
Number: 03/2015/BC-HĐQT/F.I.T

Hanoi, 22 July 2015

REPORT OF CORPORATE GOVERNANCE

(The first 6 months of 2015)

Dear:

- The State Securities Commission of Vietnam
- Hanoi Stock Exchange

- Name of the public company: **F.I.T INVESTMENT JOINT STOCK
COMPANY**

- Head office address: Floor 16, Center Building, Hapulico Complex, 1
Nguyen Huy Tuong, Thanh Xuan, Hanoi

- Tel: (84-4) 7309 4688

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- Chartered capital: VND 1,792,124,770,000

- Share sticker: FIT

I. ACTIVITIES OF THE EXCO (The first half of 2015)

1. 2013-2018 EXCO meetings

No	Board members	Title	Number of meeting attended	Proportion	Reasons for not attending
1	Mr. PhanTrung Phuong	Chairman	25	100%	
2	Ms. Nguyen Thi Minh Nguyet	Vice-Chairman	25	100%	
3	Mr. Nguyen Van Sang	Member	19	100%	Appointed from 28 February 2015
4	Mr. Phan Minh Sang	Member	1	4,00%	On business trips
5	Mr. Ngo Anh Son	Member	19	100%	Appointed

					from 28 February 2015
6	Mr. Pham Cong Sinh	Member	25	100%	
7	Mrs. Bui Thanh Huong	Member	24	95,83%	On business trip

2. EXCO's supervisory activities over the BOD

The EXCO keeps regularly monitoring the activities of BOD and other executive management work, coordinating with the Inspection Board to check the followings:

- Implementing the targets planned by the General Shareholders Meeting and the EXCO;
- The contents for implementing the Resolution passed by the General Shareholders Meeting and the EXCO, and the Decisions passed by the EXCO on the implementing progress and measures;
- Implementation of reporting regime, periodic and extraordinary information disclosure to the State Securities Commission of Vietnam, HNX, HSX and Vietnam Securities Depository Center regarding the contents required for information disclosure (2015 Annual General Meeting, etc.)
- In relation with shareholders: the EXCO keeps shareholders promptly updated of information, activities...via media, company public website, information disclosure...

3. Activities of EXCO sub-committees

On behalf of the Board, Investment Committee evaluates and approves the company's investment portfolio

II. The EXCO Resolutions/Decisions (half year report/ full year):

No	Resolution/ Decision Number	Date	Content
1	01/2015/NQ-HĐQT/F.I.T	14 January 2015	Resolution approving the result of share issuance in 2014 for dividend payment in advance and rounding fracture shares
2	02/2015/NQ-HĐQT/F.I.T	15 January 2015	Resolution on 2015 orientation and business plan
3	03/2015/NQ-HĐQT/F.I.T	20 January 2015	Decision on changing of business registration
4	04/2015/NQ-HĐQT/F.I.T	27 January 2015	Decision of selecting Fit's representative for the capital contribution to DLG
5	05/2015/NQ-HĐQT/F.I.T	4 February 2015	Resolution on handling unsold shares and fracture shares in the new issuance
6	06/2015/NQ-HĐQT/F.I.T	27 February	Decision on changing of business registration

		2015	– chartered capital increase : 89,212,488 shares
7	07/2015/NQ-HĐQT/F.I.T	2 March 2015	Resolution on approving registration documents offering shares to the public
8	08/2015/NQ-HĐQT/F.I.T	2 March 2015	Resolution on signing up blocked accounts at banks
9	09/2015/NQ-HĐQT/F.I.T	2 March 2015	Resolution on approving some contents on deploying the stage 1 of shares offer in the new issuance according to the 2015 Annual General Meeting’s Resolution
in10	10/2015/NQ-HĐQT/F.I.T	20 March 2015	Resolution on the Chief Accountant appointment
11	11/2015/NQ-HĐQT/F.I.T	20 March 2015	Decision on the Chef Accountant appointment
12	12/2015/NQ-HĐQT/F.I.T	17 April 2015	Resolution on approving manner, volume, date and DCL share price on negotiated transaction.
13	13/2015/NQ-HĐQT/F.I.T	6 May 2015	Resolution on approving manner, volume, date and DCL share price on negotiated transaction.
14	14/2015/NQ-HĐQT/F.I.T	6 May 2015	Resolution on discussion result about receiving credit from Vietnam Prosperity Bank - VP Bank
15	15/2015/NQ-HĐQT/F.I.T	9 May 2015	Resolution on discussion result about receiving credit from Vietnam Prosperity Bank - VP Bank
16	16/2015/NQ-HĐQT/F.I.T	20 May 2015	Resolution on handling unsold shares in the new issuance to the existing shareholders
17	17/2015/NQ-HĐQT/F.I.T	2 June 2015	Resolution on approving amendments in the Company Charter
18	18/2015/NQ-HĐQT/F.I.T	3 June 2015	Resolution on deploying of share issuance for the Company Employees
19	19/2015/NQ-HĐQT/F.I.T	3 June 2015	Resolution on approving list of employees entitled to buy shares as by ESOP
20	20/2015/NQ-HĐQT/F.I.T	15 June 2015	Decision on changing the chartered capital in business registration – VND 1,784,249,760,000
21	21/2015/NQ-HĐQT/F.I.T	7 July 2015	Resolution on the issuance of convertible bond in 2015
22	22/2015/NQ-HĐQT/F.I.T	7 July 2015	Resolution on approving the list of strategic partners entitled to buy convertible bond in 2015
23	23/2015/NQ-HĐQT/F.I.T	10 July 2015	Decision on changing the chartered capital in business registration – VND 1,792,124,770,000

24	24/2015/NQ-HĐQT/F.I.T	10 July 2015	Decision on conducting amended Corporate Governance Code
25	25/2015/NQ-HĐQT/F.I.T	10 July 2015	Resolution on approving the registration of FIT shares on Ho Chi Minh Stock Exchange

III. The changes in the list of the Company-connected parties under the provisions at Clause 34 Article 6 of the Securities Law (half year report/year): None

IV. INTERNAL SHAREHOLDERS AND CONNECTED PARTIES TRANSACTIONS

(Half year report/year):

1. The list of internal shareholders and related parties

No	Organisation/Individual name	Securities-trading account (if any)	Company position (if any)	ID/Business Registration number	Issued date	Issued place	Address	Closing-term shareholding	Closing term shareholding in percentage	Note
I	Phan Trung Phuong		CEO	012928626	12 Jan2007	Hanoi	R1411, 18T2 Trung Hoa, Nhan	100,000	0.06%	

							Chinh, Hanoi			
1	Phan The Pha			1501162 31	3 Nov 2007	Thai Binh	Thuy Ninh, Thai Thuy, Thai Binh	0	0%	Father
2	Do Thi Nguyen			1500759 66	8 July 2010	Thai Binh	Thuy Ninh, Thai Thuy, Thai Binh	0	0%	Mother
3	Pham Thi Nhung			B555438 1	10 Nov201 1	The Immig ration Depart ment	R1411, 18T2 Trung Hoa, Nhan Chinh, Hanoi	0	0%	Spouse
4	Phan Hoang Tung						R1411, 18T2 Trung Hoa, Nhan Chinh, Hanoi	0	0%	Son
5	Phan An Ha						R1411, 18T2 Trung Hoa, Nhan Chinh, Hanoi	0	0%	Daught er
6	Phan Thi Hien			1508995 72	7 June 1984	Thai Binh	Thuy Ninh, Thai Thuy, Thai Binh	0	0%	Sibling
7	Phan Thi Hoa			1508995 72	7 June 1984	Thai Binh		0	0%	Sibling
8	Phan Thi Thu Hang			0403859 48	14 Sep200 7	Dien Bien	Keo Lom commune, Dien Bien district, Dien Bien province	0	0%	Sibling
9	Phan Trung Duong	030C- 993326		0132063 44	9 June 2009	Hanoi	No. 7 Alley 27, Van Bao, Ba Dinh, Hanoi	0	0%	Sibling
10	Techno - Agricultural	009C0749 79		1800518 314	11 June 2015	Can Tho Planni	1D Pham Ngu Lao, Ninh Kieu	0	0%	EXCO membe r

