maris Samaram | Independent Director and Chairman of the Audit Committee |
| 4. | Mr. Chumpol NaLamlieng | Independent Director and Chairman of the Nomination, Compensation, and Corporate Governance Committee |
| 5. | Prof. Vicharn Panich | Independent Director and Chairman of the Corporate Social Responsibility Committee |
| 6. | Mr. Chirayu Isarangkun Na Ayuthaya | Director and Member of the Corporate Social Responsibility Committee |
| 7. | M.R. Disnadda Diskul | Director and Member of the Corporate Social Responsibility Committee |

Part A: Rights of Shareholders

A.3.15. Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?



Article 6: Election methods:

6.1. *Voting card*

Each shareholder or the authorized person to attend the Meeting shall be given a voting card on which the code and name of the shareholder and the number of votes that has been already multiplied with the number of additional BoM members to be elected, and the list of candidates being nominated into the Board of Management are written down.

- a. The voting card will have Vingroup's round stamp.
 - b. The voting card may use digital code or a bar code to help the votes counting committee to proceed with the checking of votes in a timely and accurate manner.
-

2013 ANNUAL GENERAL SHAREHOLDERS MEETING
VINGROUP JOINT STOCK COMPANY

(SAMPLE)

VOTING CARD



Name of shareholder:

Shareholder Code:

Number of Shares:

VOTING ISSUES:

Please tick here if you agree to all voting issues

1. **Approve the Board of Management's Report on business management in 2012**
 Agreed Disagreed Abstain

2. **Approve the Board of Directors' Report on business performance in 2012 and the Business Plan for 2013**
 Agreed Disagreed Abstain

3. **Approve the Inspection Committee's Report on corporate governance of Vingroup by the Board of Management and Board of Directors in 2012**
 Agreed Disagreed Abstain

4. **Approve the Audited Financial Report for 2012**
 Agreed Disagreed Abstain

1. Vote Casting

1.1 In order to cast the votes in each agenda item, the Chairman will ask the shareholders and the proxies thereof in the meeting who wish to disapprove or to abstain their votes to raise their hands:

- If there is any shareholder or proxy showing his/her hand for disapproval or abstinent votes, such shareholder or proxy must record or mark his/her votes for disapproval or abstinent votes in the ballots given to the shareholders prior to attending the meeting room, and hand deliver such ballots to the Bank's officer(s). Any shareholder or proxy who fails to deliver the ballots to the Bank officer(s) shall be deemed as a shareholder or proxy who approves such item of agenda.
-

Part A: Rights of Shareholders

A.3.16. Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?



5. **Chairman of the Meeting nominates the Vote Counting Committee, which was approved by 100% of the shareholders present at the Meeting, as follows:**
- Mr. Tran Dang – **Lawyer, Head of Legal Department** – Head of the Vote Counting Committee
 - Mr. Nguyen The Anh – **Head of the Inspection Committee** – Member of the Vote Counting Committee
-

Part A: Rights of Shareholders

A.3.16. Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?

Precious Shipping Public Company Limited

Legal advisors from PricewaterhouseCoopers Legal & Tax Consultants Company Limited as Independent Inspectors for the vote count:

1. Mrs. Vunnipa Ruamrangsri
 2. Ms. Valeerath Tamkrongchai
 3. Mr. Veerayut Pornchai
-

Part A: Rights of Shareholders

A.3.17. Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions?

Part A: Rights of Shareholders

A.3.18. Do companies provide at least 21 days notice for all resolutions?

Part A: Rights of Shareholders

A.3.19. Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?

TỜ TRÌNH**PHÂN PHỐI LỢI NHUẬN NĂM 2012*****SUBMISSION FOR THE APPROVAL ON PROFIT DISTRIBUTION OF THE YEAR OF 2012***

Kính thưa Đại hội,

Ladies and Gentlemen,

Căn cứ kết quả kinh doanh năm 2012 và báo cáo tài chính đã được kiểm toán, Hội đồng quản trị kính trình Đại hội đồng cổ đông thảo luận và biểu quyết về việc phân phối lợi nhuận của năm 2012 như sau:

Based upon the business result and audited financial statement of the year of 2012, the Board of Directors hereby submits to the General Shareholders' Meeting for consideration and approval on the following profit distribution of the year of 2012:

Dự kiến trình Đại hội đồng cổ đông thường niên kế hoạch phân phối lợi nhuận như sau:

Proposed profit distribution plan as follow

- Lợi nhuận sau thuế năm 2012 <i>Profit after tax</i>	464.299.378.161 đồng
- Tổng lợi nhuận phân phối <i>Total proposed distributable profit</i>	429.082.842.506 đồng

Trong đó/In which:

+ Trích lập quỹ dự trữ bổ sung vốn điều lệ (5% lợi nhuận sau thuế) <i>Additional chartered capital reserve (5% on profit after tax)</i>	23.214.968.908 đồng
+ Trích lập quỹ dự trữ bắt buộc (5% lợi nhuận sau thuế) <i>Additional compulsory reserve (5% on profit after tax)</i>	23.214.968.908 đồng
+ Trích lập quỹ Phúc lợi (2% lợi nhuận sau thuế) <i>Welfare fund (2% on profit after tax)</i>	9.285.987.563 đồng
+ Trích lập quỹ Khen thưởng (3% lợi nhuận sau thuế) <i>Bonus fund (3% on profit after tax)</i>	13.928.981.345 đồng
+ Trích lập quỹ Từ thiện (1% lợi nhuận sau thuế) <i>Charity fund (1% on profit after tax)</i>	4.642.993.782 đồng

The logo for SSI (State Securities Inspection) is displayed in white text on a red square background. The letters 'S', 'S', and 'I' are stylized and arranged horizontally.

+ Trả cổ tức năm 2012 bằng tiền mặt (10% mệnh giá) <i>Dividend 2012 by cash (10% par value)</i>	353.794.942.000 đồng
+ Trích thù lao Hội đồng quản trị và Ban kiểm soát theo số thực tế năm 2012 (theo tờ trình ngày 20/4/2012 tại ĐHCĐ 2012) <i>Actual remuneration of the Board of Directors and the Supervisory Board in 2012 (in accordance with the submission dated April 20, 2012 at the 2012 GSM)</i>	1.000.000.000 đồng
- Lợi nhuận chưa phân phối còn lại chuyển năm sau <i>Retained earnings</i>	35.216.535.655 đồng

Hội đồng quản trị cũng kính trình Đại hội đồng cổ đông ủy quyền cho HĐQT quyết định việc tạm ứng cổ tức năm 2013 cho cổ đông bằng tiền mặt căn cứ khả năng sinh lời và thực tế kết quả kinh doanh năm 2013 với mức tối đa bằng 10% mệnh giá.

The Board of Directors submits to the General Shareholders' Meeting to authorise the Board of Directors to make decision on the advanced dividend payment of the year of 2013 by cash upon profitability and actual business result of the year of 2013 with a maximum at 10% par value per share.

Agenda No. 4 To consider and approve the directors' remuneration for the year 2013 and the directors' bonus based on the year 2012 operational results.

