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

**CORPORATE GOVERNANCE**

(2015)

- Company: Ha Tay Pharmaceutical Joint Stock Company

- Address: No. 10 A Quang Trung, Quang Trung Ward, Ha Dong District, Hanoi

- Tel: 04 22143368                              Fax: 04 33829054

- Email: [hataphar@fpt.vn](mailto:hataphar@fpt.vn)

- Charter capital: VND 62,826,020,000

- Stock code: DHT

**I. BOD’s activities (2015)**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Member of BOD** | **Title** | **Attendance** | **Rate** | **Reason for not attending** |
| 1 | Mr. Le Van Lo | Chairman of Board of Directors | 16 | 100% |  |
| 2 | Mr. Hoang Trong Nguyen | D. Chairman | 14 | 88% | On business trip |
| 3 | Mr. Hoang Van Tue | Director | 16 | 100% |  |
| 4 | Mr. Le Xuan Thang | Director | 16 | 100% |  |
| 5 | Mr. Nguyen Ba Lai | Director | 16 | 100% |  |
| 6 | Mr. Le Anh Trung | Director | 12 | 100% | Appointed on 20/04/2015 |
| 7 | Mr. Nguyen Canh Thang | Director | 14 | 88% | On business trip |

**II. Board resolution (The first six months 2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board resolution no.** | **Date** | **Contents** |
| 1 |  | 03/02/2015 | Board of Directors and Head of Supervisory Board of the Company hold Meeting to consider the following contents:  - Chief Accountant of the Company report the operation result of the Company in 2014  - Because the efficiency of the business and production operation of the Company in 2014 is quite high, Board of Directors and Head of Supervisory Board ask Annual General Meeting of Shareholders 2015 to consider the dividend rate 2014 is 30%  - Appoint Mr. Le Anh Trung as Deputy General Manager of the Company  - Decision on arranging and appointing some key staffs in the Company |
| 2 |  | 13/03/2015 | Board of Directors and Head of Supervisory Board of the Company hold Meeting to consider the following contents:  - Discuss and approve the modification in the working regulations of General Manager and Deputy General Managers  - Approve the draft of the modification in the Charter of the Company to submit Annual General Meeting of Shareholders 2015  - Decide to found Business Department (on the base of dividing Planning Department into two Departments)  - Decide to hold Annual General Meeting of Shareholders 2015 on 20/04/2015; Assign Members of BOD and Supervisory Board to prepare documents for Annual General Meeting of Shareholders 2015  - Approve the draft and contents of the Meeting:  + The report of BOD on the operation results 2014 and operation plan for 2015  + The report of Supervisory Board  + The report of independent auditor  + The method of distributing profit 2014  + The method of paying the remuneration for Board of Directors and Supervisory Board |
| 3 |  | 30/3/2015 | Board of Directors, Supervisory Board, Chief of Departments hold Meeting to decide following contents:  - Divide Planning Department into two departments: Planning Department and Business Department  - Assign Import-Export Branch to manage Thanh Oai Pharmaceutical Branch |
| 4 |  | 06/04/2015 | - Approve the resignation of Mr. Nguyen Van Minh |
| 5 |  | 06/5/2015 | Approve the operating result of the Company in April and the first 04 months of 2015 |
| 6 |  | 06/6/2015 | Approve the operating result of the Company in May and the first 05 months of 2015 |
| 7 |  | 06/7/2015 | Approve the operating result of the Company in June and the first 06 months of 2015 |
| 8 |  | 06/8/2015 | Approve the operating result of the Company in July and the first 07 months of 2015 |
| 9 |  | 21/8/2015 | Approve the report on main targets of the Company in 2015  Approve the operating result of Southern Hataphar Co., Ltd.  Approve the operating result of Ha Tay Medical Equipment and Pharmaceutical Joint Stock Company  Approve the plan on salary for the Company  Approve the plan on enhancing the management activities of labor in business operation |
| 10 |  | 06/9/2015 | Approve the operating result of the Company in August and the first 08 months of 2015 |
| 11 |  | 06/10/2015 | Approve the operating result of the Company in September and the first 09 months of 2015 |
| 12 |  | 27/10/2015 | State Capital Investment and Trading Corporation registered to sell share  Propose shareholders to register to purchase share to increase holding rate |
| 13 |  | 03/11/2015 | Approve the plan on the cerebration of 50 years of foundation |
| 14 |  | 28/11/2015 | Approve the plan on ranking staff and employees of the Company |
| 15 |  | 30/11/2015 | Approve the operating result of 2015 and plan for 2016 |
| 16 |  | 09/12/2015 | Approve the operating result of the Company in December and the entire year 2015 |

