

REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY (6 months 2018)

To: - **The State Securities Commission**
- **The Ho Chi Minh City Stock Exchange**

- Name of listing company : Duc Thanh Wood Processing Joint Stock Company
- Address : 21/6D Phan Huy Ich, Ward 14, Go Vap District, Ho Chi Minh City
- Tel : (028) 3589 4287 Fax: (028) 3589 4288
- Email : info@goducthanh.com
- Charter capital : VND 163,941,760,000
- Securities code : GDT

I. ACTIVITIES OF THE GENERAL MEETING OF SHAREHOLDERS

Information on meetings and resolutions of the Annual General Meeting (AGM) of Shareholders for the fiscal year 2017

No.	Date	Approved contents
01-18/NQ DHDCĐ GDT	21/4/2018	<ul style="list-style-type: none"> ➤ <u>03 reports:</u> <ol style="list-style-type: none"> 1) Board of Management's report on manufacturing and trading performances in 2017 and business plan for 2018 2) Supervisory Board's report in 2017 and plan for 2018 3) Board of Directors' report in 2017 and plan for 2018 ➤ <u>09 issues:</u> <ol style="list-style-type: none"> 1) Audited Financial Statement for the fiscal year of 2017 and Ernst & Young Vietnam Limited was selected to audit the company's financial statement for the fiscal year of 2018 2) Remuneration, rewards of the BOD & Supervisory Board in 2017 and 2018 3) Profits distribution in 2017 and plan for 2018 4) Supplementing business lines: Freight transport by road (4933) 5) Amending and supplementing the company's charter in accordance with the Circular 95/2017/TT-BTC. 6) Amending and supplementing the internal regulations on corporate governance in accordance with the Circular 95/2017/TT-BTC. 7) Employee Stock Option Plan (ESOP) 8) Resignation of a member of the BOD and electing one supplementary member. 9) Resignation of a member of the Supervisory Board and electing two members. ➤ Ms. Nguyen Ha Ngoc Diep was elected to the BOD in term of 2015-2019. ➤ Ms. Bui Tuong Anh and Ms. Truong Thi Binh were elected to the Supervisory Board in the term of 2015-2019.

II. BOARD OF DIRECTORS

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

No.	BOD's members	Position	Day becoming member of the BOD	Number of attendance	Percent -age	Reasons for absence
1	Ms. Le Hai Lieu	Chairwoman	25/4/2015	2/2	100%	
2	Mr. Le Hong Thang	Vice Chairman	25/4/2015	2/2	100%	
3	Mr. Le Hong Thanh	Member	25/4/2015	2/2	100%	
4	Mr. Tran Xuan Nam	Member	25/4/2015	2/2	100%	
5	Ms. Truong Thi Dieu Le	Member	23/4/2016	2/2	100%	
6	Mr. Le Nhu Vu	Member	23/4/2016	2/2	100%	
7	Ms. Nguyen Ha Ngoc Diep	Member	21/4/2018	0/2	0%	Assigned from 21 st April, 2018

2. Supervision by the BOD over the Board of Management (BOM):

The BOD checked and supervised management activities of the BOM:

- Coordinating with the BOM to implement 2018 plan in accordance with resolutions of AGM for the fiscal year 2017 and resolutions of the BOD.
- The BOD always updated company's operations through direct reports and quarterly meetings...
- The BOD strictly and closely supervised activities of Managing Director to ensure effective management and production organization.

3. Activities of the BOD's committees

- Human resources and benefits committee
- Investment and development committee
- Finance and business production committee
- Investor relations committee

