**CTB: Corporate Governance Report 2016**

**CORPORATE GOVERNANCE REPORT (2016)**

- Company: Hai Duong Pump Manufacturing Joint Stock Company

- Stock code: CTB

- Address: No. 37, Ho Chi Minh Avenue, Nguyen Trai Ward, Hai Duong City

- Tel.: 0320 3844 876 – 0320 3853 496

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- Email: info@hapuma.com

- Charter capital: VND 35,000,000,000

- Stock code: CTB

**I. BOD’s activities (2016)**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Member of BOD** | **Title** | **Attendance** | **Rate** | **Reason for not attending** |
| 1 | Nguyen Trong Tieu | Chairman | 04 | 100% |  |
| 2 | Pham Manh Ha | Director | 04 | 100% |  |
| 3 | Nguyen Trong Nam | Director | 04 | 100% |  |
| 4 | Nguyen Duc Cach | Director | 04 | 100% |  |
| 5 | Pham Tuan Anh | Director | 04 | 100% |  |

**II. Board resolution (2016)**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board Resolution/Decision No.** | **Date** | **Contents** |
| 1 | 01-2016 | 11/01/2016 | 1. Approve holding Annual General Meeting of Shareholders 2016 and the agenda.2. Approve the advance dividend payment – first round 2015. |
| 2 | 02-2016 | 27/01/2016 | Change the date of holding Annual General Meeting of Shareholders 2016 (The expected date 26/3/2016, official date: 29/2/2016) |
| 3 | 03-2016 | 05/02/2016 | Approve some contents to submit Annual General Meeting of Shareholders 2016 and the documents to submit the Meeting for approval. |
| 4 | 04-2016 | 16/2/2016 | 1. Supplement the programs for Annual General Meeting of Shareholders.2. Approve the modified contents of the Charter of the Company to submit to the Meeting for approval. |
| 5 | 05-2016 | 20/4/2016 | Executive Board attend the Package: “Improving the drainage system in the South-west Area - Hanoi”  |
| 6 | 06-2016 | 15/6/2016 | Found Testing Center for Water Gas Equipment and Metal materials. |
| 7 | 07-2016 | 20/10/2016 | 1. Approve the business operation result of Quarter III/20162. Approve of implementing the Bidding package No 19“Provide and install pumping station, electronic equipment, engineering pumping equipment, automatic irrigation equipment, drain,…” of the project of “Improving the system of drainage at the West of Hanoi” (Yen Nghia Pumping Station)3. Approve the completion of adding some budget which were spent in advance to Business Operation Cost of previous years. |
| 8 | 08-2016 | 09/11/2016 | Approve of pay dividend in advance in cash for the fiscal year 2-16 in accordance with the Annual General Mandate of Shareholders at the rate of 12% as the following details:- Rate of payment: 12% equals to VND 1,200/share- Time of payment: 20 Dec 2016 |
| 9 | 27/ QD – HDQT/ CTB | 11/01/2016 | Decide to approve the plan of auctioning the bidding packages of implementing budget 2016 |
| 10 | 398/ QD – HDQT/ CTB | 16/06/2016 | Decide to establish the Hydraulic Cylinder and Metal Material Centre |

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

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

1. List of PDMRs and connected persons/ institutions:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name of shareholders** | **Title/ relationship with PDMRs** | **Number of shareholding (share)** | **Rate of shareholding (%)** | **Note** |
| 1 | Nguyen Trong Tieu | PDMR | 90,000 | 2.57 |  |
| 3 | Pham Manh Ha | PDMR | 85,000 | 2.43 |  |
| 4 | Pham Tuan Anh | PDMR | 91,345 | 2.61 |  |
| 5 | Nguyen Duc Cach | PDMR | 94,809 |  |  |
| 6 | Nguyen Trong Nam | PDMR | 113.055 | 3.23 |  |
| 7 | Dao DinhToan | PDMR | 21,237 | 0/61 |  |
| 8 | Bui Quang Tuan | PDMR | 19,912 | 0.57 |  |
| 9 | Nguyen Thi Thu Oanh | PDMR | 1,116 | 0.03 |  |
| 10 | Bui Thi Le Thuy | PDMR | 39,361 | 1.12 |  |
| 11 | Nguyen Van Sen | PDMR | 177 | 0.01 |  |
| 12 | Nguyen Thanh Thuy | PDMR | 7,000 | 0.20 |  |
| 13 | Tran Thi Chan | PDMR | 2,263 | 0.06 |  |

1. Stock transaction:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Name of institutions/individuals** | **Trading account (if any)** | **Title at the Company**  | **Shareholding on 01/01/2016** | **Shareholding on 30/06/2016** | **Reason for increase/ decrease** |
| **Shares** | **Rate (%)** | **Shares** | **Rate** |
| 1 | Vietnam Electricity Equipment Joint Stock Corporation |  |  | 1.793.758 | 51.25 | 0 | 0 |  |
| 2 | Material and Equipment Trading Company Limited |  |  | 0 |  | 763,758 | 21.82 |  |
| 3 | Tra My Company Limited |  |  | 0 |  | 500,000 | 14.29 |  |
| 4 | ECO & MORE Fresh Water and Environment Investment of Joint Stock Company  |  |  | 0 |  | 530,000 | 15.14 |  |
| 5 | Bui Quang Tuan |  |  | 20.212 | 0.57 | 19,912 | 0.57 |  |
| 6 | Nguyen Trong Nam |  |  | 137.155 | 3.92 | 113,055 | 3.23 |  |
| 7 | Bui Thi Le Thuy |  |  | 45.761 | 1.31 | 39,361 | 1.12 |  |

**V. Transactions of PDMRs and connected persons/institutions: None**

**V. Other issues (none)**