**HCI: Corporate Governance Report (2015)**

**CORPORATE GOVERNANCE**

**(2015)**

Company: Hanoi Construction Investment Joint Stock Company

 Address: 76, An Duong Street, Yen Phu Ward, Tay Ho District, Hanoi City, Vietnam

 Tel.: (08-4) 3 716 5603 / 3 716 8486

 Fax: (84) 3 829 2391

 Email:

 Charter capital: VND 52,320,000,000

 Stock code: HCI

**I. BOD Activities**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Nguyen Van Cuu | Chairman | 02 | 100% |  |
| 2 | Nguyen Viet Truong | Member  | 02 | 100% |  |
| 3 | Tran Trong Binh | Member  | 02 | 100% |  |
| 4 | Mai Cong Quyen | Member  | 00 | 0% | Go on business |
| 5 | Vu Manh Quyen | Member  | 02 | 100% |  |

**II. Board Resolutions**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution no. | Date | Content |
| 1 | 01 /2015/NQ - HDQT | 15/01/2015 | Give award to employees |
| 2 | 02 /2015/NQ - HDQT | 21/01/2015 | Organize bidding for the technical assistance package |
| 3 | 03 /2015/NQ - HDQT | 21/01/2015 | The car repair contract  |
| 4 | 04 /2015/NQ - HDQT | 22/01/2015 | The result of bidding for the bidding package no. 01 under the Kim Chung project |
| 5 | 05 /2015/NQ - HDQT | 22/01/2015 | The construction contract of the bidding package 01 |
| 6 | 05b /2015/NQ - HDQT | 23/01/2015 | The construction contract BT1-E6 |
| 7 | 06 /2015/NQ - HDQT | 26/01/2015 | The consultancy contract for making technical dossiers and installing cadastral measurement point under the NT02 project |
| 8 | 07 /2015/NQ - HDQT | 26/01/2015 | Build public construction |
| 9 | 08 /2015/NQ - HDQT | 27/01/2015 | House purchase contract |
| 10 | 09 /2015/NQ - HDQT | 29/01/2015 | The contract on design consultancy and estimate making for the NT02 project  |
| 11 | 10 /2015/NQ - HDQT | 11/02/2015 | The 13th salary paymentSalary of January 2015 |
| 12 | 11 /2015/NQ - HDQT | 11/02/2015 | Purchase the sound system for the conference hall |
| 13 | 12 /2015/NQ - HDQT | 11/02/2015 | The construction contract NV54 |
| 14 | 13 /2015/NQ - HDQT | 11/02/2015 | Replace the tires of car 29A - 26086 |
| 15 | 14 /2015/NQ - HDQT | 11/02/2015 | The protective barrier construction contract |
| 16 | 15 /2015/NQ - HDQT | 11/02/2015 | The result of bidding for the bidding package no. 05 |
| 17 | 16 /2015/NQ - HDQT | 12/02/2015 | The construction supervision and consultancy contract |
| 18 | 17 /2015/NQ - HDQT | 12/02/2015 | The contract on supervising the construction of CT3 project |
| 19 | 18 /2015/NQ - HDQT | 02/03/2015 | The construction contract |
| 20 | 19 /2015/NQ - HDQT | 13/03/2015 | The contract on land marking |
| 21 | 20 /2015/NQ - HDQT | 13/03/2015 | The result of selecting contractors for the technical assistance package |
| 22 | 21 /2015/NQ - HDQT | 13/03/2015 | The construction contract NV55 |
| 23 | 22 /2015/NQ - HDQT | 13/03/2015 | Repair the car having number plate of 30M – 6412 |
| 24 | 23 /2015/NQ - HDQT | 16/03/2015 | The construction contract NHR 02 |
| 25 | 24 /2015/NQ - HDQT | 16/03/2015 | The bidding documents of the bidding package no. 02 |
| 26 | 25 /2015/NQ - HDQT | 16/03/2015 | Adjust the land rent for Hung Cuong Company |
| 27 | 26 /2015/NQ - HDQT | 17/03/2015 | Prepare for the 2015 Annual General Meeting of Shareholders |
| 28 | 27 /2015/NQ - HDQT | 18/03/2015 | The contract on land marking |
| 29 | 28 /2015/NQ - HDQT | 27/03/2015 | Repair and leasing of 2nd floor of B4 House at 76 – An Duong Street |
| 30 | 29 /2015/NQ - HDQT | 27/03/2015 | The legal consultancy contract |
| 31 | 30 /2015/NQ - HDQT | 27/03/2015 | The consultancy contract |
| 32 | 31 /2015/NQ - HDQT | 27/03/2015 | The 2015 periodic health examination plan |
| 33 | 32 /2015/NQ - HDQT | 01/04/2015 | The construction contract of the bidding package no. 03 |
| 34 | 33 /2015/NQ - HDQT | 15/04/2015 | The design consultancy contract |
| 35 | 34 /2015/NQ - HDQT | 15/04/2015 | The contract on building the head office of People’s Committee of Trung Van Ward |
| 36 | 35 /2015/NQ - HDQT | 15/04/2015 | Settle the apartment operating expenses |
| 37 | 36 /2015/NQ - HDQT | 15/04/2015 | Adjust the house leasing contract for Pham Nguyen Company |
