**HEV: Corporate Governance report 2015**

**CORPORATE GOVERNANCE REPORT**

(**2015)**

Company: Higher Educational and Vocational Book JSC

Stock code: HEV

**I. BOD Activities**

- Meetings of BOD

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

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board Resolution No.** | **Date** | **Contents** |
| 01 | 47/ DH – DN | 09 Mar 2015 | - Approve operation plan 2015  - Approve plan for dividend advance 2014 and holding annual General Meeting of Shareholders 2015 |
| 2 | 125/DH - DN | 25 Jun 2015 | - Approve operation result of the first 6 months of 2015  - Approve the selection of an auditor for fiscal year 2015: Auditing and Accounting Co., Ltd (AAC)  - Approve some personnel issues 2015 |
| 3 | 189/ DH - DN | 29 Sep 2015 | - Approve the operation results of the first nine months 2015  - Approve the operation plan for Quarter IV/2015 |
| 4 | 226/ DH - DN | 18 Dec 2015 | - Approve the estimation of the targets 2015:\  \* Revenue: VND 23 billion  \* Expected dividend rate: 13% |

**III. Change in Directors of BOD: None**

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

**+ On 21 Jan 2015,**Principal shareholder: **YU JEN CHIEH** - owned100,000 shares (accounting for 10.00%)sold 100 shares and bought 8,500 shares.

Number of owned shares after the transaction: 76,300 shares (accounting for 7.63%).

**+ On 17 Apr 2015** Principal shareholder: **YU JEN CHIEH** - owned 76,300 shares (accounting for 7.63%), sold 6,500 shares and bought 100 shares.

Number of owned shares after the transaction: 69,900 shares (accounting for 6.99%)

**+ On 24 Apr 2015** Principal shareholder: **America LLC** - owned 71,090 shares (accounting for 7.109%), bought 9,300 shares.

Number of shares after transaction: 80,390 shares (accounting for 8.04%)

**+ On 24 Apr 2015**Principal shareholder: **YU JEN CHIEH** - owned 56,400 shares (accounting for 5.64%), sold 41,400 shares.

Number of owned shares after the transaction: owned 56,400 shares (accounting for 1.50%), no longer major shareholder

+ On **07 May 2015** Principal shareholder**America LLC** – owned 83,890 shares (accounting for 8.39%), bought 41,800 shares and sold 100 shares

Number of owned shares after the transaction: 125,590 shares (accounting for 12.56%)

+ On **19 May 2015** Principal shareholder**America LLC** – owned 126,390 shares (accounting for 12.64%), bought 9,200 shares

Number of owned shares after the transaction: 140,590 shares (accounting for 14.06%)

+ On **25 May 2015** Principal **America LLC** – owned 131,390 shares (accounting for 13.14%), bought 9,200 shares

Number of owned shares after the transaction: 140,590 shares (accounting for 14.06%)

+ On 27 May 2015, Principal **America LLC** – owned 140,590 shares (accounting for 14.06%), bought 17,000 shares

Number of owned shares after the transaction: 157,590 shares (accounting for 15.76%)

+ On 14 Jul 2015, Principal **America LLC** owned 157,590 shares (accounting for 15.76%) bought 1,000 shares

Number of owned shares after the transaction: 160,590 shares (accounting for 16.06%)

+ On 21/08/2015, Principal **America LLC** owned 160,590 shares (accounting for 16.06%) bought 8,500 shares

Number of owned shares after the transaction: 173,290 shares (accounting for 17.33%)

+ On 24/08/2015, Principal **America LLC** owned 173,290 shares (accounting for 17.33%) bought 16,600 shares

Number of owned shares after the transaction: 189,890 shares (accounting for 18.99%)

+ On 07/09/2015, Principal **America LLC** owned 189,890 shares (accounting for 18.99%), bought 9,300 shares

Number of owned shares after the transaction: 198,890 shares (accounting for 19.89%)

+On 08/09/2015, Principal **America LLC** owned 198,890 shares (accounting for 19.89%)

Number of owned shares after the transaction: 200,390 shares (accounting for 20.04%)

**V. Other issues.**