**CTB: Corporate Governance report (2015)**

**CORPORATE GOVERNANCE REPORT**

**(2015)**

- Company: Hai Duong Pump Manufacturing Joint Stock Company

- Stock code: CTB

- Address: No. 37, Ho Chi Minh Avenue, Nguyen Trai Ward, Hai Duong City

- Tel.: 0320 3844 876 – 0320 3853 496

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- Email: info@hapuma.com

- Charter capital: VND 35,000,000,000

- Stock code: CTB

**I. BOD’s activities (2015)**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Member of BOD** | **Title** | **Attendance** | **Rate** | **Reason for not attending** |
| 1 | Mr. Nguyen Trong Tieu | Chairman | 03 | 100% |  |
| 2 | Mr. Pham Manh Ha | Director | 03 | 100% |  |
| 3 | Mr. Nguyen Trong Nam | Director | 03 | 100% |  |
| 4 | Mr. Pham Tuan Anh | Director | 03 | 100% |  |
| 5 | Mr. Nguyen Duc Cach | Director | 03 | 100% |  |
| 6 | Ms. Nguyen Thi Thanh Yen | Director | 03 | 100% |  |

**II. Board resolution (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board Resolution/Decision No.** | **Date** | **Contents** |
| 1 | 01-2015/NQ-HDQT/CTB | 27/01/2015 | 1. Approve the result of the share issuance and handling the fractional shares and refused shares from the share issuance.2. Approve selling the fractional shares and refused shares from the share issuance to 40 persons in Executive Board of the Company |
| 2 | 02-2015/NQ-HDQT/CTB | 03/02/2015 | 1. Approve the operation results 2014 and the method of distributing the profit 2014 to submit Annual General Meeting of Shareholders 2015. 2. Approve the operation plan, investment plan for 2015, selecting the auditor for fiscal year 2015 and other contents under the rights General Meeting of Shareholders 2015. |
| 3 | 03-2015/NQ-HDQT/CTB | 02/03/2015 | 1. Approve holding Annual General Meeting of Shareholders 2015 on 16/4/2015.2. Approve carrying out the advance dividend payment 2014 to the shareholders named the record date; Exercise rate: VND 1,700/share. |
| 4 | 04-2015/NQ-HDQT/CTB | 30/3/2015 | Adjust the operation plan 2015 to submit at Annual General Meeting of Shareholders 2015. |
| 5 | 05-2015/NQ-HDQT/CTB | 08/11/2015 | Approve the operating result of the first 09 months of 2015Approve the expectation on revenue of 2016 |
| 6 | 06-2015/NQ-HDQT/CTB | 13/12/2015 | Approve clearing 02 debts with total amount of VND 721,123,475 for liabilities extracted for provisions in 2004-2007 |