Rationale: Article 22 of the Bank's Articles of Association stipulates that a director is entitled to remuneration, namely gratuities, meeting allowances, rewards, bonuses, or any nature of interests pursuant to the Articles of Association or the consideration of the shareholders' meeting. The Board of Directors has formulated the policy and ruled that the remuneration to be provided to directors of the Board and members of the Board's committees as well as the allocation of directors' bonus must be at an appropriate level and in line with their functional duties pursuant to the expectations of various groups of stakeholders and in compliance with the relevant laws and regulations. The remuneration is reviewed on a yearly basis. Furthermore, there is a requirement that a director who is an executive of the Bank is not entitled to remuneration for serving on the Board's committees.

The Nomination, Compensation and Corporate Governance Committee considered the matter and was of the view that the meeting of shareholders should consider and approve the remuneration for members of the Board and the Board's committees for the year 2013, and the bonus based on the year 2012 operational results as per the following details:

1. 2013 Remuneration of Directors: At the same rates as those of 2012, i.e. Baht 1.2 million per director per year (Baht 100,000 each per month) and, in case of the Chairman of the Board, Baht 1.8 million per year (Baht 150,000 per month), to be paid quarterly.
2. 2013 Remuneration of Board Committee Members:
 - 2.1 The Executive Committee: No remuneration payable to any member of the Executive Committee (the same as in 2012), which is in line with the Bank's policy of non-payment of remuneration to any executive who is also a member of the Board Committee. All current members of the Executive Committee are executives of the Bank.

Board's Recommendation: The Board concurred with the Nomination, Compensation and Corporate Governance Committee's recommendation that the meeting of shareholders should consider and approve the rates of remuneration of members of the Board and the Board's committees for the year 2013 and the director bonus based on the year 2012 operational results as recommended since they are appropriate and reflect the director's duties and responsibilities, and they are based on criteria comparable to those of large listed companies and major commercial banks as well as the business trend.

Required Votes for Resolution: The resolution for this agenda item requires the votes of not less than two-third of the total number of votes of shareholders who attend the meeting.

Part A: Rights of Shareholders

A.4.1. In cases of mergers, acquisitions and/or takeovers, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?

- 3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?

These initiatives are normally evaluated by a project team composed of the Chief Finance Officer, Chief Risk Officer and multi-team who conducts extensive due diligence. An independent external professional consultant further evaluates and conducts due diligence on the company's financial condition. The Chief Executive Officer endorses proposal to the Board of Directors. If proposal is established to be acceptable after thorough deliberation, the Board of Directors approves the proposed transaction.

Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price.

In the acquisition of Security Bank Savings Corporation (formerly Premiere Development Bank), Reyes Tacandong & Co. was appointed to evaluate the fairness of said savings bank's financial statements.

Part A: Rights of Shareholders

A.5.1. Does the Company publicly disclose policy/practice to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the Company?

ANNUAL GENERAL MEETING OF SHAREHOLDERS

The 2013 Annual General Meeting (AGM) of Shareholders was well-organized to reflect the bank's reputation and respect for shareholders. The Announcement on the closing date of shareholder list and Invitation to the Meeting were published on national newspapers and the Bank's website. Also, in pursuance of the regulations, a full set of materials was also published on the Bank's website, providing shareholders with sufficient convenience to access the documents

and prepare for discussion and vote at the meeting.

The 2013 AGM of BIDV was successfully organized on April 26th 2013 in Ho Chi Minh City. The meeting was held in an open and transparent manner, complying with the legal requirements and facilitating shareholders to exercise their rights at the meeting. During the meeting, major issues were submitted for approval and two more members of the Board of Directors for the 2012-2017 term were appointed. After the meeting, the approved AGM documents were published on the Bank's website in compliance with the disclosure requirements.

INFORMATION DISCLOSURE

Along with building the information disclosure process, systemizing database, innovating disclosure channels, BIDV ensures compliance with the regulations on information disclosure for public companies, showing transparency and maintaining an efficient two-way communication channel between BIDV and the investment community. In 2013, BIDV publicized 50 periodic, extraordinary and requested disclosures including: Corporate Governance Reports; Quarterly, Semi-annual and

Annual Financial Statements, Annual Report, Notice on the closing date of shareholder list for AGM/ issuance of shares, Announcement on Changes of Personnel/ Business Registration/Charter of the Bank; Announcement on the establishment of new branches.

In an attempt to actively and equally provide accurate and updated information to shareholders, BIDV has developed the Investor Relations section on the Bank's website at www.bidv.com.vn. As BIDV's shares were officially listed, the website has been augmented with stock information including

SHAREHOLDER RELATIONSHIP MANAGEMENT

BIDV has created a Handbook of Investor Relations in which related regulations have been systemized to standardize the procedures for Shareholder Relationship Management. The Bank has also worked together with BIDV Securities Company (BSC) to provide services for investors such as dividend payment, adjustment of shareholders' information, securities depository, transfer of shares, etc. In 2013, BIDV paid dividend in cash, issued shares for charter capital raising, registered additional shares at Vietnam Securities Depository, issued Share Certificate for shareholders who have not completed securities depository. The Bank has also actively assisted investors and responded to their enquiries via communication channels such as telephone and email.

Communicating with investors has been a focus of BIDV to attract potential investors. In 2013, BIDV frequently met with several large banks and investment funds from major financial markets such as US, EU, Japan, Singapore, Hong Kong... to discuss BIDV's business and investment opportunities in BIDV.



BIDV's active communication program has helped keeping shareholders well-informed and attracting the attention of potential local and foreign investors.

INVESTOR RELATIONS PLAN IN 2014

With the aim of improving the effectiveness of Investor Relations to fulfill the expectation of investors after BIDV became a listed bank, BIDV plans to carry out several activities towards the investment and financial community as follows:

- Meeting with analysts, investment funds, securities companies, financial media and potential investors interested in BIDV.
- Promoting communication on the Bank's business performance with analysis of the factors affecting profits, income growth as well as enhancing proactive information disclosure.
- Organizing advanced training courses to strengthen the capability of Investor Relations team towards international standards.



Part B:

Equitable Treatment of Shareholders

Dr. Nguyen Thu Hien and assessment team
ASEAN Corporate Governance Scorecard 2015 Project

SEP 2015

“The corporate governance framework should ensure the equitable treatment of all shareholders, including minority and foreign shareholders. All shareholders should have the opportunity to obtain effective redress for violation of their rights.”

*Chapter III,
OECD Principles of Corporate Governance (2004)*

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- B.1 Shares and voting rights
 - B.2 Notice of AGM
 - B.3 Insider trading and abusive self-dealing should be prohibited
 - B.4 Related party transactions by directors and key executives
 - B.5 Protecting minority shareholders from abusive actions
-

Part B: Equitable Treatment of Shareholders

B.1.2. Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?

Shares Detail
Common Stock

Listed Share	3,394,079,179 Shares		
Paid-up Stock	3,394,079,179 Shares	Voting Right Ratio	1 : 1
Treasury Stock	-		
Voting Stock minus Treasury Stock			
as of 07 Feb 2014	3,394,079,179 Shares		
as of 31 Jan 2014	3,394,079,179 Shares		

Preferred Stock

Listed Share	5,113,019 Shares		
Paid-up Stock SCB-P	5,113,019 Shares	Voting Right Ratio	1 : 1
Treasury Stock	-		
Voting Stock minus Treasury Stock			
as of 07 Feb 2014	5,113,019 Shares		
as of 31 Jan 2014	5,113,019 Shares		

Part B: Equitable Treatment of Shareholders

B.2.2. Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?