4. Resolutions of the Board of Directors

No.	Resolution No.	Date (dd/mm/yyyy)	Contents
1	1-18/NQ- ĐT	27/01/2018	<ul style="list-style-type: none"> - Reporting on manufacturing and trading performances in 2017 and business plan for 2018; - Ms. Nguyen Thi Huong Huyen resigned a member of the Supervisory Board in term of 2015-2019 from 27th January, 2018. - Mr. Le Hong Thang was reappointed at the position of Managing Director in term of 5 years (2018-2023).
2	2-18/NQ- ĐT	14/04/2018	<ul style="list-style-type: none"> - Reporting on manufacturing and trading performances in Q1/2018 and business plan for Q2/2018; - The Board of Directors will submit to the AGM contents as follows: <ul style="list-style-type: none"> a) Employee Stock Option Plan (ESOP); b) The total 2017 dividend rate of 70%, in which: <ul style="list-style-type: none"> - In August 2017 and December 2017, the company paid 2017 advanced dividend with the rate of 40% by cash for two times (4.000 VND per share). - For the 30% remaining 2017 dividend, the percentage is as follows: <ul style="list-style-type: none"> ▪ 20% of cash dividend (2.000 VND per share). ▪ 10% of stock dividend (shareholders are entitled to receive 10 new shares for every 100 shares they own). ▪ Payment time: after the AGM for the fiscal year 2017 approves. c) List of members of the BOD in term of 2015-2019: <ul style="list-style-type: none"> ▪ Ms. Nguyen Ha Ngoc Diep - CFO of GDT d) List of members of Supervisory Board members in term of 2015-2019: <ul style="list-style-type: none"> ▪ Ms. Bui Tuong Anh – CFO of Red Wok JSC. ▪ Ms. Truong Thi Binh – Former Sales Director of GDT

III. SUPERVISORY BOARD

1. Information about members of Supervisory Board:

No.	Members of Supervisory Board	Position	Day becoming member of the Supervisory Board	Number of attendance	Percent -age	Reasons for absence
1	Mr. Nguyen Viet Anh	Head of Supervisory Board	22/04/2017	2/2	100%	
2	Mr. Tran Ngoc Hung	Member	25/04/2015	2/2	100%	
3	Ms. Bui Tuong Anh	Member	21/04/2018	0/2	0%	Assigned from 21 st April 2018
4	Ms. Truong Thi Binh	Member	21/04/2018	0/2	0%	Assigned from 21 st April 2018

2. Surveillance activities of the Supervisory Board toward the Board of Directors, Board of Management and shareholders

- Checking and supervising so that the company operates in accordance with Law on Enterprises, the company's charter and the resolution of AGM of Shareholders for the fiscal year 2017.
- At the BOD's meetings, members of the Supervisory Board participated and contributed ideas to company's activities related to implementation of the business plan.
- For shareholders: The Supervisory Board has not received any complaints from shareholders or group of shareholders.

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

The Board of Directors, Board of Management and other departments have coordinated and facilitated the Supervisory Board in following matters:

- Collecting information and documents related to production and business activities;
- Inspecting and supervising all business activities of the company;
- Contributing ideas and suggestions to the Board of Directors, Board of Management, Accounting Department regarding to accounting works, financial statement....

4. Other activities of the Supervisory Board (if any): *None*

IV. TRAINING ON CORPORATE GOVERNANCE

Training courses on corporate governance which members of the BOD, members of the Supervisory Board, Managing Director, other managers and company secretary was involved in accordance with regulations on corporate governance: *None*

V. LIST OF AFFILIATED PERSONS OF THE LISTING COMPANY AS SPECIFIED IN CLAUSE 34, ARTICLE 6 OF THE SECURITIES LAW AND TRANSACTIONS OF AFFILIATED PERSONS OF THE COMPANY WITH THE COMPANY

1. List of affiliated persons of the Company

No	Name of individual	Securities trading account (if any)	Position at the company (if any)	ID Card No	Date of issue	Place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons
A. BOARD OF DIRECORS										
I	LE HAI LIEU		Chair woman					25/4/15		
<i>List of affiliated persons of Ms. Le Hai Lieu</i>										
1	Ha Thi Hue									Mother
2	Nguyen Le Vy									Child
3	Le Nhu Ai									Husband
4	Le Nhu Vu		Member					23/4/16		Child