**III. Change in connected persons/institutions**

**IV. Transaction of PDMRs and connected persons/ institutions**

1. List of PDMRs and connected persons/ institutions:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name of shareholders** | **Title/ relationship with PDMRs** | **Number of shareholding (share)** | **Rate of shareholding (%)** | **Note** |
|  | **Vietnam Electrical Equipment Joint Stock Corporation**  | **Major shareholders** | **1,793,758** | **51.25%** |  |
| 1 | Nguyen Trong Tieu | PDMR | 90,000 | 2.57% |  |
| 1.1 | Tran Kim Chau | Connected person |  - | - |  |
| 1.2 | Nguyen Trong U | Connected person |  - | - |  |
| 1.3 | Nguyen Träng Dung  | Connected person |  - | - |  |
| 1.4 | Nguyen Träng Oanh | Connected person |  - | - |  |
| 1.5 | Nguyen Thuy Lieu | Connected person |  - | - |  |
| 1.6 | Nguyen Thuy Uyun | Connected person |  - | - |  |
| 1.7 | Nguyen Thanh Tung | Connected person |  - | - |  |
| 1.8 | Nguyen Tung Lam | Connected person |  - | - |  |
| 1.9 | Vietnam Electrical Equipment Joint Stock Company  | PDMR | 1,793,758 | 51.25% |  |
| 2 | Nguyen Trong Nam | PDMR | 137,155 | 3.92% |  |
| 2.1 | Vu Hong Loan | Connected person |  - | - |  |
| 2.2 | Nguyen Trong Lau | Connected person |  - | - |  |
| 2.3 | Nguyen Thi Tam | Connected person |  - | - |  |
| 2.4 | Nguyen Thi Thanh Hai | Connected person |  - | - |  |
| 2.5 | Nguyen Hong Phuong | Connected person |  - | - |  |
| 2.6 | Nguyen Hoang Viet | Connected person |  - | - |  |
| 3 | Pham Manh Ha | PDMR | 85,000 | 2.43% |  |
| 3.1 | Phung Nha Hanh | Connected person |  - | - |  |
| 3.2 | Pham Thi Minh Sinh | Connected person |  - | - |  |
| 3.3 | Pham Thi Lien | Connected person |  - | - |  |
| 3.4 | Pham Manh Hai | Connected person |  - | - |  |
| 3.5 | Pham Ha Trang | Connected person |  - | - |  |
| 3.6 | Pham Ha Thanh | Connected person |  - | - |  |
| 4 | Pham Tuan Anh | PDMR | 91,345 | 2.61% |  |
| 4.1 | Nguyen Thi H­uong Giang | Connected person |  - | - |  |
| 4.2 | Pham Van Thieu | Connected person |  - | - |  |
| 4.3 | Nguyen Thi Lan Anh | Connected person |  - | - |  |
| 4.4 | Pham Quang Thanh | Connected person |  - | - |  |
| 4.5 | Pham Hong Th­ | Connected person |  - | - |  |
| 4.6 | Pham Nguyen Dieu Anh | Connected person |  - | - |  |
| 4.7 | Pham Minh Anh | Connected person |  - | - |  |
| 5 | Nguyen Duc Cach | PDMR | 94,809 | 2.71% |  |
| 5.1 | Nguyen Thi L**an** | Connected person |  - | - |  |
| 5.2 | Nguyen Thi Xay | Connected person |  - | - |  |
| 5.3 | Nguyen Quunh Chi | Connected person |  - | - |  |
| 5.4 | Nguyen Duc C¶Nh | Connected person |  - | - |  |
| 6 | Dao Dinh Toan | PDMR | 21,237 | 0.61% |  |
| 6.1 | Do Thi Lam Thuy | Connected person |  - | - |  |
| 6.2 | Vu Thi Bau | Connected person |  - | - |  |
| 6.3 | Dao Dinh An | Connected person |  - | - |  |
| 6.4 | Dao Truc Thanh | Connected person |  - | - |  |
| 6.5 | Dao Thanh Lich | Connected person |  - | - |  |
| 6.6 | Dao Truc Quynh | Connected person |  - | - |  |
| 6.7 | Dao Thu Giang | Connected person |  - | - |  |
| 6.8 | Dao Mai Anh | Connected person |  - | - |  |
| 7 | Bui Quang Tuan | PDMR | 20,012 | 0.57% |  |
| 7.1 | Nguyen Thi Thu Oanh | Connected person | 1,116 | 0.03$ |  |
| 7.2 | Bui Quang Thu | Connected person |  - | - |  |
| 7.3 | Bui Quang Toan | Connected person |  - | - |  |
| 7.4 | Bui Thi Phuong | Connected person |  - | - |  |
| 7.5 | Bui Thi Nguyet | Connected person |  - | - |  |
| 7.6 | Bui Quang Tien | Connected person |  - | - |  |
| 7.7 | Bui The Anh | Connected person |  - | - |  |
| 8 | Bui Thi Le Thuy | PDMR | 45,761 | 1.31% |  |
| 8.1 | Nguyen Van Sen | Connected person | 177 | 0.01% |  |
| 8.2 | Bui Quang Trung | Connected person |  - | - |  |
| 8.3 | Bui Thi Lien | Connected person |  - | - |  |
| 8.4 | Bui Thi Hanh | Connected person |  - | - |  |
| 8.5 | Bui Quang Ch­uong | Connected person |  - | - |  |
| 8.6 | Nguyen Thi Lam Oanh | Connected person |  - | - |  |
| 9 | Nguyen Thanh Thuy | PDMR | 7,000 | 0.20% |  |
| 9.1 | Mai Manh Duong | Connected person |  - | - |  |
| 9.2 | Nguye Quy Tinh | Connected person |  - | - |  |
| 9.3 | Tran Thi Chen | Connected person | 2,263 | 0.06% |  |
| 9.4 | Nguyen Son Hai | Connected person |  - | - |  |
| 9.5 | Nguyen Lan H­uong | Connected person |  - | - |  |
| 9.6 | Nguyen Quy D­uong | Connected person |  - | - |  |
| 9.7 | Mai Thi Thu Hien | Connected person |  - | - |  |
| 9.8 | Mai Manh Lam | Connected person |  - | - |  |

1. Stock transaction:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name of institutions/individuals** | **Trading account (if any)** | **Title at the Company**  | **Shareholding on 01/01/2015** | **Shareholding on 30/06/2015** | **Reason for increase/ decrease** |
| **Shares** | **Rate** | **Shares** | **Rate** |
| **A** | **PDMRs** |  |  |  |  |  |  |  |
| 1 | Nguyen Trong Tieu | X | Chair of BOD | x | x | 90,000 | 2.57% | Perform the purchasing rights in accordance with Board resolution |
| 2 | Nguyen Trong Nam | 002C155622 | Director of BOD – General Manager | 41,100 | 1.49% | 137,155 | 3.92% | Perform the purchasing rights in accordance with General mandate & Board resolution |
| 3 | Pham Tuan Anh | X | Director of BOD | 5,000 | 0.18% | 91,345 | 2..61% | Perform the purchasing rights in accordance with General mandate & Board resolution |
| 4 | Nguyen Duc Cach | X | Director of BOD - Deputy General Manager | 7,730 | 0.28% | 94,809 | 0.71% | Perform the purchasing rights in accordance with General mandate & Board resolution |
| 5 | Pham Manh Ha | X | Director of BOD | X | x | 85,000 | 2.43% | Perform the purchasing rights in accordance with General mandate & Board resolution |
| 6 | Bui Thi Le Thuy | 002C155593 | Secretary | 23,734 | 0.86% | 45,761 | 1.30% | Perform the purchasing rights in accordance with General mandate & Board resolution |
| 7 | Dao Dinh Toan | 001C105464 | Deputy General Manager | 5,000 | 0.18% | 21,237 | 0.61% | Perform the purchasing rights in accordance with General mandate & Board resolution |
| 8 | Bui Quang Tuan | 002C140092 | Deputy General Manager | 3,950 | 0.14% | 20,012 | 0.57% | Perform the purchasing rights in accordance with General mandate & Board resolution |
| 9 | Nguyen Thi Thu Oanh | 002C140581 | Staff  | 880 | 0.03 | 1,116 | 0.032 | Perform the purchasing rights in accordance with General mandate  |
| 10 | Tran Thi Chan | 001C105240 | None | 260 | 0.009% | 2,263 | 0.0065% | Perform the purchasing rights in accordance with General mandate |

**V. Transactions of PDMRs and connected persons/institutions**

**V. Other issues (none)**