| 38 | 37 /2015/NQ - HDQT | 15/04/2015 | Repair car having number plate of 29A – 26086 |
| 39 | 38 /2015/NQ - HDQT | 15/04/2015 | Purchase car to support the movement of the staff |
| 40 | 39 /2015/NQ - HDQT | 15/04/2015 | Labor recruitment for P4 Project |
| 41 | 40 /2015/NQ - HDQT | 16/04/2015 | - Approve the organization date and the documents of the 2015 Annual General Meeting of Shareholders - Approve the car purchase- The annex no. 34 on rendering of urban services- Calculate the salary of Deputy General Manager - The documents of the HH project and the Trung Van 2 Project |
| 42 | 42 /2015/NQ - HDQT | 21/04/2015 | Salary in April 2015 |
| 43 | 43 /2015/NQ - HDQT | 06/05/2015 | The result of bidding for the bidding package no. 02 |
| 44 | 44 /2015/NQ - HDQT | 06/05/2015 | Adjust the land leasing contract |
| 45 | 45 /2015/NQ - HDQT | 13/05/2015 | The consultancy contract for building DX Project |
| 46 | 46 /2015/NQ - HDQT | 13/05/2015 | The consultancy contract for building CXTT Project |
| 47 |  |  |  |
| 48 | 47 /2015/NQ - HDQT | 13/05/2015 | Liquidate the car having the number plate of 30M – 6412 |
| 49 | 48 /2015/NQ - HDQT | 13/05/2015 | The competitive bids of the bidding package no. 06 |
| 50 | 49 /2015/NQ - HDQT | 13/05/2015 | Organize tours for employees |
| 51 | 50 /2015/NQ - HDQT | 18/05/2015 | The construction contract of the bidding package no. 02 |
| 52 | 51 /2015/NQ - HDQT | 19/05/2015 | Repair a car having the number plate of 30M - 6642 |
| 53 | 52 /2015/NQ - HDQT | 25/05/2015 | Adjust the Contract no. 34/HDDV/HANCIC |
| 54 | 53 /2015/NQ - HDQT | 27/05/2015 | Adjust the implementation of the Trung Van New Urban Area project |
| 55 | 54 /2015/NQ - HDQT | 29/05/2015 | Liquidate the car having the number plate of 30M – 6412 |
| 56 | 55 /2015/NQ - HDQT | 02/06/2015 | Pay salary to Mr. Vu Manh Quyen |
| 57 | 56 /2015/NQ - HDQT | 11/06/2015 | Adjust the land leasing contract |
| 58 | 57 /2015/NQ - HDQT | 11/06/2015 | The contract on auditing the project settlement report |
| 59 | 58 /2015/NQ - HDQT | 12/06/2015 | Liquidate the land leasing contract |
| 60 | 59 /2015/NQ - HDQT | 12/06/2015 | The mapping contract |
| 61 | 60 /2015/NQ - HDQT | 18/06/2015 | Adjust the land leasing contract for HANCIC Consultancy Company |
| 62 | 61 /2015/NQ - HDQT | 18/06/2015 | Adjust the land leasing contract for Kim Hong Company |
| 63 | 62 /2015/NQ - HDQT | 18/06/2015 | - The contract on investment cooperation in Trung Van 2 Construction Investment Project- Approve amending and supplementing the unit price of a consultancy contract |
| 64 | 63 /2015/NQ - HDQT | 29/06/2015 | Pay the 2014 dividend  |
| 65 | 64 /2015/NQ - HDQT | 29/06/2015 | Adjust a construction contract |
| 66 |  | 05/05/2015 | Approve the operating result of 2014 and plan for 2015Approve the audited FS 2014Approve the remuneration for Board of Directors and Supervisory Board of 2014 and plan for 2015Approve the report of Supervisory BoardApprove the plan on distributing profit after tax of 2015Select auditor for FS 2015Approve HH and Trung Van Projects |
| 67 | 65/2015/NQ-HDQT | 02/07/2015 | Approve bidding package No. 06 |
| 68 | 66/2015/NQ-HDQT | 09/07/2015 | Approve bidding package No. 06 “insurance” |
| 69 | 67/2015/NQ-HDQT | 20/07/2015 | Approve the acceptance for Hanoi Tourist Operation School |
| 70 | 68/2015/NQ-HDQT | 20/0/7/2015 | Approve the termiticide contract |
| 71 | 69/2015/NQ-HDQT | 23/07/2015 | Adjust the liquidation of technical contract |
| 72 | 70/2015/NQ-HDQT | 23/07/2015 | Approve the map for Trung Van Project |
| 73 | 71/2015/NQ-HDQT | 03/08/2015 | Approve the contract on renovating and expanding National Highway No. 05 |
| 74 | 72/2015/NQ-HDQT | 10/08/2015 | Approve leasing house  |
| 75 | 73/2015/NQ-HDQT | 14/08/2015 | Adjust the leasing area of B4 Building (FCO Company) |
| 76 | 74/2015/NQ-HDQT | 14/08/2015 | Approve leasing house at B3 Building |
| 77 | 75/2015/NQ-HDQT | 20/08/2015 | Approve the contract on installing water supply source connector |
| 78 | 76/2015/NQ-HDQT | 28/08/2015 | Adjust the plan for Hanoi Tourist Operation School |