No	Name of individual	Securities trading account (if any)	Position at the company (if any)	ID Card No	Date of issue	Place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons
5	Le Hong Thang		Vice Chairman							Brother
6	Nguyen Thi Phuong Lan									Sister in law
7	Le Hong Thanh		Member							Brother
8	Hoang Thi Lam Dung									Sister in law
9	Le Thi Hai Lai									Sister
10	Pham Anh Huan									Brother in law
11	Le Tan Loi									Sister
12	Ho Pham Huy Anh									Brother in law
13	Le Phuoc Lanh									Sister
14	Ho Trong Phuong									Brother in law
15	Le Trong Nhan									Brother
16	Huynh Thi Thanh									Sister in law
17	Le Hai Ly									Sister
18	Le Thu Cuc									Sister
19	Le Thu Van									Sister
II	LE HONG THANG		Vice Chairman					25/4/15		

List of affiliated persons of Mr. Le Hong Thang

1	Ha Thi Hue									Mother
2	Le Nguyen Minh Quan									Child
3	Le Nguyen Minh Nhi									Child
4	Nguyen Thi Phuong Lan									Wife
5	Le Hai Lieu		Chair woman							Sister
6	Le Nhu Ai									Brother in law
7	Le Hong Thanh		Member							Brother
8	Hoang Thi Lam Dung									Sister in law
9	Le Thi Hai Lai									Sister
10	Pham Anh Huan									Brother in law
11	Le Tan Loi									Sister
12	Ho Pham Huy Anh									Brother in law
13	Le Phuoc Lanh									Sister
14	Ho Trong Phuong									Brother in law
15	Le Trong Nhan									Brother
16	Huynh Thi Thanh									Sister in law

No	Name of individual	Securities trading account (if any)	Position at the company (if any)	ID Card No	Date of issue	Place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons
17	Le Hai Ly									Sister
18	Le Thu Cuc									Sister
19	Le Thu Van									Sister
III	LE HONG THANH		Member					25/4/15		

List of affiliated persons of Mr. Le Hong Thanh

1	Ha Thi Hue									Mother
2	Hoang Thi Lam Dung									Wife
3	Le Hoang Dat									Child
4	Le Hoang Phuc									Child
5	Le Hai Lieu		Chair woman							Sister
6	Le Nhu Ai									Brother in law
7	Le Hong Thang		Vice Chairman							Brother
8	Nguyen Thi Phuong Lan									Sister in law
9	Le Thi Hai Lai									Sister
10	Pham Anh Huan									Brother in law
11	Le Tan Loi									Sister
12	Ho Pham Huy Anh									Brother in law
13	Le Phuoc Lanh									Sister
14	Ho Trong Phuong									Brother in law
15	Le Trong Nhan									Brother
16	Huynh Thi Thanh									Sister in law
17	Le Hai Ly									Sister
18	Le Thu Cuc									Sister
19	Le Thu Van									Sister
IV	LE NHU VU		Member					23/4/16		

List of affiliated persons of Mr. Le Nhu Vu

1	Nguyen Thi Thanh Huong									Wife
2	Le Nhu Ai									Father
3	Le Hai Lieu		Chair woman							Mother
4	Nguyen Le Vy									Sister

No	Name of individual	Securities trading account (if any)	Position at the company (if any)	ID Card No	Date of issue	Place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons
V	TRAN XUAN NAM		Member					25/4/15		

List of affiliated persons of Mr. Tran Xuan Nam

1	Le Thi Phuong Thao									Wife
2	Tran Quang Tri									Child
3	Tran Quang Minh									Child
4	Ton Nu Thi Kinh									Mother
5	Tran Thi Bich									Sister
6	Tran Thi Thanh Ha									Sister
7	Tran Xuan Vinh									Brother
8	Tran Xuan Nhi									Brother
9	Tran Xuan Long									Brother
10	Tran Thi Kim Ha									Sister
11	Tran Xuan Hai									Brother
12	Tran Thi Minh Tam									Sister
13	Tran Xuan Quang									Brother
VI	TRUONG THI DIEU LE		Member					23/4/16		

