

**REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY
FOR THE FIRST 6 MONTHS OF 2019**

Respectfully addressed to: - **State Securities Commission of Vietnam**
- **Ho Chi Minh Stock Exchange**

- Name of listing Company: **Dong Hai Ben Tre Joint Stock Company (DOHACO)**
- Head office: Lot AIII, Giao Long Industrial Zone, An Phuoc Ward, Chau Thanh District, Ben Tre Province, Vietnam.
- Telephone: 0275 3635739 Fax: 0275 3635738
- Email: donghaibentre@yahoo.com.vn
- Charter capital: VND 447,975,260,000
- Listed name on stock market: DHC

I. Operations of the annual general meeting:

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders which adopted by the form of written comments):

No	Number Resolution / Decision	Date	Contents
01	01/NQ-ĐHĐCĐ	24/05/2019	<ul style="list-style-type: none">- Approve the report about result of business and activities in 2018.- Approve the report about activities of BOD in 2018.- Approve the 2018 Audited Financial Statements and profit distribution 2018.- Approve the report on the use of capital for the offering of shares to existing shareholders (Implement the offering of shares according to the Resolution of the 2017 Annual General Meeting of Shareholders No. 01/NQ-DHĐCĐ dated 20/05 /2017).- Approve the report on the use of capital for the offering of shares to existing shareholders (Implement the offering of shares according to the Resolution of the 2018 Annual General Meeting of Shareholders No. 01/NQ-DHĐCĐ dated 07/06 /2018).- Approve the Remuneration and Bonus for Board, Supervisory Board, the Executive Board company.- Approve the report of the Supervisory Board 2018.- Approve the plan of business activities of the year of 2019.- Approve the profit distribution plan of 2019.- Approve the plan for Remuneration and the bonus for BOD, BOM, BOS of 2019.- Authorize the BOD to select a auditing firm for 2019 financial statements below.- Approve the Chairman of the Board of Directors as CEO operating the Company in 2019.- Approving the approval of investment in new construction of Packaging Factory Project No. 01 - at Lot AIV-8, Lot AIV-9, Giao Long Industrial Zone - phase 2, An Phuoc Ward, Chau Thanh District, Ben Tre Province with a total investment of about 168 billion VND (+/- 10%). AGM authorized the Board to implement the Project in accordance with the law and reported to the nearest General Meeting of Shareholders after completing the Project.- Approve the content of the Proposal 02/TT-ĐHĐCĐ about issue the shares to pay dividends in 2018.- Approve the contents of Proposal no 03/TT-ĐHĐCĐ About Plan to issue the share under the program of option for employees.- Approve the contents of the Proposal No. 05/TT-DHĐCĐ on the



			<p>adjustment of Giao Long Paper Factory Project - phase 2. AGM authorized the Board to implement procedures to adjust and implement project in accordance with the law</p> <p>- Approve to amend the Charter of the company in accordance with Report No. 06/TT-DHĐCĐ on the amendment and supplement of the Company's Charter and Internal Regulations on corporate governance</p> <p>- Approve to amend the Internal Regulations on Corporate Governance in accordance with Report No. 06/TT-DHĐCĐ on amending and supplementing the Company's Charter and Internal Regulations on corporate governance.</p> <p>- Approve the resignation of Mr. Nguyen Quoc Binh - member of Supervisory Board.</p> <p>- Approve on additional voting results Ms. Mai Huyen Ngoc is a member of the Supervisory Board of Dong Hai Joint Stock Company of Ben Tre, term 2017-2021</p>
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II. Board of Directors:

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

No	BOD Members	Position	Starting date /No longer a member of the Board	Number of meetings attended	Percentage of attendance	Reasons for not attending meetings
01	Mr Le Ba Phuong	Chairman	05/03/2004	6	6/6	
02	Mr. Luong Van Thanh	Vice Chairman	21/06/2014	6	6/6	
03	Mr. Le Quang Hiep	Member	28/02/2007	6	6/6	
04	Mr. Nguyen Thanh Nghia	Member	26/04/2012	6	6/6	
05	Mr. Tatsuyuki Ota	Member	25/06/2016	6	6/6	
06	Mr Nguyen Phan Dung	Member	20/05/2017	6	6/6	

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

The supervision of the Board of Directors to the operation activities of General Manager is the regular and continuous activity. Board of Directors focuses on the supervision of the adherence of the regulations of Law on Enterprises, Company's regulations, statutes of the Company against the General Manager's operation activities, to supervise the plans, targets that set out by the annual general meeting and Board of Directors, plans of 2019 on markets, customers, sales of goods, financial using, arrangement of the Company's workforce, etc. In the first 6 months of 2019, activities of the Company are stable.