| 79 | 77/2015/NQ-HDQT | 28/08/2015 | Approve handling capital for constructor of Kim Chung Building N0.01 |
| 80 | 78/2015/NQ-HDQT | 28/08/2015 | Approve leasing the 2nd floor of B3 Building – 76 An Duong |
| 81 | 79/2015/NQ-HDQT | 28/08/2015 | Approve the additional salary budget of August of 2015 |
| 82 | 80/2015/NQ-HDQT | 31/08/2015 | Approve the contract on repairing and maintaining No.02B Kim Chung Building |
| 83 | 80a/2015/NQ-HDQT | 01/09/2015 | Adjust the contract on trading NV42, NV 54, NV55, BT-2-19 |
| 84 | 81/2015/NQ-HDQT | 03/09/2015 | Approve the settlement for CT3 Building  |
| 85 | 82/2015/NQ-HDQT | 03/09/2015 | Approve fixing car |
| 86 | 83/2015/NQ-HDQT | 08/09/2015 | Approve leasing the 1st floor of CT4 – Trung Van Building |
| 87 | 84/2015/NQ-HDQT | 08/09/2015 | Approve setting the water cleaner at 2nd floor |
| 88 | 85/2015/NQ-HDQT | 08/09/2015 | Approve the contract on repairing and renovating warehouse  |
| 89 | 86/2015/NQ-HDQT | 22/09/2015 | Approve the operating result of the first 08 months of 2015 and plan for September of 2015Approve the Circular No. 669/2015/TTr-HANCIC Approve the salary for staff who have demand on receiving compensation  |
| 90 | 86a/2015/NQ-HDQT | 24/09/2015 | Approve construction contract on building NV40 and NV09 |
| 91 | 87/2015/NQ-HDQT | 07/010/2015 | Approve other contract |
| 92 | 88/2015/NQ-HDQT | 14/10/2015 | Approve the contract on surveying the geology of A2, A3, A4 Buildings of Trung Van 2 Project |
| 93 | 89/2015/NQ-HDQT | 14/10/2015 | Approve surveying the geology of HH Building Trung Van |
| 94 | 90/2015/NQ-HDQT | 14/10/2015 | Approve surveying the geology of buildings at Trung Van |
| 95 | 91/2015/NQ-HDQT | 15/10/2015 | Approve repairing and maintaining No. 01 Building Kim Chung |
| 96 | 92/2015/NQ-HDQT | 15/10/2015 | Approve leasing the area at garage of the Head Office of the Company |
| 97 | 93/2015/NQ-HDQT | 15/10/2015 | Approve the plan on managing and collecting entrance fee  |
| 98 | 94/2015/NQ-HDQT | 22/10/2015 | Approve the construction contract for the laboratory at Head Office of the Company |
| 99 | 95/2015/NQ-HDQT | 22/10/2015 | Approve leasing the 1st floor of Ct4 Building Trung Van |
| 100 | 96/2015/NQ-HDQT | 22/10/2015 | Adjust the leasing contract with Hung Cuong Company |
| 101 | 97/2015/NQ-HDQT | 22/10/2015 | Approve the consulting contract  |
| 102 | 98/2015/NQ-HDQT | 22/10/2015 | Adjust the leasing time for companies who leased houses at B4 Building |
| 103 | 99/2015/NQ-HDQT | 22/10/2015 | Approve handling the liabilities of Contract No. 34 with Giang Lam Company |
| 104 | 100/2015/NQ-HDQT | 28/10/2015 | Approve the contract on excavating ground  |
| 105 | 101/2015/NQ-HDQT | 05/11/2015 | Terminate the old contract and sign new contract with consulting unit |
| 106 | 102/2015/NQ-HDQT | 11/11/2015 | Approve replying the Court of Ho Chi Minh City on the dispute between the Company and Giang Lam Compay |
| 107 | 103/2015/NQ-HDQT | 13/11/2015 | Adjust the leasing contract with Smartcare Company |
| 108 | 104/2015/NQ-HDQT | 23/11/2015 | Approve the training for labor securities of 2015 |
| 109 | 105/2015/NQ-HDQT | 23/11/2015 | Approve the contract on designing for TV 1 Project |
| 110 | 106/2015/NQ-HDQT | 16/12/2015 | Approve liquidating the contract on trading BT1-Building  |
| 111 | 107/2015/NQ-HDQT | 23/12/2015 | Approve the audited FS of 2015 |
| 112 | 108/2015/NQ-HDQT | 23/12/2015 | Approve the contract on installing managing system and collecting entrance fee system |
| 113 | 108a/2015/NQ-HDQT | 29/12/2015 | Adjust the contract on transferring land assets |
| 114 | 109/2015/NQ-HDQT | 29/12/2015 | Approve the additional salary budget of November of 2015 |
| 115 | 110/2015/NQ-HDQT | 29/12/2015 | Approve transferring land assets  |
| 116 | 111/2015/NQ-HDQT | 29/12/2015 | Adjust the payment terms of the contract on installing fire prevention system at NT02 Building |
| 117 | 112/2015/NQ-HDQT | 29/12/2015 | Adjust the payment terms of the contract on installing fire prevention system at NT02 Building |