THÔNG BÁO HỢP ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2014

[06/05/2014]

Hội Đồng Quản Trị Công ty Cổ phần GEMADEPT trân trọng thông báo và kính mời quý Cổ đông Công ty đến dự họp Đại hội đồng Cổ đông thường niên năm 2014, chi tiết như sau:

Thời gian: Từ lúc 8h30, thứ Ba, ngày 27/5/2014 (đón tiếp, đăng ký từ 7h30).
Dự kiến thời gian đại hội là nửa ngày.

Địa điểm: Lầu 1, Lotus Ballroom, Khách sạn REX, 141 Nguyễn Huệ, Quận 1, Tp.HCM.

Nội dung: Trình bày các báo cáo, thảo luận và thông qua:

- Báo cáo kết quả hoạt động sản xuất kinh doanh năm 2013
- Kế hoạch sản xuất kinh doanh năm 2014
- Báo cáo của Ban Kiểm soát
- Các nội dung trình đại hội thông qua
- Các vấn đề khác.

Các lưu ý:

- Các cổ đông trong danh sách tại ngày đăng ký cuối cùng 16/04/2014 của Trung tâm Lưu ký CK Tp.HCM và các cổ đông chưa niêm yết có quyền tham dự Đại hội.
- Khi đến tham dự Đại hội, vui lòng mang theo: Giấy Chứng minh nhân dân (hoặc hộ chiếu); Giấy ủy quyền (nếu được ủy quyền tham dự).
- Để thuận tiện trong công tác tổ chức, cổ đông vui lòng xác nhận việc tham dự hoặc ủy quyền tham dự đại hội trước 17h00 ngày thứ Năm 22/5/2014 theo số điện thoại: 08-38 236 236 (số máy nhánh:0); Fax: 08- 38 235 236; Email: info@gemadep.com.vn.
- Thư mời, giấy ủy quyền, chương trình và tài liệu đại hội: được đăng trên trang thông tin của công ty tại địa chỉ www.gemadep.com.vn (thư mời, giấy ủy quyền và chương trình nghị sự từ ngày 06/05/2014, các tài liệu khác từ ngày 12/05/2014).
- Theo nghị quyết ĐHĐCĐ ngày 10/5/2007, thông báo này thay cho việc gửi giấy mời.



Sự hiện diện của Quý cổ đông sẽ góp phần vào sự thành công của đại hội và sự phát triển của Công ty.

NOTICE OF 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS

[06/05/2014]

The Board of Management of Gemadept Corporation would like to notify and invite the shareholders to attend the 2014 Annual General Meeting of Shareholders with details as follows:

Time: Opening at 8:30 am on Tuesday, May 27th, 2014 (Registration from 07:30 am)
Tentative meeting duration: half day

Venue: 1st floor, Lotus Ballroom, Rex Hotel, 141 Nguyen Hue Street, District 1, Ho Chi Minh City, Vietnam.

Contents: Reports, discussion and adoption of the following issues:

- Report of the business results in 2013
- 2014 Business plan
- Report of the Control Board
- Issues to be adopted
- Other related issues



GEMADEPT CORPORATION

- Shareholders of the company as per shareholder list recorded by VSD (Viet Nam Securities Depository) on April 16th, 2014 and non-listed list are entitled to attend the meeting.
- On attending the meeting, please bring along with you your ID card (or passport) and Authorization letter (if any).
- For the convenience of meeting organization, shareholders are kindly requested to register with the organization board before 5 pm on Thursday, May 22nd, 2014 via Telephone number: 08-38 236 236 (ext.: 0) ; Fax: 38 235 236; Email: info@gemadept.com.vn
- The Invitation letter, authorization letter, meeting agenda and other materials are posted on the company website: www.gemadept.com.vn (Invitation letter, authorization letter and meeting agenda: from May 6th, 2014; other documents: from May 12th, 2014).
- According to the resolution of 2007 Annual General Meeting of Shareholders on May 10th, 2007, this notice substitutes the invitation letter.

The presence of shareholders will contribute to the success of the General Meeting and the company's development.

➔ The Annual General Meeting of Shareholders In 2013

I- Documents NEW	
Invitation letter	21/03/2013
Authorization for attendance at 2013's Annual General Meeting of Shareholders	21/03/2013
Draft of Regulations on nomination, self-nomination, and election of additional members to the Board of Directors	21/03/2013
Curriculum vitae	21/03/2013
Group Meeting Minutes	21/03/2013

➔ Đại hội đồng cổ đông năm 2013

Đại hội đồng cổ đông thường niên năm 2013 (Đại hội đồng cổ đông lần thứ 28)	
I- Tài liệu	
Chương trình Đại hội đồng cổ đông thường niên năm 2013 (Đại hội đồng cổ đông lần thứ 28)	11/04/2013
Tờ trình v/v xin ý kiến về chủ trương nghiên cứu việc sáp nhập với TCTD khác	11/04/2013
Tờ trình v/v bầu bổ sung thành viên HĐQT nhiệm kỳ V (2010 - 2015)	11/04/2013
Tờ trình kế hoạch phát hành cổ phần tăng vốn điều lệ năm 2013	11/04/2013
Báo cáo hoạt động của Hội đồng quản trị năm 2012	11/04/2013
Tờ trình v/v miễn nhiệm ông Phạm Trung Cang - thành viên HĐQT và Ông Philip Simon Rupert Skevington - thành viên HĐQT độc lập nhiệm kỳ V (2010 - 2015)	11/04/2013
Báo cáo kết quả kinh doanh và phân phối lợi nhuận năm 2012	11/04/2013
Báo cáo kết quả hoạt động kinh doanh năm 2012 và định hướng kinh doanh năm 2013	11/04/2013
Báo cáo hoạt động của Ban kiểm soát năm 2012	11/04/2013
Báo cáo chi phí hoạt động năm 2012 và Trình dự trù kinh phí hoạt động năm 2013 của Ban kiểm soát	11/04/2013
Tờ trình về tổng mức thù lao, phụ cấp chuyên trách của Hội đồng quản trị và Ban kiểm soát năm 2013 theo kết quả kinh doanh	11/04/2013
Thư mời tham dự ĐHCĐ thường niên năm 2013	21/03/2013
Giấy ủy quyền tham dự ĐHCĐ thường niên năm 2013	21/03/2013
Quy chế đề cử, ứng cử và bầu bổ sung thành viên HĐQT nhiệm kỳ V (2010 - 2015)	21/03/2013
Mẫu Sơ yếu lý lịch	21/03/2013
Mẫu Biên bản họp nhóm v/v đề cử ứng viên tham gia HĐQT nhiệm kỳ V (2010 -2015)	21/03/2013

Part B: Equitable Treatment of Shareholders

B.2.3. Are the profiles of directors/commissioners (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?