	Supplying Joint Stock Company					ng and Investment Department	district, Can Tho city			
11	Education Cartography and Illustration JSC	005C-032710		0102137109	3 rd time: 15 June 2011	Hanoi Planning and Investment Department	45 Hang Chuoi, Hai Ba Trung district, Hanoi city	0	0%	EXCO member
II	Nguyen Thi Minh Nguyet		Vice Chairman cum the General Director	011490956	26 February 2007	Hanoi	R505, Block 21, Lang Ha, Dong Da, Hanoi	100,000	0.06%	
1	Hoang Van Hoa			010066908	21 September 2009	Hanoi	P505 nhà 21 Láng Hạ, Đống Đa, Hà Nội	0	0%	Spouse
2	Hoang Minh Tam			013423547	23 June 2011	Hanoi	P505 nhà 21 Láng Hạ, Đống Đa, Hà Nội	0	0%	Son
3	Hoang Hanh Minh						P505 nhà 21 Láng Hạ, Đống Đa, Hà Nội	0	0%	Daughter
4	Nguyen Van Chap			04204200002	1 February 2013	Administration of social order Department	Block 10, Tuong Mai, Hoang Mai, Hanoi	0	0%	Father
5	Nguyen Thi Thu Nga	005C002859		001172000159	14 January 2013	Administration of social order Department	29 Alley 279, Giang Vo, Dong Da, Hanoi	0	0%	Sibling

6	Nguyen Xuan Hoang	005C322288		011719120	28 September 2011	Hanoi	Block 10, Tuong Mai, Hoang Mai, Hanoi	0	0%	Sibling
7	Nguyen Duy Thanh			001084000300	21 February 2013	Administration of social order Department	Block 10, Tuong Mai, Hoang Mai, Hanoi	0	0%	Sibling
8	Techno - Agricultural Supplying Joint Stock Company	009C074979		1800518314	11 June 2015	Can Tho Planning and Investment Department	1D Pham Ngu Lao, Ninh Kieu district, Can Tho city	0	0%	EXCO member
III	Nguyen Van Sang			033075000082	12 September 2014	Administration of registration, residence and national data on resident Department	C26-BT6, Hoai Thanh, My Dinh Urban II Complex, Nam Tu Liem district, Hanoi city	200,000	0.11%	
1	Nguyen Van Xuan			145463155	6 June 2007	Hung Yen	Block 8, Dinh Du commune, Van Lam district, Hung Yen province	0	0%	Father
2	Tran Thi Tien			145463156	2 June 2007	Hung Yen	Block 8, Dinh Du commune, Van Lam district,	0	0%	Mother

							Hung Yen province			
3	Nguyen Van Ba			013244304	25 November 2009	Hanoi	R1104, Block B2, My Dinh I, Tu Liem, Hanoi	0	0%	Sibling
4	Nguyen Ngoc Bich			145187416	10 May 2011	Hung Yen	Block 8, Dinh Du commune, Van Lam district, Hung Yen province	0	0%	Sibling
5	Ninh Thanh Xuan			012733828	12 November 2004	Hanoi	C26-BT6, Hoai Thanh, My Dinh Urban II Complex, Nam Tu Liem district, Hanoi city	0	0%	Spouse
6	Nguyen Ninh Dung						C26-BT6, Hoai Thanh, My Dinh Urban II Complex, Nam Tu Liem district, Hanoi city	0	0%	Son
7	Nguyen Ngoc Mai						C26-BT6, Hoai Thanh, My Dinh Urban II Complex, Nam Tu Liem district, Hanoi city	0	0%	Daughter
IV	Ngo Anh Son			001073003343	6 January	Administratio	Group 3, Doan Ket	0	0%	

					2015	n of registration, residence and national data on resident Department	area, Nhan Chinh ward, Thanh Xuan district, Hanoi city			
1	Ngo Van Loi			010033303	2 May 2013	Hanoi		0	0%	Father
2	Dao Thi Phieu			010033449	22 February 2001	Hanoi		0	0%	Mother
3	Nguyen Thi Bich Ha			011575394	19 January 2000	Hanoi	19, alley 144/8, lane 144, Quan Nhan, Nhan Chinh ward, Thanh Xuan district, Hanoi city	0	0%	Spouse
4	Ngo Minh Chau						19, alley 144/8, lane 144, Quan Nhan, Nhan Chinh ward, Thanh Xuan district, Hanoi city	0	0%	
5	Ngo Nguyen Khoi						19, alley 144/8, lane 144, Quan Nhan, Nhan	0	0%	