3. Activities of the subcommittees of the Board of Directors: Currently, the Company is not establishing its subcommittees of the Board of Directors but the Board of Directors to appoint the members who are in charge of salary, bonus, workforce and investment of the company to support for the management of the Company.

4. Resolutions/Decisions of the Board of Directors:

No	Resolutions/Decisions No.	Date	Contents
01	01/NQ-HĐQT	11/01/2019	- Distribution of shares undistributed from existing shareholders issuing.
02	02/NQ-HĐQT	11/01/2019	- Agree to adjust the contents of the Investment Registration Certificate.
03	03/NQ-HĐQT	18/01/2019	- Approve to sign the contract for container transportation,... with Giao Long New Port Joint Stock Company.
04	04/NQ-HĐQT	18/01/2019	- Approve to sign the contract to buy toles, steels,...with Dai Thien Loc Corporation.
05	05/NQ-HĐQT	18/01/2019	- Approve the business report of quarter 4/2018, the year of 2018 and the plan for quarter 1/2019.
06	06/NQ-HĐQT	18/01/2019	- Approve the proposal No. 01/TT-HĐQT dated 02/01/2019 about wage unit price from 01/01/2019.

07	07/NQ-HĐQT	18/01/2019	- Approve the list of bonus Board of Management Company. - Approve the list of bonuses BOD & SB.
08	08/NQ-HĐQT	18/01/2019	- Approve to choose Jiangsu Huadong Paper Machinery Company as the supplier to spare part of paper machine for Giao Long Paper Factory – phase 2.
09	09/NQ-HĐQT	18/01/2019	- Approve to strategy to sign the contract between Dong Hai Joint Stock Company of Ben Tre and Siam Kraft Industry Co., Ltd (Thailand).
10	10/NQ-HĐQT	29/03/2019	- Approve the plan to organize The Annual Shareholders' Meeting 2019.
11	11/NQ-HĐQT	26/04/2019	- Approve the schedule to organize The Annual Shareholders' Meeting 2019.
12	11A/NQ-HĐQT	26/04/2019	- Approve the business report of quarter 1/2019 and the plan for quarter 2/2019.
13	12/NQ-HĐQT	09/05/2019	- Agree to adjust the contents of the Investment Registration Certificate of Giao Long Paper Project.
14	13/NQ-HĐQT	09/05/2019	- Approve on The Project “Packaging Factory No. 01”
15	14/NQ-HĐQT	13/05/2019	- Approve the contents submitted to the Annual General Meeting of Shareholders in 2019.
16	15/NQ-HĐQT	28/05/2019	- Promulgating Regulation of Information Disclosure.
17	16/NQ-HĐQT	28/05/2019	- Approve to select Sai Gon Securities Incorporation (SSI) as a share issuance advisory company to pay 20% of dividend in 2018, issuing shares under the program of option for employees in 2019.
18	17/NQ-HĐQT	12/06/2019	- Approve to select Ernst & Young Vietnam as the auditing firm of 2019 financial statements of Dong Hai Joint Stock Company of Ben Tre.
19	18/NQ-HĐQT	25/06/2019	- Approve the final registration date to make a list of shareholders.

III. Supervisory Board:

1. Information on the members of Supervisory Board:

No	Supervisory Board Members	Position	Starting date /No longer a member of the Board	Number of meetings attended	Percentage of attendance	Reasons for not attending meetings
01	Ms Doan Thi Bich Thuy	Head of Supervisory Board	20/05/2017	3	3/3	
02	Ms Doan Hong Lan	Member	26/04/2012	3	3/3	
03	Mr Nguyen Quoc Binh	Member	24/05/2019	1	1/3	Resignation
04	Ms Mai Huyen Ngoc	Member	24/05/2019	2	2/3	Appointed

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

BOD held meetings in accordance with the Charter. The Supervisory Board assesses the activities of the Board of Directors to meet timely the requirements of production and business activities of the company.

