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

**CORPORATE GOVERNANCE REPORT**

**(2015)**

Company: Book and Educational Equipment JSC in Ho Chi Minh city

Address: No. 223, Nguyen Tri Phuong street, District 5, Ho Chi Minh city

Tel.: 08 3855 4645

Fax: 08 3856 4307

Email:

Charter capital: VND 56,655,300,000

Stock code: STC

**I. BOD Activities (2015)**

Meetings:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of BOD | Title | Attendance | Rate | Reasons for not attending |
| 1 | Mr. Tu Van Son | Chair of BOD | 10 | 100% | None |
| 2 | Mr. Tran Van Hung | Director of BOD cum General Manager | 10 | 100% |  |
| 3 | Mr. Xa Thieu Hoang | Director of BOD | 4 | 40% | Resigned on 07/06/2015 |
| 4 | Mr. Le Ke Duc | Director of BOD | 4 | 40% | Resigned on 07/06/2015 |
| 5 | Mr. Ngo Tran Vinh | Director of BOD | 2 | 20% | Resigned on 07/06/2015 |
| 6 | Mr. Do Thanh Lam | Director of BOD | 06 | 60% | Appointed on 07/06/2015 |
| 7 | Mr. Tran Le Quang | Director of BOD | 10 | 100% | Appointed on 07/06/2015 |
| 8 | Ms. Le Thi Phuong Hao | Director of BOD | 06 | 60% | Appointed on 07/06/2015 |

**II. Board Resolutions (2015)**

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 1 | 01/ NQ-NQHDQT-2015 | 14/01/2015 | Approve these following issues:  + Operating result of 2014 and plan on dividend payment 2014  + Liquidate and handle the balance according to Minute of Checking Committee 2014  + Remuneration for BOD, Supervisry Board and Secretary of the Company  + The salary price unit 2014  + Select auditor for the FS of 2015  + Supplement 01 Secretary of the Company |
| 2 | 02/QD - HDQT/2015 | 24/01/2015 | The change in the legal representative of the Company: Mr. Tran Van Hung replaces Mr. Ngo Tran Vinh |
| 3 | 03/ NQHDQT/2015 | 13/05/2015 | + Approve the report on the operation results after being audited and proposal on dividend payment 2014  + Approve the operation results of Quater I/2015 |
| 4 | 04/ NQHDQT/2015 | 26/05/2015 | + Approve the operating result of the first 05 months of 2015  + Approve the advance remuneration for Board of Directors, Supervisory Board and Secretary of the Company  + Approve the payback to Investment and Development Fund – the payable for the equitization |
| 5 | 05/ NQHDQT/2015 | 07/06/2015 | + Approve the result of voting Chair of BOD in the term 2015 – 2020  + Approve the result of voting Head of Supervisory Board in the term 2015 - 2020 |
| 6 | 06/ NQHDQT/2015 | 07/06/2015 | + Approve reappointing Executive Board of the Company |
| 7 | 07/ NQHDQT/2015 | 15/06/2015 | + Supplement 01 Secretary of the Company  +Approve liquidating Toyota Zace and buying Huyndai Santafe |
| 8 | 08/NQHDQT/2015 | 22/07/2015 | + Approve the operating result of the first 06 months of Holding Company  + Approve the plan for 06 months of 2015 |
| 9 | 09/NQHDQT/2015 | 17/08/2015 | + Approve purchasing Isuzu Truck (4,700 kg) to serve the business operation of the Company |
| 10 | 10/NQHDQT/2015 | 08/10/2015 | + Approve operating result of the first 09 months of 2015  + Approve rename the cooperation construction unit 223 Nguyen Tri Phuong |

**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 | Nguyen Thi Hong Phuong |  |  |  | 07/06/2015 |  |
| 2 | Do Minh Phuc |  |  |  | 07/06/2015 |  |
| 3 | Le Thi Anh Dao |  |  |  | 07/06/2015 |  |

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

1. List of PDMRs and connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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 |
|  | List of PDMRs | | | | | |
| 1 | Tu Van Son |  |  | 26,930 | 0.4753 |  |
| 2 | Tran Van Hung | 009C080903 |  | 8,000 | 0.1412 |  |
| 3 | Do Thanh Lam |  |  | 4,895 | 0.08639 |  |
| 4 | Tran Le Quang |  |  |  |  |  |
| 5 | Le Thi Phuong Hao |  |  |  |  |  |
| 6 | Le Phuong Mai |  |  |  |  |  |
| 7 | Vu Van Ha |  |  |  |  |  |
| 8 | Nguyen Van Nho |  |  | 4,000 | 0.0706 |  |
| 9 | Phan Xuan Hien | 009C080826 |  | 70 | 0.0012 |  |
| 10 | Tu Trung Dan | 009C080841 |  | 284,000 | 5.0138 |  |
| 11 | Huynh Thi Bich Hanh |  |  | 12,090 | 0.2133 |  |
| 12 | Pham Nhat Quyen |  |  | 1,800 | 0.032 |  |
| 13 | Xa Thieu Hoang |  |  | 3,600 | 0.0635 |  |
|  | **Connected persons** | | | | | |
| 1 | Chau my linh |  | None | 19,000 | 0.3354 | Connected person |
| 2 | Tu Linh Uyen |  | None | 10,260 | 0.1811 | Connected person |
| 3 | Tran Thi Tuyet Suong | 009C081097 | None | 3,590 | 0.034 | Connected person |
| 4 | Le Thi Tuyet Trinh |  | None |  |  | Connected person |
| 5 | Nguyen Ngoc Tram |  | None | 0 | 0 | Connected person |
| 6 | Nguyen Thi Hong Phuong |  | None | 0 | 0 | Connected person |
| 7 | Do Minh Phuc |  | None | 0 | 0 | Connected person |
| 8 | Le Tuyet Trinh |  | None | 0 | 0 | Connected person |
| 9 | Le Thi Anh Dao |  | None | 0 | 0 | Connected person |
| 10 | Nguyen Van Hung |  | None | 0 | 0 | Connected person |
| 11 | Nguyen Thi Hai |  | None | 0 | 0 | Connected person |
| 12 | Nguyen Van Can |  | None | 0 | 0 | Connected person |
| 13 | Nguyen Hong Thuong |  | None | 0 | 0 | Connected person |

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(%) |
| 1 | Tu Trung Dan | PDMR | 239,100 | 4.22 | 284,060 | 5.0138 | Purchase |
| 2 | Huynh Thi Bich Hanh | PDMR | 12,090 | 0.21% | 9,890 | 0.17% | Reduce holding rate |

3. Other transactions:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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(%) |
|  |  |  |  |  |  |  |  |

**V. Other issues**: