**HEV: Corporate Governance Report (2016)**

**CORPORATE GOVERNANCE REPORT 2016**

Company: Higher Educational and Vocational Book Joint Stock Company

Headquarter address: 25 Han Thuyen, Hai Ba Trung District, Ha Noi City

Tel: 043 971789 Fax: 043 9726137

Charter capital: VND 10,000,000,000

Stock code: HEV

I Activities of annual General Meeting of Shareholders

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **General Mandate No.** | **Date** | **Contents** |
| 01 | 73/ DH - DN | 23 Apr 2016 | - Approve the operation result of 2015 and audit report 2015- Approve the production indicators and plans for 2016 and some other issues |

**I. BOD Activities**

- Meetings of BOD

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

**II. Board Resolutions (2016)**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Board Resolution No.** | **Date** | **Contents** |
| 01 | 36/DH-DN | 10 Mar 2016 | - Approve the plan for dividend advance 2015 and holding annual General Meeting of Shareholders 2016 |
| 2 | 121/DH-DN | 29 Jun 2016 | - Approve the operation result of the first 6 months of 2016- Approve selection of an auditor for fiscal year of 2016: AAC Auditing and Accounting Co., Ltd - Approve the personnel issues in 2016 |
| 3 | 215/DH-DN | 10/10/2016 | - Approve the estimated results of business operation in 2016. |
| 4 | 277/DH-DN | 23/12/2016 | - Approve the plan of business operation in 2017. |

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

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

1. List of connected persons

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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 |  Tran Nhat Tan | 0001007676 | None | 19 Apr 2014 |  |  |

2. Transactions of PDMRs and connected persons/ institutions:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Name** | **Relation with PDMR** | **Position at the Company** | **Shareholding at the end of the term** | **Reason (buy, sell, transfer, dividend, bonus share...)** |
| **Share** | **Percentage** |
| 1 | Ngo Thi Thanh Binh | 044C002655 | Member of Board of Directors, Director | 7,000 | 0.7% |  |
| 2 | Le Quang Dung | 0001008666 | Member of Board of Directors, information disclosure official | 2,243 | 0.2243% |  |
| 3 | Tran Van Thang |  | Member of Board of Directors, Deputy Director | 3,500 | 0.35% |  |
| 4 | Nguyen Thu Ha | 0001007669 | Member of Supervisory Board  | 1,000 | 0.1% |  |
| 5 | Tran Trong Tien |  | Member of Board of Directors, Deputy Director | 3,000 | 0.3% |  |
| 6 | Tran Nhat Tan | 0001007676 | None | 5,000 | 0.5% |  |

**V. Other issues.**