BOD issued a Resolution and Decisions related to the Company's activities within the scope of its responsibilities and authority. Resolutions and Decisions of BOD are issued in the right order and in accordance with the right and appropriate legal basis in accordance with the law and the Charter of the Company.

BOD has fully implemented the decisions and resolutions; strictly implement other rights and duties in accordance with the Company's Charter and the law.



Regarding investment and capital construction: Checking the progress of project implementation. Checking the capacity of capital construction contractors and equipment suppliers.

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

Regularly discussing with BOD and BOM about the production situation, business situation, the situation of deploying Giao Long Paper Factory Phase 2 Project, the situation of changes and recruitment of management personnel.

Participate in inventory of the first 6 months, inventory of fixed assets. Evaluation of warehouse management process, raw material purchasing process - procurement of spare parts and equipment.

4. Other activities of the Supervisory Board (If any): Not available

IV. Training on company governance:

Training courses on company governance which the members of Board of Management, Supervisory Board, Director (CEO), other managers and company secretary was attended with regulations on company governance.

V. List of related persons of listed company under the provisions of paragraph 34 of Article 6 of the Securities Law (Report of 6 months/year) and transaction of related persons of the company with the Company itself:

1. List of affiliated persons of the Company: (Attached list)
2. Transactions between the company and the affiliated persons or between the company and major shareholders, internal persons and related person of internal person.

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

- Contract No. 01/HĐ-TCGL-2019 dated 01/01/2019 to lease land for storage of materials.
- Contract No. 08/HĐ-TCGL and Annex No. 01 dated 01/03/2019 to transport goods.

3. Transaction between internal person of listed company and company's subsidiaries, or the company in which listed company takes controlling power: None

4. Transactions between the company and other objects:

- 4.1. Transactions between the company and the company that members of Board of Management, members of the Supervisory Board, Director (CEO) has been a founding member or members of Board of Management, Director (CEO) in three (03) years (calculated at the time of reporting):

Dong Hai Joint Stock Company of Ben Tre and Dai Thien Loc Corporation signed the contract No 01_HĐKT_DHC_DTL2019 dated 23/02/2019, 02/HĐKT/ĐTL-DHBT/2019 dated 21/03/2019.

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

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

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

1. List of internal persons and their affiliated persons (Attached list)
2. Transactions of internal persons and affiliated persons on shares of the listed company

No	Transaction executor	Relationship with internal person	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increase, decrease (purchase, sale, switch, reward...)
			Shares	Proportion	Shares	Proportion	
01	Mr Le Quang Hiep	Major shareholder/ Member of Board of Management	3.361.299	7,5%	3.001.299	6,7%	Sell

VII. Other significant issues:

- The company has successfully offered 3,445,977 shares to the public for existing shareholders for raising the fund to invest Giao Long Paper Factory, Phase 2. On February 22, 2019, Ho Chi Minh City Stock Exchange was issued the Decision No.46/ QD-SGDHCM on the approval for the Company to issue more 3,445,977 shares. The Company has registered for the trading of these additional shares from the date of March 05, 2019 and on January 17, 2020.



Lê Bá Phương

DONG HAI JOINT STOCK COMPANY OF BEN TRE

LIST OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS

(Attached First 6 month Report on Corporate Governance of 2019)

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Lê Bá Phương		Chairman – General Manager			2.564.049	5,72%	
1.1	Lê Bá Cầm		Father					
1.2	Nguyễn Thị Thạc		Mother					
1.3	Nguyễn Thị Vĩnh		Sister					
1.4	Nguyễn Thị Thu		Sister					
1.5	Lê Bá Đông		Brother					
1.6	Nguyễn Thị Thùy		Wife			2.536.226	5,66%	