NAM LONG

RESUME

1. Full Name : Christopher E. Freund
2. ID N.o/Passport : 710383179
3. Gender : Male
4. Day of Birth : 03 Feb 1972
5. Place of Birth : Missouri, USA
6. Nationality : United State of America
7. Ethnicity : n/a.
8. City of origin : n/a
9. Permanent Address : 132 E Delaware Chicago IL 60611
10. Telephone number : +84 8 38273161
11. Education level : BA degree
12. Professional level : n/a



NAM LONG

13. Past occupations and positions:
- Prior 2001: Vice President and Portfolio Manager with Templeton Asset Management Ltd.
 - From 2001: Managing Director of Mekong Capital
14. Current position (at Nam Long): n/a
15. Current holding positions in other organizations:
- Chairman of Vietnam Azeala Fund Ltd.
 - Special advisor to the Vietnam Association of Financial Investors (VAFI)
 - Co-founder and non-executive director of Management Consulting Group Ltd., which owns Vietnamwork and Navigos Group
 - Board member of MobileWorld Investment Corporation, Golden Gate Joint Stock Company, Venture International Joint Stock Company

1. Curricula Vitae of the nominated persons

1.1 Mr. Keita Ishii

Age 52

Director is not qualified to be Independent Director (In adherence with the qualifications of an Independent Director as attach)

Position in AMATA	● Vice Chairman
Tenure	● 2 years 9 months
Education	● Bachelor's degree in law, Waseda University, Japan
Seminar	● -
Experience	● Director of ITOCHU Chemical Frontier, Corporation

Other Current Positions	<ul style="list-style-type: none">● Director T.T.L Industries Public Co.,Ltd● President ITOCHU (Thailand) Ltd. and ITOCHU Management (Thailand) Co., Ltd.● Director , Siam Family Mart Co.,Ltd.● Director , Suzuki Leasing International (Thailand) Co.,Ltd.
Nomination Procedure	<ul style="list-style-type: none">● Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details on the Notice of the Ordinary General Meeting of Shareholders for 2012 Page 4-5)

Part B: Equitable Treatment of Shareholders

B.2.4. Are the auditors seeking appointment/re-appointment clearly identified?



2. Item 2: Authorization to the Board for appointment of the auditor for the financial year 2013

In the year 2012, under the authorization of the Shareholders Meeting, the Board appointed Ernst & Young Vietnam as the auditor for the financial year 2012.

The Inspection Committee hereby requests the Shareholders Meeting to authorize the Board to select one of the four following auditors as the auditor for the financial year 2013:

1. Ernst & Young Vietnam
2. PricewaterhouseCoopers Vietnam
3. KPMG Vietnam
4. Deloitte Vietnam

Kindly request the Shareholders to pass the items listed above.

Board of Directors' opinion : The Board agrees with the Audit Committee to elect Ernst & Young Office Limited to be the auditing firm and recommends the Meeting to approve the appointment of the auditors and auditor fees as follows:

1) Appoint Ms. Siraporn Ouaanunkun (Certified Public Accountant No. 3844) and/or Mr. Supachai Phanyawattano (Certified Public Accountant No. 3930) and/or Mr. Mr. Khitsada Lerdwana (Certified Public Accountant No. 4958) of Ernst & Young Office Limited as the auditors of the Company for the year 2013.

2) Approve the auditor fee for the Company's Financial Statements for the year 2013 of 1,500,000 Baht. (The auditor fee for the year 2012 was 1,420,000 Baht).

The proposed auditing firm has no relationship or conflict of interest with the Company, the Management of the Company, major Shareholders, or related persons of the said persons.

Part B: Equitable Treatment of Shareholders

B.2.5. Has an explanation of the dividend policy been provided?

B.2.6. Is the amount payable for final dividends disclosed?



NAM LONG

Profit distribution plan in 2013:

VND million

Descriptions	Plan 2013
Net profit after minority interest	107.114
<i>Distribution to:</i>	
- Bonus fund (5%)	5.356
- Welfare fund (2%)	2.142
Profit after distribution	99.616
- Dividends (8% of nominal value)	76.400
Undistributed profit	23.216

Plan for dividend payment in 2013:

- We propose the dividend payout ratio of 2013: **8%** on par value or **800 VND** per share.
- Payment to be made into 2 installments:
 - 1st payment: down payment of 4% = 95.5 mil shares x 400 VND = 38.2 bil VND in October – November 2013
 - 2nd payment: Payment of 4% = 95.5 mil Shares x 400 VND = 38.2 bil VND in April – May 2014 as predicted (After Audited Finance Statement is available and approved by Shareholders Meeting)

Total estimated dividend: 76.4 bil VND

Preamble : The Company has a policy to pay a dividend not less than 40% of the net profit each year since 1995/ 1996 depending on the economic situation of Thailand, industrial estates market situation, and the company's liquidity.

In 2007, due to the change in the accounting policy under the announcement of the Federation of Accounting Professions under which investments in subsidiaries, jointly controlled entities and associates are to be presented in separate financial statements under the cost method rather than the equity method. But in the consolidated financial statements, equity method still applies. This will reflect the difference of the net profit in the financial statements of the company only and the consolidated one. So, the Company shall pay dividend from the profit of the financial statements of the Company only. The Company will not pay dividend when there is loss in the consolidated financial statements. Also, the Company will not pay dividend if after dividend distribution, the retained earnings in the consolidated financial statements turn to be a loss.



Board of Directors' opinion : The Board recommends the Meeting to approve the distribution of dividend for the year 2012 at 0.30 Baht per share, or in total amount of 320.10 Million Baht, equal to 53.64% of the net profit of the Company only. On December 11, 2012 an interim dividend 0.25 Baht per share, totaling 266.73 Million Baht, was paid from retained earning. The final payment of dividend of 0.30 Baht per

Part B: Equitable Treatment of Shareholders

B.3.2. Are the directors / commissioners required to report their dealings in company shares within 3 business days?



2.7.3 Board of director and executive, including spouses and minors who change an amount of his or her share holding must report to the Securities and Exchange Commission of Thailand within three days of the transaction date, in accordance with Section 59 of the Securities and Stock Exchange Act 1990.

Part B: Equitable Treatment of Shareholders

B.4.2. Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company and shareholders?



The Bank has adopted a policy on related party transactions where transactions with related parties are reviewed by a Board Committee composed of independent directors and require prior written approval of the members of the Board, with the exclusion of the director concerned in case the transaction involves him or his related interests. Also, directors report their transactions of the Bank's shares. The directors are expected to act honestly and in good faith, with loyalty and in the best interest of the Bank, its stockholders, regardless of the amount of their stockholdings, and other stakeholders such as its depositors, investors, borrowers, other clients and the general public.

Part B: Equitable Treatment of Shareholders

B.4.3. Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?



- b. A member of the Board of Directors will not be allowed to vote on any contracts or transactions or proposals in which the member or any Concerned Persons has interests could possibly contradict the interests of the Company. A member of the Board of Directors will not be counted in the required minimum number of participants present at the meeting regarding the passage of a resolution on which the member does not have the right to vote;
-

Part B: Equitable Treatment of Shareholders

B.4.3. Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?



the ratio prescribed by the Bank of Thailand. Further, the Bank's directors or management (at the level of division head and above) having an involvement with any such transaction which may lead to a conflict of interest shall be excluded from the process used for consideration and approval of any related party transaction.

Part B: Equitable Treatment of Shareholders

B.5.1. Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?



The company will be penalized if there is a RPT being classified as financial assistance to such entities!