List of affiliated persons of Ms. Truong Thi Dieu Le

1	Hoang Anh Tuan									Husband
2	Hoang Anh Quan									Child
3	Hoang Anh Khoi									Child
4	Nguyen Thi Hien									Mother
5	Truong Thi Dieu Linh									Sister
VII	NGUYEN HA NGOC DIEP		Member					21/4/18		

List of affiliated persons of Ms. Nguyen Ha Ngoc Diep

1	Tran Ngoc Dien									Husband
2	Tran Ngoc Phuong Thanh									Child
3	Tran Ngoc Phuong Uyen									Child
4	Tran Ngoc Quyen									Child
5	Nguyen Van Quunh									Father
6	Ha Thi Ngoc Huong									Mother
7	Nguyen Van Toan									Brother

B. SUPERVISORY BOARD

I	NGUYEN VIET ANH		Head of Supervisory Board					22/4/17		
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List of affiliated persons of Mr. Nguyen Viet Anh

1	Nguyen Tan Huynh									Father
2	Nguyen Ngoc Duyen									Mother
3	Nguyen Dieu Quyen									Sister

No	Name of individual	Securities trading account (if any)	Position at the company (if any)	ID Card No	Date of issue	Place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons
II	TRAN NGOC HUNG		Member					25/4/15		
<i>List of affiliated persons of Mr. Tran Ngoc Hung</i>										
1	Nguyen Duong Hoang My Anh									Wife
2	Tran Trung Nghi									Child
3	Tran Phuong Nghi									Child
4	Tran Thi Ngoc Hanh									Sister
5	Tran Ngoc Hai									Brother
6	Tran Ngoc Can									Father
7	Vo Thi Xuan Phuong									Mother
8	Tran Thi Ngoc Ha									Sister
9	Tran Thi Ngoc Huyen									Sister
10	Tran Thi Quynh Dao									Sister
III	BUI TUONG ANH		Member					21/4/18		
IV	TRUONG THI BINH		Member					21/4/18		
<i>List of affiliated persons of Ms. Truong Thi Binh</i>										
1	Nguyen Van My									Husband
2	Nguyen Truong Minh Nhat									Child
3	Nguyen Truong Anh Quoc									Child
4	Truong Van Quyet									Brother
5	Truong Thi Tam									Sister
6	Truong Thi Loi									Sister
7	Truong Van Hoa									Brother
8	Truong Van Thong									Brother
9	Truong Thi Nhat									Sister
C. BOARD OF MANAGEMENT										
I	LE HONG THANG		Managing Director				(please refer to A.II)			
II	LE HONG THANH		Vice Managing Director				(please refer to A.III)			
III	NGUYEN HA NGOC DIEP		CFO				(please refer to A.VII)			
IV	NGUYEN THI THANH HUYEN		HR Manager							
<i>List of affiliated persons of Ms. Nguyen Thi Thanh Huyen</i>										
1	Nguyen Duc Tinh		Plan Director in trial period							Husband
2	Nguyen Van Khanh									Child
3	Nguyen Khanh Linh									Child
4	Nguyen Van Truyen									Father
5	Tran Thi Xuyen									Mother

No	Name of individual	Securities trading account (if any)	Position at the company (if any)	ID Card No	Date of issue	Place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons
V	BUI PHUONG THAO		Chief Accountant							
<i>List of affiliated persons of Ms. Bui Phuong Thao</i>										
1	Bui Duc Dung									Father
2	Mai Hoai Thu									Mother
3	Dao Hung Cuong									Husband
4	Dao Nguyen Pho									Child
5	Dao Nguyen Khanh									Child
6	Bui Ngoc Thuy									Sister
7	Bui Thuy Minh									Sister
8	Bui Quang Thien									Brother
VI	CHE DONG KHANH		Deputy Production Director							
<i>List of affiliated persons of Mr. Che Dong Khanh</i>										
1	Le Thi Kim Hoa									Wife
2	Che Anh Kiet									Child
3	Che Kim Ngoc									Child
4	Che Van Xung									Father
5	Vo Thi Ngoc Suong									Mother
VII	NGUYEN VAN DUC		Deputy Technical Director							
<i>List of affiliated persons of Mr. Nguyen Van Duc</i>										
1	Nguyen Thi Hai									Wife
2	Nguyen Phuong Lan									Child
3	Nguyen Phuong Thao									Child
4	Nguyen Truong Giang									Child
5	Nguyen Phuong Diem Chi									Child