No	Name	Securities trading account (if any)	Position at the company (if any)	No.*, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1.7	Lê Thủy Tiên		Daughter					
1.8	Lê Bá Hùng		Son					
2	Lương Văn Thành		Vice Chairman of BOD/ Deputy General Manager			2.500.420	5,58%	
2.1	Lương Văn Yên		Father					
2.2	Phạm Thị Miều		Mother					
2.3	Võ Thị Trinh		Wife					
2.4	Lương Võ Quỳnh Như		Daughter					
2.5	Lương Võ Quỳnh Anh		Daughter					
2.6	Lương Văn Nghiệp		Brother					

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
2.7	Lương Thị Phi		Sister					
2.8	Lương Thị Diệu		Sister					
3	Nguyễn Thanh Nghĩa		Member of BOD			1.046.756	2,34%	
3.1	Nguyễn Lộc		Father					
3.2	Nguyễn Thị Miên		Mother					
3.3	Nguyễn Thị Bích Liên		Wife					
3.4	Nguyễn Thanh Loan		Daughter					
3.5	Nguyễn Thanh Dung		Daughter					
3.6	Nguyễn Thanh Trúc		Daughter					

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
3.7	Nguyễn Quang Quảng		Brother					
3.8	Nguyễn Thị Thu		Sister					
3.9	Nguyễn Ngải		Brother					
3.10	Nguyễn Thị Liên		Sister					
4	Lê Quang Hiệp		Member of BOD			3.001.299	6,7%	
4.1	Lê Thành Phụng		Father					
4.2	Nguyễn Thị Thai		Mother					
4.3	Đỗ Thị Trang		Wife					
4.4	Lê Công Nghiệp		Son					

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
5	Tatsuyuki Ota		Member of BOD			0	0%	
5.1	Masako Ota		Mother					
5.2	Nobuyuki Ota		Brother					
5.3	Akiko Manfredi		Sister					
5.4	Sanae Ota		Wife					
5.5	Taisei Ota		Son					
5.6	Karen Ota		Son					
6	Nguyễn Phan Dũng		Member of BOD			32.500	0,07%	
6.1	Công Ty TNHH Quản lý Quỹ SSI (Representative:: Lê Thị Lệ Hằng)		Deputy General Manager			2.904.687	6,48%	
6.2	Công ty cổ phần Transimex		Member of BOD					
6.3	Công ty cổ phần Dược phẩm OPC		Member of BOD					
6.4	Nguyễn Xuân Thân		Father					

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
6.5	Phan Thanh Bích		Mother					
6.6	Nguyễn Thị Thùy Anh		Wife					
6.7	Nguyễn Phan Tuấn		Brother					
6.8	Nguyễn Phan Khôi		Son					
7	Đoàn Thị Bích Thúy		Head of Supervisory Board			10.400	0,02%	
7.1	Đoàn Minh Ngọc		Father					
7.2	Nguyễn Thị Bình		Mother					
7.3	Đoàn Tấn Phát		Brother					
7.4	Đoàn Minh Hoàng		Brother					

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
7.5	Đoàn Thị Mỹ Hằng		Sister					
8	Đoàn Hồng Lan		Member of SB			7.800	0,02%	
8.1	Đoàn Hữu Tài		Father					
8.2	Nguyễn Thị Kim Nhu		Mother					
8.3	Đoàn Thị Minh Thi		Sister					
8.4	Lê Minh Thanh		Husband			39.000	0,09%	
8.5	Lê Minh Quân		Son					
8.6	Lê Minh Nhựt		Son					
09	Mai Huyền Ngọc		Member of SB			0	0%	Appointed 24/05/2019

No	Name	Securities trading account (if any)	Position at the company (if any)	No.*, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
9.1	Công Ty TNHH Quản lý Quỹ SSI (Đại diện : Lê Thị Lệ Hằng)		Deputy Accountant			2.904.687	6,48%	
9.2	Mai Văn Báu		Father					
9.3	Nguyễn Thị Lăng		Mother					
9.4	Lê Đắc Châu		Husband					
9.5	Lê Quỳnh Trang		Daughter					
9.6	Lê Đắc Sơn		Son					
9.7	Lê Đắc Bình		Son					
9.8	Mai Thị Huyền Hà		Sister					