							Chinh ward, Thanh Xuan district, Hanoi city			
6	Ngo Anh Tuan			011785193	21 September 2006	Hanoi		0	0%	
7	Ngo Thi Thu Phuc			012029508	15 December 2005	Hanoi		0	0%	
V	Phan Minh Sang			012750482	13 January 2005	Hanoi	R4, Floor 2, Ciputra Complex, Xuan Dinh commune, Tu Liem, Hanoi	0	0%	
1	Phan Minh Son							0	0%	Father (died)
2	Luong Thi Sen			15025993	15 May 2006	Thai Binh		0	0%	Mother
3	Tran Thi Lan Huong			012015363	25 December 2000	Hanoi	R4, Floor 2, Ciputra Complex, Xuan Dinh commune, Tu Liem, Hanoi	0	0%	Spouse
4	Phan Ha Chi						R4, Floor 2, Ciputra Complex, Xuan Dinh commune, Tu Liem, Hanoi	0	0%	Daughter
5	Phan Tran Minh Khoi						R4, Floor 2, Ciputra Complex, Xuan Dinh commune,	0	0%	Son

							Tu Liem, Hanoi			
6	Phan Thi Lan			012906459	2 July 2009	Hanoi		0	0%	Sibling
7	Phan Thi Soa			151372119	13 March 2014	Thai Binh Police Department		0	0%	Sibling
8	Techno-Agricultural Supplying JSC			1800518314	11 June 2015	Can Tho Planning and Investment Department		0	0%	EXCO member cum the General Director
VI	Pham Cong Sinh		EXCO member	013005208	28 August 2007	Hanoi	39, Group 9, Mai Dong ward, Hoang Mai, Hanoi	0	0%	
1	Le Thi Huong			012987412	12 July 2007	Hanoi	39, Group 9, Mai Dong ward, Hoang Mai, Hanoi	0	0%	Spouse
2	Pham Minh Anh						39, Group 9, Mai Dong ward, Hoang Mai, Hanoi	0	0%	Son
3	Pham Cong Son						39, Group 9, Mai Dong ward, Hoang Mai, Hanoi	0	0%	Son
4	Pham Cong Lat			151690899	22 August 2011	Thai Binh	Hung Quan, Trong Quan, Dong	0	0%	Father

							Hung, Thai Binh			
5	Nguyen Thi Tinh			150666003	29 September 2011	Thai Binh	Hung Quan, Trong Quan, Dong Hung, Thai Binh	0	0%	Mother
6	Pham Thi Lan			151654506	21 May 2003	Thai Binh	Hung Quan, Trong Quan, Dong Hung, Thai Binh	0	0%	Sibling
7	Pham Thi Nhung			013272371	6 February 2010	Hanoi	4, Group 10 Mai Dong, Hoang Mai, Hanoi	0	0%	Sibling
8	Sao Nam Commercial Production and Service JSC			0104344157	1 st registration on 22 Dec 2009, 1 st change o 16 Apr 2010	Hanoi	10 Nguyen Chinh, Hoang Mai, Hanoi	0	0%	CEO
VI I	Bui Thanh Huong		EXCO member	011532410	29 January 2011	Hanoi	17/815 Hong Ha, Chuong Duong, Hoan Kiem, Hanoi	0	0%	Spouse
1	Nguyen Nhat Suong			013155088	4 February 2009	Hanoi	17/815 Hong Ha, Chuong Duong, Hoan Kiem,	0	0%	Daughter

							Hanoi			
2	Nguyen Nhat Anh						17/815 Hong Ha, Chuong Duong, Hoan Kiem, Hanoi	0	0%	Daughter
3	Nguyen Nhat Ha						17/815 Hong Ha, Chuong Duong, Hoan Kiem, Hanoi	0	0%	Daughter
4	Bui Thanh Tung							0	0%	Father (dead)
5	Nguyen Thi Thuan			011038109	22 July 2008	Hanoi	22 Ngo Si Lien, Dong Da, Hanoi	0	0%	Mother
6	Bui Thanh Bach			WG049233 Canadian	30 October 2010	Vancouver, Canada	6955 125a street 69 Avenue, Vancouver, Canada	0	0%	Sibling
7	Bui Thanh Tan			012045372	21 May 2009	Hanoi	22 Ngo Si Lien, Dong Da, Hanoi	0	0%	Sibling
8	Bui Thi Thanh Hang			010235329	5 October	Hanoi	22 Ngo Si Lien, Dong Da, Hanoi	0	0%	Sibling
9	Bui Thi Thanh Huyen			010235328	12 February	Hanoi	22 Ngo Si Lien, Dong Da, Hanoi	0	0%	Sibling
10	Thang Long- Hanoi Commercial Ltd.			0101352093	1 st registration on 3 Apr 2003, 8 th change on 12 Dec	Hanoi Planning and Investment Department	7/873 Hong Ha, Hoan Kiem, Hanoi	0	0%	Deputy Director

