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

**CORPORATE GOVERNANCE REPORT**

**(Year 2015)**

Company: Ha Noi Transport Station Joint Stock Company

 Address: Southern Station, Giap Bat, Hoang Mai, Ha Noi

 Stock code: HNB

 Charter capital: VND 95,000,000,000

1. **BOD activities (2015)**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Director of BO** | **Position** | **Attendance** | **Rate (%)** | **Reason** |
| 1 | Nguyen Hoang Trung | Chair of Board of Directors  | 12/12 | 100% |  |
| 2 | Nguyen Tung Anh | Member of Board of Directors  | 12/12 | 100% |  |
| 3 | Nguyen Cong Bang | Member of Board of Directors  | 12/12 | 100% |  |
| 4 | Nguyen Anh Toan | Member of Board of Directors  | 12/12 | 100% |  |
| 5 | Luu Thanh Nam | Member of Board of Directors  | 12/12 | 100% |  |

1. **Board Resolution (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board resolution No.** | **Date** | **Content** |
| 1 | 58 - NQ - HDQT | 21 Jan 2015 | Approve the plan for selling fixed assets |
| 2 | 59 - NQ - HDQT | 21 Jan 2015 | Approve the plan for selecting an auditor for financial statement 2014 |
| 3 | 76 - QD - HDQT | 26 Jan 2015 | Salary payment for managers of the Company |
| 4 | 80 - QD - HDQT | 29 Jan 2015 | Issue the procedure for information disclosure  |
| 5 | 157- NQ - HDQT | 11 Mar 2015 | Hold annual General Meeting of Shareholders 2015 |
| 6 | 331A - NQ - HDQT | 12 Jun 2015 | Issues related to employees |
| 7 | 333 - QD - HDQT | 15 Jun 2015 | Issues related to employees (resignation from Director of units directly under) |
| 8 | 334 - QD - HDQT | 15 Jun 2015 | Appointment of officials |
| 9 | 375 - QD - HDQT | 09 Jul 2015 | Resignation of Mr. Nguyen Anh Toan from Deputy Director  |
| 10 | 445 - NQ - HDQT | 19 Aug 2015 | Consulting annual General Meeting of Shareholders about dismissing and appointing additional supervisors |
| 11 | 495 - NQ - HDQT | 04 Sep 2015 | Approve the registration for share trading of the Company on UpCom |
| 12 | 496 - NQ - HDQT | 04 Sep 2015 | Issue regulation on administration of Ha Noi Transport Station Joint Stock Company  |
| 13 | 556 - NQ - HDQT | 28 Sep 2015 | Clear the shares limited to transfer of member of Board of Directors in accordance with the Charter of the Company |
| 14 | 583 - NQ - HDQT | 09 Oct 2015 | Approve the first trading date on UpCome |
| 15 | 645 - NQ - HDQT | 06 Nov 2015 | Approve the plan for deploying the project for innovating, upgrading the Southern Station |
| 16 | 652 - QD - HDQT | 09 Nov 2015 | Set up the directing board for building and implementing the democratic regulation at working place of Ha Noi Transport Station Joint Stock Company |
| 17 | 681 - NQ - HDQT | 30 Nov 2015 | Approve plan for selecting an auditor for financial statement 2015 |
| 18 | 683 - QD - HDQT | 30 Nov 2015 | Issue the the democratic regulation at working place of Ha Noi Transport Station Joint Stock Company |
| 19 | 790 - QD - HDQT | 31 Dec 2015 | Assign indicators for 2016 |

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 1. 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. **Transactions of PDMRs and connected persons/ institutions**

1. 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 |
| 1 | Nguyen Hoang Trung | Chair of Board of Directors  | 4,200Representative: 2,800,000 | 100% |  |  |  |
| 2 | Nguyen Hoang Tung |  | 2,400 | 100% |  |  |  |
| 3 | Nguyen Tung Anh | Member of Board of Directors, Director | 3,800Representative: 1,400,000 | 100% |  |  |  |
| 4 | Nguyen Cong Bang | Member of Board of Directors, Deputy Director | 2,300 | 100% |  |  |  |
| 4 | Nguyen Anh Toan | Member of Board of Directors  | 1,000,000 | 100% |  |  |  |
| 6 | Luu Thanh Nam |  | 1,000,000 | 100% |  |  |  |
| 7 | Vu Thuy Linh |  | Representative: 170,400 | 0 |  |  |  |
| 8 | Tran Hoang | Member of Supervisory Board  | 3,300 | 100% |  |  |  |
| 9 | Tran Quang Phuong |  | 2,300 | 100% |  |  |  |
| 10 | Tran Quang Huy |  | 2,700 | 100% |  |  |  |
| 11 | Nguyen Ngoc Tu | Member of Supervisory Board  | 3,200 | 100% |  |  |  |
| 12 | Thach Thi Kim Nga |  | 3,000 | 100% |  |  |  |

**2. Stock Transaction**:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| * 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 transaction:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| * **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** |
|  |  |  |  |  |  |  |  |

1. **Other notices:**