2. Transactions between the company and the affiliated persons or between the company and major shareholders, internal persons and related person of internal person: *None*
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 the BOD, members of the Supervisory Board, Managing Director has been a founding member or members of Board of Directors, Managing Director in three (03) years (calculated at the time of reporting): *None*
 - 4.2 Transactions between the company and the company that related person of members of the BOD, members of the Supervisory Board, Managing Director as a member of Board of Directors, Managing Director: *None*
 - 4.3 Other transactions of the company (if any) may be beneficial material or immaterial for members of the BOD, members of the Supervisory Board, Managing Director: *None*

VI. TRANSACTIONS OF INTERNAL PERSONS AND RELATED PERSON OF INTERNAL PERSON

1. List of internal persons and their affiliated persons: Based on the shareholders' list of GDT dated on 15th June, 2018

No	Name of individual	Securities trading account (if any)	Position at the company (if any)	ID Card No	Address	Number of shares owned at the end of period	Percentage of share ownership at the end of period	Note
A. BOARD OF DIRECTORS								
I	LE HAI LIEU		Chair woman			259,847	1.58%	
<i>List of affiliated persons of Ms. Le Hai Lieu</i>								
1	Ha Thi Hue					4,831,621	29.47%	Mother
2	Nguyen Le Vy					290,400	1.77%	Child
3	Le Nhu Ai					346,500	2.11%	Husband
4	Le Nhu Vu		Member			290,521	1.77%	Child
5	Le Hong Thang		Vice Chairman			472,670	2.88%	Brother
6	Nguyen Thi Phuong Lan					49,368	0.30%	Sister in law
7	Le Hong Thanh		Member			8,140	0.05%	Sister
8	Le Thi Hai Lai					100,320	0.61%	Sister
9	Pham Anh Huan					43,520	0.27%	Brother in law
10	Le Tan Loi					239,580	1.46%	Sister
11	Ho Pham Huy Anh					43,560	0.27%	Brother in law
12	Le Phuoc Lanh					311,632	1.90%	Sister
13	Ho Trong Phuong					40,656	0.25%	Brother in law
14	Le Trong Nhan					41,382	0.25%	Brother
15	Huynh Thi Thanh					154,840	0.94%	Sister in law
16	Le Hai Ly					101,640	0.62%	Sister
17	Le Thu Cuc					101,640	0.62%	Sister
18	Le Thu Van					101,640	0.62%	Sister
II	LE HONG THANG		Vice Chairman			472,670	2.88%	
<i>List of affiliated persons of Mr. Le Hong Thang</i>								
1	Ha Thi Hue					4,831,621	29.47%	Mother
2	Nguyen Thi Phuong Lan					49,368	0.30%	Wife
3	Le Hai Lieu		Chair woman			259,847	1.58%	Sister
4	Le Nhu Ai					346,500	2.11%	Brother in law
5	Le Hong Thanh		Member			8,140	0.05%	Brother
6	Le Thi Hai Lai					100,320	0.61%	Sister
7	Pham Anh Huan					43,520	0.27%	Brother in law
8	Le Tan Loi					239,580	1.46%	Sister
9	Ho Pham Huy Anh					43,560	0.27%	Brother in law
10	Le Phuoc Lanh					311,632	1.90%	Sister
11	Ho Trong Phuong					40,656	0.25%	Brother in law
12	Le Trong Nhan					41,382	0.25%	Brother
13	Huynh Thi Thanh					154,840	0.94%	Sister in law
14	Le Hai Ly					101,640	0.62%	Sister
15	Le Thu Cuc					101,640	0.62%	Sister
16	Le Thu Van					101,640	0.62%	Sister