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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 | Reasons |
| 1 |  |  |  |  |  |  |
| 2 |  |  |  |  |  |  |

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name  | Trading account | 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 | Hanoi Housing Development and Investment CorporationRepresentative: Truong Hai Long |  |  | 1,569,840 |  |  |
| 2 | Nguyen Van Cuu |  | 1,11 | 0 | 0 |  |
| 3 | Nguyen Viet Truong |  | 3,6 | 156,960 | 3% |  |
|  | Hanoi Golden Land Joint Stock Company  |  |  | 836,904 | 16% |  |
|  | Chau Son Investment One Member Co., Ltd. |  |  | 314,000 | 6% |  |
| 4 | Tran Trong Bach |  | 3,7 | 265,128 | 5% |  |
| 5 | Mai Cong Quyen |  | 3 | 0 | 0% |  |
| 6 | Vu Manh Quyen |  | 3,7 | 821,520 | 16% |  |
|  | Vu Thi Le Thuong |  |  | 720 |  |  |
| 7 | Nguyen Thuy Duong |  | 7 | 161,064 | 3% |  |
| 8 | Nguyen Trung Thanh |  | 4 | 0 | 0% |  |
| 9 | Tran Thi Thu Lien |  | 5 | 0 | 0% |  |
| 10 | Ta Xuan Son |  | 5 | 188,880 | 4% |  |
| 11 | Nguyen Thi Hong Ha |  | 10 | 0 |  |  |

2. Transactions of PDMRs and connected persons/ institutions

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name | Relation with PDMR | Shareholding at the beginning of the term | Shareholding at the end of the term | Reason (buy, sell, transfer, dividend, bonus share...) |
| Share | Percentage | Share | Percentage |
|  |  |  |  |  |  |  |  |

3. Other transactions: None

**V. Other issues: None**