VINGROUP

Details on loans to related parties are as following:

RELATED PARTIES	RELATIONSHIP	INTEREST RATE %P.A	MATURITY DATE	COLLATERAL	<i>Currency: VND</i> ENDING LOAN BALANCE
Short-term loans					
(Note 6)					
Ecology Developing and Investment JSC	Associate of a company under common owners	16	24 January 2013	Contributed capital of Ecology into Tay Tang Long Real Estate Company Limited	10,937,569,375
					10,937,569,375
Long-term loans					
(Note 17.2)					
Hanoi Electronics Corporation	Major shareholder of Sai Dong	14	22 March 2015	None	100,000,000,000
		14	20 July 2017	None	140,000,000,000
					240,000,000,000



(Unit: Million Baht)

Separate financial statements

During the year

	Balance as at 31 December 2011	Increase	Decrease	Unrealised losses on exchange	Balance as at 31 December 2012
<u>Short-term loan to subsidiary</u>					
Amata Asia Ltd. (Formally known as “Amata Hong Kong Limited”)	112	49	(6)	(5)	150
<u>Short-term loans from subsidiaries</u>					
Amata Water Co., Ltd.	8	-	(8)	-	-
Amata City Co., Ltd.	-	160	(160)	-	-
Total	8	160	(168)	-	-

Part B: Equitable Treatment of Shareholders

B.5.2. Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?



Article 34. Transactions with related persons

1. When conducting transactions with related persons, the Company must sign a written contract on the basis of fairness and voluntary action. Contents of the contract must be clear and specific and disclose when requested by shareholders.

Part B: Equitable Treatment of Shareholders

B.5.2. Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?



The Bank's related party transactions are conducted and approved in a manner to ensure that fair prices will be obtained, to the same extent as transactions generally concluded with the public, so that the full benefit of the transaction will accrue to the Bank and its shareholders, and to prevent any conflict of interest. Further, controls have been established to ensure that related party transactions comply with the regulatory guidelines of the Bank of Thailand and other regulatory bodies, including the Securities and Exchange Commission and the Stock Exchange of Thailand. The transactions with related parties or persons are as follows:

Part C:

Role of Stakeholders

Dr. Nguyen Thu Hien and assessment team
ASEAN Corporate Governance Scorecard 2015 Project

SEP 2015

“The corporate governance framework should recognise the rights of stakeholders established by law or through mutual agreements and encourage active co-operation between corporations and stakeholders in creating wealth, jobs, and the sustainability of financially sound enterprises.”

*Chapter IV,
OECD Principles of Corporate Governance (2004)*

-
- C.1 The rights of stakeholders that are established by law or through mutual agreements are to be respected.
 - C.2 Where stakeholder interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights.
 - C.3 Performance-enhancing mechanisms for employee participation should be permitted to develop.
 - C.4 Stakeholders including individual employee and their representative bodies, should be able to freely communicate their concerns about illegal or unethical practices to the board and their rights should not be compromised for doing this.
-

Part C: Role of Stakeholders

C.1.1. Does the company disclose a policy that stipulates the existence and scope of the company's efforts to address customers' welfare?

C.1.7. Does the company disclose the activities that it has undertaken to implement the above mentioned policies regarding customer health and safety?



VINAMILK

RESPONSIBILITY FOR PRODUCTS

Mọi sản phẩm của Vinamilk đảm bảo phải đáp ứng các yêu cầu:

- ✓ Thành phần nguyên liệu được lựa chọn nghiêm ngặt, tuyệt đối không sử dụng các chất có khả năng tác động xấu đến sức khỏe.
- ✓ Mọi thành phần tạo nên sản phẩm từ nguyên liệu cho đến bao bì đều phải được đánh giá và kiểm nghiệm để đánh giá tác động đến sức khỏe.
- ✓ Việc kiểm tra, kiểm định sự ổn định, an toàn của sản phẩm được thực hiện tại từng công đoạn.

to providing consumers with high quality and safe products and contributes to human physical and intellectual development.

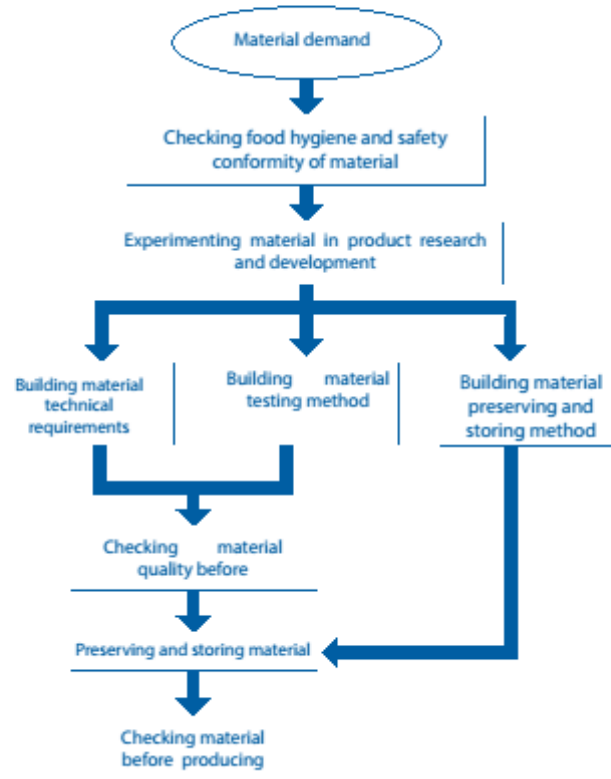
Responsibility for products of Vinamilk is presented by the following aspects:

- Assuring food safety
- Increasing product value
- Providing truthful and complete information about products

2. Using safe materials

In order to have safe products, input material quality is the main factor. Input material quality control follows steps below:

INPUT MATERIAL QUALITY CONTROL PROCESS



VINAMILK



VINAMILK

The 2012 Product Responsibility Indexes are as follows:

NO.	Criteria	Indicator	Note
1	Number of non-preservative products/ total number	100%	
2	Rate of products which are assessed via quality tests before putting into mass production	100%	
3	Number of factories obtained HACCP and ISO 9001:2008 Certification	10/11	Danang factory completed and went into operation at the end of 2012. The factory will receive the certification in 2013.
4	Rate of product portfolios meeting HACCP standards and quality management system ISO 9001:2008	100%	
5	Rate of factories having Experiment Room with ISO/IEC 17025:2005 certified regarding Chemistry and Biology.	9/11	-Danang factory will receive the certification in 2013. - Because of its small scale, Lam Son factory has not been assessed for ISO 17015 yet.
6	Number of food safety violation cases	0	
7	Number of Trademark and Product Information infringement cases	0	
8	A number of cases regarding low quality product recall.	0	

Part C: Role of Stakeholders

C.1.2. Does the company disclose a policy that explains supplier/contractor selection practice?

C.1.8. Does the company disclose the activities that it has undertaken to implement the above mentioned policies regarding supplier/Contractor selection and criteria?



VINAMILK

CHECKING MATERIAL BEFORE PRODUCING

In 2013, Vinamilk continued maintained its strategy of prioritizing to choose the material supply sources from advanced agricultures with high standards and requirements on food quality and safety. The main supply sources of Vinamilk now are the United States of America, New Zealand, and European countries.



For the management of hazardous substances in products under standard of management of toxic chemicals required by PINACO and its customer (HVN), PINACO is drafting standards of limitation of use of six substances of concern (SOC6) contained in accessories, raw materials, additives and packaging materials constituting lead-acid car batteries or lead-acid industrial battery.

