**HEV: Corporate Governance report (2014)**

**CORPORATE GOVERNANCE REPORT**

(2014)

Company: Higher Educational and Vocational Book JSC

Stock code: HEV

**I. BOD Activities**

- Meetings of the term II (2010 - 2014)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Directors of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Mr. Nguyen Van Tu | Chair of the Board | All | 100% | 0% |
| 2 | Ms. Ngo Thi Thanh Binh | Director | All | 100% | 0% |
| 3 | Mr. Tran Van Thang | Director | All | 100% | 0% |
| 4 | Mr. Le Quang Dung | Director | All | 100% | 0% |
| 5 | Mr. Tran Trong Tien | Director | All | 100% | 0% |

**II. Board Resolutions (2014)**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board Resolution No.** | **Date** | **Contents** |
| 01 | 38/ DH – DN | 11/02/2014 | - Dividend payment 2014 in advance and Annual General Meeting of shareholders 2014 |
| 2 | 46/DH - DN | 18/03/2014 | - Approve the activity of personnel for BOD, SB in term of 2014-2018  - Approve the programs of Annual General Meeting of Shareholders 2014 |
| 3 | 71/ĐH-DN | 21/04/2014 | - Approve titles in BOD in term of 2014 -2018  - Appoint titles in BOM, Chief Accountant in term of 2014 -2018  - Appoint titles in SB in term of 2014 - 2018 |
| 4 | 254/DH-DN | 18/12/2014 | Approve expected targets of business production in 2014 |

**III. Change in Directors of BOD:**

In the first six months in 2014, the Company has held Annual General Meeting of Shareholders 2014 and voted Directors for the term III (2014-2018), the detailed list as follows:

1. Mr. Nguyen Van Tu Chair of the Board
2. Ms. Ngo Thi Thanh Binh Director
3. Mr. Tran Van Thang Director
4. Mr. Le Quang Dung Director
5. Mr. Le Quang Dung Director

**IV. Transaction of PDRMs and connected persons:**

**+ On 15/04/2014** Principal: **YU JEN CHIEH** - owned 61,600 shares (accounting for 6.16%) sold 100 shares and bought 8,500 shares.

Number of shares after transaction: 70,000 shares (accounting for 7.00%).

**+ On 25/04/2014** Principal: **YU JEN CHIEH** - owned 70,000 shares (accounting for 7.00%) bought 11,000 shares.

Number of shares after transaction: 81,000 shares (accounting for 8.1%)

**+ On 15/05/2014** Principal: **YU JEN CHIEH** - owned 81,600 shares (accounting for 8.1%) sold 100 shares and bought 14,900 shares.

Number of shares after transaction: 95,900 shares (accounting for 9.59%)

**+ On 05/06/2014** Principal: **YU JEN CHIEH** - owned 95,900 shares (accounting for 9.59%) bought 4,100 shares.

Number of shares after transaction: 100,000 shares (accounting for 10.00%)

+ On **24/09/2014** Principal **America LLC** – owned 43,400 shares (accounting for 4.34%) bought 7,600 shares

Number of shares after transaction: 51,000 shares (accounting for 5.1%)

+ On **10/10/2014** Principal **America LLC** – owned 59,000 shares (accounting for 5.9%) bought 2,900 shares

Number of shares after transaction: 61,900 shares (accounting for 6.19%)

+ On **28/10/2014** Principal **America LLC** – owned 61,900 shares (accounting for 6.96%) bought 1,600 shares

Number of shares after transaction: 71,200 shares (accounting for 7.12%)

**List of PDMRs and connected persons**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of connected persons/institutions | Trading account (if any) | Position of PDMR at the company (if any) | Date to become connected persons/ institutions | Date no longer connected persons/ institutions | Number of shares | Reasons |
| 1 | Ngo Thi Thanh Binh | 044C00265 |  | 21/04/2014 |  | 7,000 |  |
| 2 | Le Quang Dung |  |  | 21/04/2014 |  | 2,243 |  |
| 3 | Tran Van Thang |  |  | 21/04/2014 |  | 3,500 |  |
| 4 | Nguyen Thi Thu Ha | 0001007669 |  | 21/04/2014 |  | 1,000 |  |
| 5 | Tran Trong Tien |  |  | 21/04/2014 |  | 3,000 |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | **Name of shareholder** | **Number of shares owned by State** | **Number of shares owned by strategic shareholders** | **Number of shares** | **Number of issued shares** |
| 1 | Vietnam Education publishing house | 217,000 | 0 | 0 | 1,000,000 |
| **Total** | | 217,000 | 0 | 0 | 1,000,000 |

**V. Other issues.**