No	Name of individual	Securities trading account (if any)	Position at the company (if any)	ID Card No	Address	Number of shares owned at the end of period	Percentage of share ownership at the end of period	Note
III	LE HONG THANH		Member			8,140	0,05%	
<i>List of affiliated persons of Mr. Le Hong Thanh</i>								
1	Ha Thi Hue					4,831,621	29.47%	Mother
2	Le Hai Lieu		Chair woman			259,847	1.58%	Sister
3	Le Nhu Ai					346,500	2.11%	Brother in law
4	Le Hong Thang		Vice Chairman			472,670	2.88%	Brother
5	Nguyen Thi Phuong Lan					49,368	0.30%	Sister in law
6	Le Thi Hai Lai					100,320	0.61%	Sister
7	Pham Anh Huan					43,520	0.27%	Brother in law
8	Le Tan Loi					239,580	1.46%	Sister
9	Ho Pham Huy Anh					43,560	0.27%	Brother in law
10	Le Phuoc Lanh					311,632	1.90%	Sister
11	Ho Trong Phuong					40,656	0.25%	Brother in law
12	Le Trong Nhan					41,382	0.25%	Brother
13	Huynh Thi Thanh					154,840	0.94%	Sister in law
14	Le Hai Ly					101,640	0.62%	Sister
15	Le Thu Cuc					101,640	0.62%	Sister
16	Le Thu Van					101,640	0.62%	Sister
IV	LE NHU VU					290,521	1.77%	
<i>List of affiliated persons of Mr. Le Nhu Vu</i>								
1	Le Nhu Ai					346,500	2.11%	Father
2	Le Hai Lieu		Chair woman			259,847	1.58%	Mother
3	Nguyen Le Vy					290,400	1.77%	Sister
V	TRAN XUAN NAM		Member			11,660	0.07%	
VI	TRUONG THI DIEU LE		Member			2,750	0.02%	
VII	NGUYEN HA NGOC DIEP		Member			731,942	4.46%	
B. SUPERVISORY BOARD								
I	NGUYEN VIET ANH	093C118888	Head of Supervisory Board			3,520	0.02%	
II	TRAN NGOC HUNG	068C000006	Member			7,590	0.05%	
III	TRUONG THI BINH		Member			18,432	0.11%	

No	Name of individual	Securities trading account (if any)	Position at the company (if any)	ID Card No	Address	Number of shares owned at the end of period	Percentage of share ownership at the end of period	Note
C. BOARD OF MANAGEMENT								
I	LE HONG THANG		Managing Director		(please refer to A.II)			
II	LE HONG THANH		Vice Managing Director		(please refer to A.III)			
III	NGUYEN HA NGOC DIEP		CFO		(please refer to A.VII)			
III	NGUYEN THI THANH HUYEN		HR Director			31,452	0.19%	
<i>List of affiliated persons of Ms. Nguyen Thi Thanh Huyen</i>								
1	Nguyen Duc Tinh		Plan Director in trial period			31,863	0.19%	Husband
IV	BUI PHUONG THAO		Chief Accountant			8,140	0.05%	
V	CHE DONG KHANH		Deputy Production Director			10,560	0.06%	
VI	NGUYEN VAN DUC		Deputy Technical Director			10,670	0.07%	

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...)
			Number of shares	Percentage	Number of shares	Percentage	
1	Bui Phuong Thao	Chief Accountant	10,000	0.06%	8,140	0.05%	Sale
2	Ha Thi Hue	Mother of Vice Chairman cum Managing Director	3,247,992	21.78%	4,831,621	29.47%	Receiving transfer
3	Le Hong Thang	Vice Chairman cum Managing Director	1,089,700	7.31%	472,670	2.88%	Transferring to Ms.Hue
4	Le Hong Thanh	Vice Managing Director	396,791	2.66%	8,140	0.05%	Transferring to Ms.Hue
5	Hoang Thi Lam Dung	Wife of Vice Managing Director	11,220	0.08%	0	0%	Sale

VII. OTHER SIGNIFICANT ISSUES: None

Recipient:

- SSC, HSX;
- Archive: Secretary.



LE HAI LIEU