SOC6 include following substances: lead (or alloys of lead), cadmium (or alloys of cadmium), mercury (or alloys of mercury), Crom6, PBB, PBDE. Raw material inputs will not be used if they contain SOC6 exceeding allowed levels. Specific limited content of SOC6 are as follows:

Chemical Name	Limited content	Content within control
Lead (or alloys of lead)	1000 ppm	500 ppm
Cadmium (or alloys of cadmium)	100 ppm	50 ppm
Mercury (or alloys of mercury)	1000 ppm	500 ppm
Crom6	1000 ppm	500 ppm
PBB	1000 ppm	500 ppm
PBDE	1000 ppm	500 ppm

Part C: Role of Stakeholders

C.1.3. Does the company disclose a policy that describes the company's efforts to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development?

C.1.9. Does the company disclose the activities that it has undertaken to implement the above mentioned policies regarding environmentally-friendly value chain?



VINAMILK

Mọi hoạt động sản xuất và kinh doanh trong bất kỳ lĩnh vực nào nói chung và với Vinamilk nói riêng, đều có tác động đến môi trường và sử dụng tài nguyên. Chính vì thế, Vinamilk luôn nỗ lực tìm kiếm các giải pháp để giảm thiểu các tác động đến môi trường, sử dụng hiệu quả nguồn tài nguyên và năng lượng. Trong đó, các giải pháp sẽ hướng đến các mục tiêu chính:

- ✓ Sử dụng hiệu quả các yếu tố đầu vào : vật liệu, năng lượng, nguồn nước.
- ✓ Kiểm soát tốt đầu ra để giảm thiểu các tác động đến môi trường

✓ Making the best use of input factors: materials, energy, water resource.

✓ Taking good control of output to minimize adverse effects on environment.



VINAMILK

Table of measuring criteria on energy management

In production activities

<i>Measurement criteria</i>	<i>2010</i>	<i>2011</i>	<i>2012</i>
Total output (tons)	553.810	662.146	768.552
% of output fluctuation	N/A	19,56%	16,07%
<i>Total of used energy, classified by each kind and the rate of fluctuation:</i>			
-Oil: Output (kg)	12.815.674	10.614.991	10.367.891
% of fluctuation	N/A	-17,2%	-2,3%
-Gas: Output (kg)	464.556	285.108	283.120
% of fluctuation	N/A	-38,63%	-0,70%
-Electric: Output(kwh)	66.688.371	78.171.274	86.983.440
% of fluctuation	N/A	17,22%	11,27%
-Biomass: Output (Tonnes of steam)	-	8.964	33.061
% of fluctuation		N/A	269%

Part C: Role of Stakeholders

C.1.4. Does the company disclose a policy that elaborates the company's efforts to interact with the communities in which they operate?

C.1.10. Does the company disclose the activities that it has undertaken to implement the above mentioned policies regarding interaction with the communities?



VINAMILK

In the recent years, along with contributing efforts to improve the quality of life by manufacturing valuable products, Vinamilk has been organizing many social activities, as well as charity activities, and human development programmes, especially targeting the Vietnamese children. Social activities of Vinamilk aim at:

- Developing physical and intellectual health for children.
- Supporting the poor and sick people, and others affected by natural disasters, etc.



VINAMILK

CHARITY ACTIVITIES

Key events in 2012

- Contributed VND 500 million to the fund for poor patients in order to support heart surgery for children with congenital heart problem. This is the company's traditional activity which has lasted for more than 10 years. Up to 2012, Vinamilk has contributed more than VND 2.7 billion to support heart surgery for children
 - The company supported patients suffering from unknown diseases in Quang Ngai province with VND 500 million by cooperating with the Ministry of Health to visit and provide milk and nearly 10,000 nutritional products of Vinamilk for local people.
-

Part C: Role of Stakeholders

C.1.5. Does the company disclose a policy that describes the company's anti-corruption programmes and procedures?

C.1.11. Does the company disclose the activities that it has undertaken to implement the above mentioned policies regarding anti-corruption programmes and procedures?

ANTI-CORRUPTION



Regarding the fight against corruption, the Company has not issued policies and procedures to check corruption. The company will consider supplementing this content to the Company's regulations and applied policies.

Company Party has established ordinances for anti-corruption made by the Party Secretary. The work of DHG Party is under the business sector. Inspection Committee Party of Can Tho City has checked the implementation of this task annually. Presently, the Company has not found any violations.

Part C: Role of Stakeholders

C.1.6. Does the company disclose a policy that describes how creditors' rights are safeguarded ?

C.1.12. Does the company disclose the activities that it has undertaken to implement the above mentioned policies regarding creditors' rights ?

DHG PHARMA

- The Company must respect the lawful interests of partners who have the interests relating to the Company including banks, creditors, employees, customers, suppliers, community, and other people having interests relating to the Company.

- The Company needs to cooperate effectively with people having interests concerning to the Company through:

- + Providing sufficiently necessary information to banks and creditors so that they can evaluate the activities and finance situations of the Company and lodge decisions;
- + Promoting them to their opinions about business operation situation, financial situation, and important decisions relating to their interests through direct contact with the BOD, BOS, Management Board.

- The Company conforms to the regulations about labor, environment, responsible activities to community and society.

	Policy	Activities
Customers' welfare	<p>It is the policy of the Bank to focus on customers and markets, deliver innovative and responsive products of distinct quality and value and nurture long-term customer relationships founded on mutual trust and confidence.</p> <p>The Bank provides customer care and quality service anchored on industry standards to improve customer satisfaction, retain clients, increase client base and uphold and preserve the Bank's reputation. The Bank is committed to nurturing a robust customer service culture, provide education to customers on new products, improve channels to provide excellent service, and provide venues for feedback, all to advance the welfare and safety of customers.</p>	<p>Events for Customer Retention :</p> <ul style="list-style-type: none"> i. Twice-a-year Philippine Economic Forum ; ii. Nationwide financial literacy campaign via seminars on market trends, derivative products and strategies which earned for the Bank a Special recognition for Advocacy Support from the Bangko Sentral ng Pilipinas (BSP) <ul style="list-style-type: none"> b) Designated Customer Contact Group for communication of concerns; c) Mechanisms of Complaints thru Compliance, Customer Contact Group and concerned business or operating unit/s to minimize mediation by regulators; d) Launching and enhancements of innovative products for customer convenience

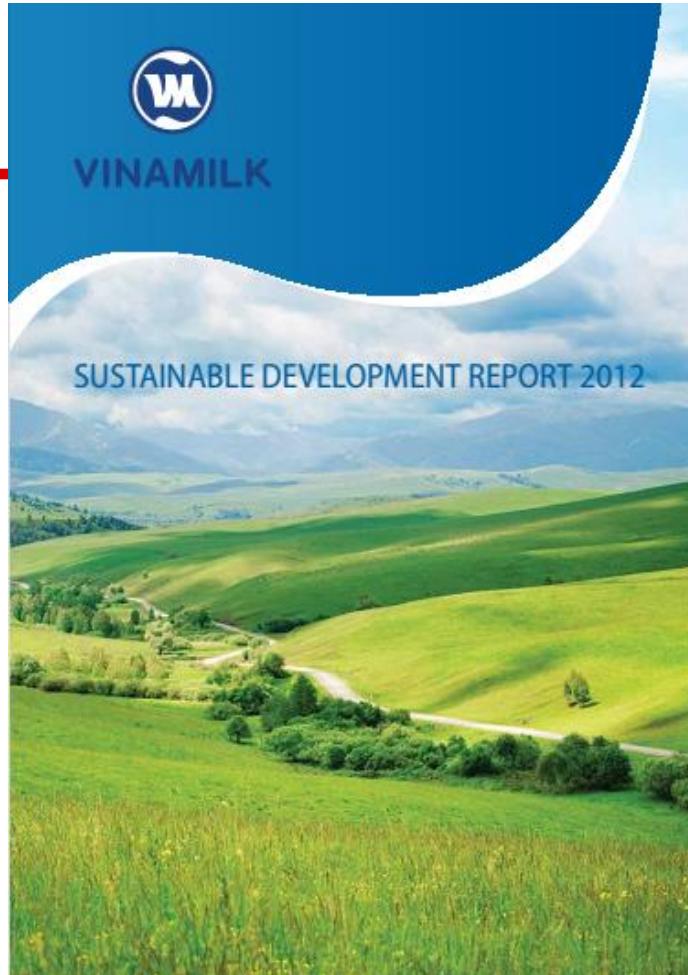
Part C: Role of Stakeholders

C.1.13. Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?