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
9.9	Mai Ngọc Huyền		Sister					
10	Nguyễn Quốc Bình		Member of SB			120.513	0,27%	Resignation 24/05/2019
10.1	Nguyễn Quốc Tuấn		Father			72.501	0,16%	
10.2	Nguyễn Thị Thu Hòe		Mother					
10.3	Nguyễn Thị Thu Trang		Sister					
10.4	Trần Thị Lan Anh		Wife					
10.5	Nguyễn Quốc Bảo Minh		Son					
10.6	Nguyễn Trần Trang Anh		Daughter					
10.7	Nguyễn Bảo Minh Thư		Daughter					
11	Hồ Thị Song Ngọc		Deputy General Manager			78.007	0,17%	
11.1	Hồ Văn Bé		Father					

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
11.2	Hồ Thị Kim		Mother					
11.3	Hồ Thị Xuân Thùy		Sister					
11.4	Hồ Công Diễn		Brother					
11.5	Hồ Phương Hải		Sister					
11.6	Võ Hà Diệp		Husband					
11.7	Võ Hồ Duy Phúc		Son					
12	Lê Thị Hoàng Huệ		Chief Accountant /Discloser			63.173	0,14%	
12.1	Lê Ngọc Sinh		Father					
12.2	Hoàng Thị Kính		Mother					

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
12.3	Lê Thị Hoàng Hạnh		Sister					
12.4	Lê Thị Hoàng Hà		Sister					
12.5	Lê Hoàng Hiếu		Brother					
12.6	Lê Thị Út Hậu		Sister					
12.7	Trần Tấn Thành		Husband					
12.8	Trần Hoàng Quân		Son					
12.9	Trần Hoàng Long		Son					
13	Nguyễn Ngọc Tố Uyên		The person in charge of Administration for company			19.500	0,04%	

No	Name	Securities trading account (if any)	Position at the company (if any)	No. *, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
13.1	Nguyễn Thành Dũng		Father					
13.2	Văn Thị Anh Đào		Mother					
13.3	Nguyễn Ngọc Minh Duyên		Sister					
13.3	Nguyễn Thành Lộc		Brother					

THE CHAIRMAN OF BOD *Nguyễn*



Le Bá Phương

DONG HAI JOINT STOCK COMPANY OF BEN TRE

LIST OF RELATED PERSONS OF COMPANY AS SPECIFIED IN CLAUSE 34, ARTICLE 6 OF SECURITIES LAW

(Attached the Report on Corporate Governance of Listing Company for the period of first 6 month 2019)

No	Name	Securities trading account (if any)	Position at the company (if any)	ID card/Pass port No., date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons
1	DAIWA-SSIAM VIETNAM GROWTH FUND II L.P.					18/03/2016		
2	Công ty CP Tân Cảng Giao Long					12/08/2015		
3	Lê Bá Phương		Chairman – General Manager			05/03/2004		
4	Lương Văn Thành		Vice Chairman of BOD/ Deputy General Manager			21/06/2014		
5	Nguyễn Thanh Nghĩa		Member of BOD			26/04/2012		
6	Lê Quang Hiệp		Member of BOD			28/02/2007		
7	Tatsuyuki Ota		Member of BOD			25/06/2016		
8	Nguyễn Phan Dũng		Member of BOD			20/05/2017		



No	Name	Securities trading account (if any)	Position at the company (if any)	ID card/Pass port No., date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons
9	Đoàn Thị Bích Thủy		Head of Supervisory Board			20/05/2017		
10	Đoàn Hồng Lan		Member of SB			26/04/2012		
11	Nguyễn Quốc Bình		Member of SB			25/06/2016	24/05/2019	Resignation
12	Mai Huyền Ngọc		Member of SB			24/05/2019		Appointed
13	Hồ Thị Song Ngọc		Deputy General Manager			26/04/2012		
14	Lê Thị Hoàng Huệ		Chief Accountant/ Discloser			24/06/2013		
15	Nguyễn Ngọc Tố Uyên		The person in charge of Administrative on for company			07/06/2018		



THE CHAIRMAN OF BOD



Lê Bá Phương