**III. Change in connected persons/institutions: No change**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Institutions/ individuals** | **Trading account (if any)** | **Title (if any)** | **Starting moment as connected persons** | **Moment to no longer be connected persons** | **Reasons** |
| 1 | Nguyen Thi Minh Hau |  | Connected person | 24/04/2015 |  |  |

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

1. List of PDMRs and connected persons/institutions

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name | Trading account (if any) | Position of PDMR at the company (if any) | Shareholding at the end of the term | Shareholding percentage at the end of the term (%) | Note |
| 1 | Le Van Lo |  | **Chairman of Board of Directors** | 349,509 | 5.56 |  |
| 2 | Nguyen Thi Hanh |  |  | 20,116 | 0.320 | Connected person |
| 3 | Le Thi Hong Viet |  |  | 90,197 | 1.435 | Connected person |
| 4 | Le Viet Linh |  |  | 511,700 | 8.144 | Connected person |
| 5 | Le Anh Trung |  | **Director** | 383,669 | 6.106 | **Connected person** |
| 6 | Nguyen Thi Minh Hau |  |  | 294,000 | 4.679 |  |
| 7 | Le Xuan Thang |  | Director | 445,615 | 7.092 | Connected person |
| 8 | Vu Thi Anh Dao |  |  | 57 | 0.0009 | Connected person |
| 9 | Le Van Thanh |  |  | 88,642 | 1.410 |  |
| 10 | Nguyen Canh Thang |  | Director | 0 | 0 | Connected person |
| 11 | Nguyen Nhu Hoa |  |  | 305,100 | 4.856 |  |
| 12 | Hoang Trong Nguyen |  | Deputy Chair of Board of Directors | 360,000 | 5.730 |  |
| 13 | Nguyen Ba Lai |  | Director | 68,729 | 1.093 |  |
| 14 | Hoang Van Tue |  | **Director** | 328,899 | 5.235 |  |
| 15 | Ngo Van Chinh |  | Chief of Supervisory Board | 203,378 | 3.237 |  |
| 16 | Ngo Thi Xuan |  |  | 1,600 | 0.025 |  |
| 17 | Dang Dinh Du |  | **Member of Supervisory Board** | 16,158 | 0.257 |  |
| 18 | Bui Thao Nguyen |  | **Member of Supervisory Board** | 9,828 | 0.156 |  |
| 19 | Ha Tay Medical Equipment and Pharmaceutical Joint Stock Company |  |  | 271,000 | 4.313 |  |

2. Transactions of PDMRs and connected persons/institutions (none)

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Relation to PDMRs** | **Shareholding at the beginning of the term** | | **Shareholding at the end of the term** | | **Reasons for increase/decrease (selling, buying, transferring, bonus …)** |
| **Shares** | **Ratio (%)** | **Shares** | **Ratio (%)** |
| 1 | Le Van Lo | Chair of Board of Directors | 339,509 | 5.403 | 349,509 | 5.56 | Buy |
| 2 | Hoang Van Tue | Director | 228,899 | 3.643 | 328,899 | 5.235 | Buy |
| 3 | Nguyen Ba Lai | Director | 38,729 | 0.616 | 68,729 | 1.093 | Buy |
| 4 | Le Van Thanh | Connected person | 48,642 | 0.774 | 88,642 | 1.410 | Buy |

3. Other transactions (none)

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Relation to PDMRs** | **Shareholding at the beginning of the term** | | **Shareholding at the end of the term** | | **Reasons for increase/decrease (selling, buying, transferring, bonus …)** |
| **Shares** | **Ratio (%)** | **Shares** | **Ratio (%)** |
|  |  |  |  |  |  |  |  |

**V. Other notices: None**