VINAMILK

SUSTAINABLE DEVELOPMENT REPORT 2012




Part C: Role of Stakeholders

C.2.1. Does the company provide contact details via the company's website or Annual Report which stakeholders (e.g. customers, suppliers, general public etc.) can use to voice their concerns and/or complaints for possible violation of their rights?

CONTACT US

- ▶ Headquarter
- ▶ Factory
- ▶ Retails
- ▶ Employee's Voice
- ▶ Partner's Voice
- ▶ Buyer's Voice

BUYER'S VOICE

Buyer's Voice -- Contact Us -- 

With the desire to provide the best quality products and services to our buyers, we strongly recommend you, the valuable buyers to share your opinions and feedbacks whenever you have. Your information and ideas will be directly sent to the person in charge and kept confidential. We commit to try our best to give the proper actions to the matters we as soon as we get.

Name*

Email*

Subject

Details

Send

Part C: Role of Stakeholders

C.3.1. Does the company explicitly disclose the health, safety, and welfare policy for its employees?

C.3.2. Does the company publish relevant information relating to health, safety and welfare of its employees?

Attracting, maintaining and developing human resources become an important part in operation and sustainable development strategy of each corporation in general and Vinamilk in particular. Vinamilk strives for planning a good human resources policy and working environment presented in the following aspects:

- ✓ Setting up safe working conditions and health care
- ✓ Developing a diversified labor line-up, respecting the difference and combating discrimination.
- ✓ Establishing working relationship based on free will and legal compliance.
- ✓ Acknowledging and paying satisfactorily for performance of employees.
- ✓ Developing employees' skills
- ✓ Promoting a harmonious working culture.

1. Safe working conditions and health care

It is the foremost concern and justifiable need of laborers to work in a safe working environment with good health care. Understanding that, Vinamilk committed to provide employees with good working conditions, well-equipped facilities, and health care activities.

Labor safety

- ✓ Well-equipped facilities for employees are always available in Vinamilk in all working sites, from the head office to factories, subsidiaries, farms, etc.
- ✓ Protective devices are examined every year and upgraded with the budget of the Company in order to ensure its adequacy and availability of all devices for labor safety.



VINAMILK



VINAMILK

Criteria	Year		
	2010	2011	2012
Expenses for ensuring labor safety (VND billion)	6,95	15,96	14,37
Expenses for accident insurance, health insurance for employees (VND billion)	2,06	1,6	2,16
Expenses for health care activities	2,03	3,1	3,6
Total of labor accidents(*):	2	0	0
+Total deaths due to labor accident	0	0	0
+Total cases of being effected on labor capability	0	0	0

- Formulate a development plan for each individual that includes guidelines to prepare him or her to perform in a higher position;
- Continuously support each candidate in pursuing the readiness development plan and follow up by monitoring and assessing the results, so that the candidate will indeed be prepared.

Benefits and welfare

Providing appropriate benefits plays a key role in the Bank's efforts to attract and retain the best talent and to ensure the security, well-being and quality of life of each employee. Thus the Bank provides medical and dental benefits that cover leading hospitals, both private and public, to ensure that employees are optimally taken care of. In addition, the Bank provides life and accident insurance for staff members and has established a provident fund to guarantee their security upon retirement. The Bank contributed Baht 1,058 million to the provident fund in 2011 and Baht 1,170 million in 2012.

Safety, Health and Environment

SCB has long recognized the importance of workplace safety and environmental conditions, and has established an Occupational Safety, Health and Work Environment Committee at each of the Bank's main sites, including the Ratchayothin, Chidlom, Chaeng Wattana, Chiang Mai and Lampang offices. The Committee sets policies, guidelines, and action plans for adoption into practice during working hours and beyond. The Committee is also responsible for proposing guidelines and standards on workplace safety and hygiene.

The Bank has also formed a Welfare Committee at each of several SCB locations to advise management on determining employee welfare requirements and to make recommendations regarding appropriate benefits. The Bank organizes meetings among delegates from Occupational Safety, Health and Work Environment Committees and the Welfare Committees on a quarterly basis. The meetings enable the committees to report on their progress and action plans so that management keeps up to date and so that results can be communicated to employees.

Health and Safety Information

Average no. of leave days (%)	2010	2011	2012
Sick leave	23.2%	23.4%	23.1%
Injuries and sickness from work	0.0%	0.0%	0.0%
Other	76.8%	76.6%	76.9%
No. of average sick leave days per staff (days/person)	3.0	2.8	2.6
Death from accidents related to work (person)	0	1*	1*

* Note: Car accident while travelling to meet clients.

Part C: Role of Stakeholders

C.3.3. Does the company have training and development programmes for its employees?

C.3.4. Does the company publish relevant information on training and development programmes for its employees?



VINAMILK

Staff development policy is implemented by Vinamilk according to 3 aspects, namely staff training- staff assessment- staff promotion.

Training


Being one of the most important activities in the Company, training activity is announced to be an official policy by Vinamilk. Besides, Vinamilk also establishes a department dedicated for staff training and development activities.

The training procedure is as follows:

Job requirements, career orientation and development → Create training plans → Implement the training plans → Post-training assessment

Training contents and methods:

Training contents and methods are defined varying from external training courses of specific knowledge to internal training courses of company rules and processes, so that the employees can do their jobs as best as they can.





Training activity indexes (these are Vinamilk's figures solely, not including its subsidiaries' figures)

Measurement criteria	Year	
	2011	2012
Training KPIs		
Number of training courses	239	240
+ Internal trainings	58	42
+ External trainings	181	198
Number of trainees	5.749	8.525
+ Staff level	5.097	7.531
+ Manager level	652	994
Training hours/ employee	31	24
KPIs about budget and expense for training activity		
+ Budget for training activity (VND billion)	6,4	5
+ Training expense for practical use(VND Billion)	1,5	1,8
+ Rate of actual expense/budget (%)	23,9%	36,4%



In 2012, SCB undertook important executive and staff development programs as follows:

1 Blended Learning & Development Approach

The Bank emphasizes the value of continuous learning, which will be a fundamental tool to promote lasting growth of the business by enabling employees and teams themselves to develop and grow. SCB promotes not only classroom training, but encourages all executives and staff members to take advantage of other approaches to learning:

- A mentoring program to enhance knowledge through the sharing of personal perspective and real-life experience, so as to promote readiness in work and career advancement.
- Education through e-learning media, which reduces the limitations imposed by a physical classroom, a geographic location or real-time schedule. In 2012, SCB delivered 20 e-learning courses for the convenience of employees.