					2011					
VI II	Ninh Viet Tien		Head of the Inspection Committee	012564465	16 December 2002	Hanoi	R801 – An Lac Block – 38 Hoang Ngan - Hanoi	0	0%	
1	Nguyen Le Thu			011639003	2 April 2003	Hanoi	R801 – An Lac Block – 38 Hoang Ngan - Hanoi	0	0%	Spouse
2	Ninh Viet Hoang						R801 – An Lac Block – 38 Hoang Ngan - Hanoi	0	0%	Son
3	Ninh Hoang Vy						R801 – An Lac Block – 38 Hoang Ngan - Hanoi	0	0%	Daughter
4	Ninh Viet Thai			013112706	15 August 2008	Hanoi	R1108, C4, My Dinh 1, Tu Liem, Hanoi	0	0%	Father
5	Pham Thi Chat			162898065	2 March 2012	Nam Dinh	R1108, C4, My Dinh 1, Tu Liem, Hanoi	0	0%	Mother
6	Ninh Viet Doan			162898065	2 March 2012	Hanoi	29/93 Quang Trung, Nam Dinh	0	0%	Sibling
7	Ninh Thanh Xuan			012733828	12 November 2004	Hanoi	C26-BT6, Hoai Thanh, My Dinh II, Tu Liem, Hanoi	0	0%	Sibling
8	Ninh Thi Phuong			013136448	20 December 2008	Hanoi	R806, 11-floor complex, Cau Dien, Tu Liem,	0	0%	Sibling

							Hanoi			
IX	Luu Duc Quang		Inspection Committee member	011668254	22 March 2007	Hanoi	Nhan My, My Dinh, Tu Liem, Hanoi	0	0%	
1	Nguyen Thi Sam						Nhan My, My Dinh, Tu Liem, Hanoi	0	0%	Mother
2	Ta Thi Mai Anh			012300774	23 February 2000	Hanoi	Nhan My, My Dinh, Tu Liem, Hanoi	0	0%	Spouse
3	Luu Thuy Anh						Nhan My, My Dinh, Tu Liem, Hanoi	0	0%	Daughter
4	Luu Thuy Minh						Nhan My, My Dinh, Tu Liem, Hanoi	0	0%	Daughter
X	Nguyen Thi Thanh Thuy		Inspection Committee member	012889931	7 July 2006	Hanoi	95A, Quarter 64, Linh Quang, Van Chuong ward, Dong Da ward, Hanoi	0	0%	
1	Nguyen Huu Khang						Cong Tien Block of Political University, Bac Ninh city	0	0%	Father
2	Nguyen Thi Thinh						Cong Tien Block of Political University, Bac Ninh city	0	0%	Mother
3	Nguyen Viet Khoa			125111426	4 February	Bac Ninh	Cong Tien Block of Political	0	0%	Sibling

					y 2009		University, Bac Ninh city			
4	Nguyen Thi Thu Thuy			0130164 95	26 October 2007	Hanoi	R1708, OCT1- DN1-X1 Bac Linh Dam, Dai Kim ward, Hanoi	0	0%	Sibling
5	Nguyen Thanh Tung			0118442 54	22 June 2006	Hanoi	324, lane 40, quarter 54 To Vinh Dien, Khuong Trung ward, Thanh Xuan, Hanoi	0	0%	Spouse
6	Nguyen Xuan Bach						324, lane 40, quarter 54 To Vinh Dien, Khuong Trung ward, Thanh Xuan, Hanoi	0	0%	Son
7	Nguyen Quang Minh						324, lane 40, quarter 54 To Vinh Dien, Khuong Trung ward, Thanh Xuan, Hanoi	0	0%	Son

2. Shares transaction:

No	The	Relation with	Number of	Number of	Reasons for
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	transaction executor	internal/major shareholders	shareholding at the beginning		shareholding at the ending		increase/decrease (purchase, sell, convert, reward...)
			Shares number	Percentage	Shares number	Percentage	
1	FIT Group	Related party with Mr. Nguyen Van Sang	12,428,937	13.93%	42,890,144	23.93%	Increase ownership percentage

3. Other transactions: (transactions of internal/major shareholders and related parties with the Company): None

V. Other notices (half year report/year)

On behalf of the EXCO

CEO