2 Competency Development for All Employees

The Bank focuses on competency development for employees at all levels from the beginning of their careers until retirement by determining human resource development strategies that focus on becoming a competent performer and developing excellent work attitudes. Being a competent performer means possessing and using the knowledge, skills, and capabilities needed to perform effectively in the banking and financial business. Developing a positive work outlook means promoting attitudes and behavior that reflect the Bank's core values.

In 2012, SCB organized 472 training courses, consisting of 267 internal training courses and 205 external training courses, in programs that took place both in Thailand and abroad. On average, each employee received seven days of training per year. In addition, the Bank also provided scholarships for employees to enhance their potential, in both domestic and overseas programs.

Training	2010	2011	2012
Investment in training (million Baht)	159	158	248
Participation in training activities			
Classroom (persons)	53,766	58,359	60,451
Online (persons)	5,366	5,240	5,178
Classroom (hours)	117,969	110,872	122,578
Online (hours)	15,256	14,190	16,526
Annual average training hours per employee			
Executive (AVP - President)	34	31	36
Officer (Associate - Officer 4)	66	59	62
Staff (Staff 1 - Staff 4)	86	70	73
Annual average training days per employee	7.8	6.7	7.1

Part C: Role of Stakeholders

C.3.5. Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures?



control : From Apr.2013, the establishment of target and performance assessment will be carried out by BSC (Balance Score Card). All divisions, units, construction site will set up their own main objectives and targets by the company's target system (completed and issued). The assessment of job performance for consideration of rewards, allocation of wage and income will be performed in SMART manner on the basic goal system and the main targets of each unit and individual with the impact of the entire company's annual business results.

DHG PHARMA

UNIT: 1,000 VND

Time	Subjects to enjoy	Amount added to capital	Capital after issuance
09/2004	Equitized: Initial chartered capital		80,000,000
06/2007 – 08/2007	Current shareholders; Strategic investors; Employees; Public	20,000,000	100,000,000
11/2007 – 12/2007	Current shareholders (Bonus shares at ratio 1:1)	100,000,000	200,000,000
10/2009 – 12/2009	Current shareholders (Bonus shares at ratio 3:1)	66,629,620	266,629,620
06/2010 – 09/2010	Employees (ESOP 2010)	2,500,000	269,129,620
03/2011 – 06/2011	Employees (ESOP 2011)	2,500,000	271,629,620
06/2011 – 08/2011	Current shareholders (Bonus shares at ratio 1:1.4)	380,134,670	651,764,290
04/2012 – 06/2012	Employees (ESOP 2012)	2,000,000	653,764,290

Part C: Role of Stakeholders

C.4.1. Does the company have procedures for complaints by employees concerning illegal (including corruption) and unethical behaviour?



THE MECHANISM OF RECEIVING OPINIONS FROM SHAREHOLDERS AND EMPLOYEES

To shareholders

Shareholders are an important stakeholder of the Company. The relationship between Vinamilk and shareholders is being attached special attention. So far Vinamilk has established an Investor Relation department to responsible for the establishment and maintenance of the relations. This department, which also receives opinions and recommendations from shareholders, is a significant information and communication channel between Vinamilk and its shareholders. Accordingly, they can approach and send their opinions to Vinamilk by:

- › Contacting the Investor relations department directly, via emails or phone calls, or by sending documents
- › Posting their opinions on the Company's website (www.vinamilk.com.vn)

To employees

The information channels between Vinamilk and its employees take various forms. Employees can contribute their opinions to the company periodically or regularly by:

- › Proposing their opinions and recommendations every six months within the consideration period of the managers
- › Giving opinions in employee surveys (at least once a year)
- › Sending their opinions directly to the company's email address: vinamilk@vinamilk.com.vn

Besides, in delicate cases or if the employee wants to keep his information confidential, he can contact the Compliance department by email (compliance@vinamilk.com.vn) or by phonecalls. This department is directly under CEO.



3.2 Contact Channels for Stakeholders

The Bank provides multiple channels for various groups of stakeholders to directly contact the relevant unit as follows:

- **Customers and/or third parties** can communicate with the Bank through staff at branches or relationship managers or through the Call Center at 0-2777-7777, or by writing to a senior executive of the Bank. All communications are tracked and usually responded to within a pre-determined period.
- **Employees** are informed that the Bank has multiple channels to accept complaints and reports of employee misconduct. Employees can voice their opinions and report on any unfair treatment, fraudulent activity or suspicion of misconduct directly to their supervisors or through other channels, anonymously if preferred, as follows:
 - **SCB's Whistleblower Policy** provides a channel through which employees can report complaints, fraud or non-compliance with the Bank's regulations, rules and code of conduct as well as unfair treatment they might have suffered. The aim is to ensure the Bank's adherence to its principles of transparency and corporate governance. To report complaints, fraud or non-compliance, any employee can submit an e-mail to whistleblower@scb.co.th or a letter to the chief audit and compliance officer, Audit and Compliance Group, who is the secretary to the Audit Committee. A summary report on such matters raised is submitted to the Audit Committee on a quarterly basis.



- Through the Ethics Hot Line at 0-2544-2500 employees can avail of consultation and make complaints about unethical practices or misconduct.
- The HR Call Center at 0-2544-4444 is a channel for employees to make inquiries related to employment and/or benefits or to share opinions.
- "Purple People Talk" is a channel through which employees can voice their opinions, report issues or consult with the head of Human Resources Group via e-mail (purple_talk@scb.co.th) in order to make SCB a great workplace.

It is the Bank's policy to protect the confidentiality and anonymity of employees reporting information or complaints in order to prevent retaliation or adverse effects on them. An independent, issue-specific investigation team is set up quickly by the Bank to investigate any issue and/or fraud complaint submitted by employees when warranted. If the grounds for a complaint are proven, the matter is escalated for disciplinary action in accordance with the following procedure:



Further, all stakeholders can raise complaints, or make suggestions or comments to the Board and management of the Bank through the following address:

- Board Secretariat and Shareholder Services - Company Secretary
Board Secretariat and Shareholder Services
The Siam Commercial Bank PCL,
9 Ratchadapisek Road, Jatujak,
Bangkok 10900
Telephone: 0-2544-4221
Fax: 0-2937-7931
E-mail: company_secretary@scb.co.th

The Bank has established a clear policy and procedure for handling complaints from customers, employees and other stakeholders. All complaints received are kept confidential, investigated and resolved (as applicable) as well as reported to the Audit Committee and the Board.

Part C: Role of Stakeholders

C.4.2. Does the company have a policy or procedures to protect an employee/person who reveals illegal/unethical behavior from retaliation?



It is the Bank's policy to protect the confidentiality and anonymity of employees reporting information or complaints in order to prevent retaliation or adverse effects on them. An independent, issue-specific investigation team is set up quickly by the Bank to investigate any issue and/or fraud complaint submitted by employees when warranted. If the grounds for a complaint are proven, the matter is escalated for disciplinary action in accordance with the following procedure:

- Employees submit opinions, reports, or fraud complaints via a range of channels, whereby they can choose to remain anonymous if they so wish, and the matter will be treated as confidential.
- The Working Team conducts a preliminary investigation. The progress will be reported to the informants if they have chosen to be identified.
- The Working Team submits well-grounded complaints and reports to relevant units in order to appoint an investigation committee according to the Bank's regulations or to the Fraud Management Division for further action.

THANK YOU
