

Số/No.: 11/BC-HGT

Hue city, January 21st 2025

REPORT ON CORPORATE GOVERNANCE
(Year of 2024)

Kindly to: **The State Securities Committee,
Hanoi Stock Exchange.**

Name of public company:

HUONG GIANG TOURIST JOINT STOCK COMPANY

Address of head office: 02 Nguyen Cong Trú, Phu Hoi Ward, Thuan Hoa District,
Hue City

Telephone: 0234.3826070 - 3826071

E-mail: info@huonggiangtourist.com

Charter capital: **200,000,000,000 Vnd** (*Two hundred billion dong*)

Securities code: **HGT**

Governance model: General Meeting of Shareholders, Board of Management,
Board of Supervisors and General Director.

The implementation of internal audit: Implemented.

I. Activities of General shareholder meeting:

Based on the application of technology in organizing the General Meeting, on February 22nd, 2024, the Board of Management unanimously issued Resolution No. 02/24/NQ-HDQT on the Plan to organize the 2024 Annual General Meeting of Shareholders in person - online on April 25th, 2024 and at the same time notify all shareholders in the Company and relevant agencies as prescribed.

On April 25th, 2024, the 2024 Annual General Meeting of Shareholders (2023 fiscal year) of Huong Giang Tourist Joint Stock Company was held in person and online at Huong Giang Hotel - 51 Le Loi, Hue City, voted and resolved to approve 07 contents, specifically as follows:

No.	Resolution/Decision No.	Date	Content
1	05/24/ NQ-DHĐCĐ	25/Apr/2024	1. Approval of the report of the Management Board on evaluating the performance in 2023 and the direction of operation in 2024. 2. Approval of the Report of the Board of Directors on the results of production and business activities in 2023 and the business

			plan in 2024.
			3. Approval of the Report of the Board of Supervisors of the Company on supervision in 2023 and operation direction in 2024.
			4. Approval of the Company's financial statements for 2023 audited by AASC Auditing Firm Co., Ltd.
			5. Not paying dividends and remuneration for the BOM and BOS for year 2023.
			6. Approval of profit plan targets, setting aside funds and dividends in 2024, specifically as follows: (1) Expected profit after tax of the Company in 2024 (loss): (3,41) billion Vnd (2) Not establishing funds and no remuneration of the Management Board and Supervisory Board in 2024. (3) Not paying dividends in 2024.
			7. Approval of the authorization for the Board of Supervisors to select a qualified auditing company to audit the financial statements of the Company in 2024. The list of auditing companies includes: (1) Audit Firm Company Limited (AASC) (2) KPMG Auditing Company Limited – Ho Chi Minh Branch (3) Ernst & Young Co., Ltd

II. Board of Management activity (report for year 2024):

1. Thông tin về thành viên Hội đồng quản trị (“HĐQT”):

No.	Member of BOM	Position (<i>Independent members of the BOM, Non-executive members of the BOM</i>)	The date becoming/ceasing to be the member of the BOM	
			Date of appointment	Date of dismissal
1	Toshihiko Takahashi	Chairman of the Board of Management	26/Apr/2022	
2	Johnny Cheung Ching Fu	Member of BOM, General Director	27/Apr/2018	
3	Đình Nhật Tân	Non-executive members of the BOM	26/Apr/2022	

4	Yoshida Tetsuya	Member of BOM	21/May/2019	
5	Le Ba Giang	Member of BOM, Deputy General Director	21/May/2019	

2. Meetings of the BOM:

No.	Member of Management Board	Number of BOM meetings attended	Attendance rate	Reasons for absence
1	Toshihiko Taksahashi	05/05	100%	
2	Johnny Cheung Ching Fu	05/05	100%	
3	Đinh Nhat Tan	05/05	100%	
4	Yoshida Tetsuya	04/05	80%	Absence with reason
5	Le Ba Giang	05/05	100%	

3. Supervision by the BOM over the Board of Directors.

Direct the BOD to implement resolutions of the BOM and resolution of Annual GSM related to the management of business activities of the Company.

4. Activities of the Board of management's committees: None.

5. Resolution/Decision of the BOM issued within 2024:

No.	Resolution/Decision No.	Date	Content	Approval rate
1	02/24/ NQ- HĐQT	22/Feb/2024	Approval of organization plan of the Annual General Meeting of Shareholders 2024 of Huong Giang Tourist Joint Stock Company (fiscal year of 2023).	100%
2	04/24/ NQ-HĐQT	27/Mar/2024	Approval of the content of documents to serve the General Meeting of Shareholders 2024 of Huong Giang Tourist JSC.	100%
3	05/24/NQ-ĐHĐCD	25/Apr/2024	Resolution of the Annual General Meeting of Shareholders in 2024.	100%
4	10/QD- HĐQT	01/Aug/2024	Approval of the sale/transfer of all capital that the Company is holding and owning in the Charter capital of Lang Co Tourist Company Limited.	100%
5	17/24/NQ- HĐQT	01/Dec/2024	Approval of receiving the resignation of Mr. Yoshida Tetsuya as a member of the Board of Management.	100%
6	18/24/NQ-HĐQT	10/Dec/2024	Approval of the estimated 2024	100%

			business results, 2025 business plan and 2025 repair investment plan at HGH.	
7	19/24/NQ-HĐQT	10/Dec/2024	Approval of the signing of the extension of the joint venture contract with SGT at Saigon Morin Hue Company Limited.	100%
8	20/24/NQ-HĐQT	10/Dec/2024	Approval of the 2025 sales and transaction contracts between HGT and related companies.	100%
9	21/24/QĐ-HĐQT	10/Dec/2024	Appointed personnel to participate in the Members' Council and represent the capital management of Huong Giang Tourist Joint Stock Company at Saigon Morin Hue Company Limited.	100%

III. Supervisory Board (Report 2024):

1. Information about members of BOS: ("BOS"):

No.	Members of BOS	Position	The date becoming/ceasing to be the member of the BOS.	Qualification
1	Le Duc Quang	Head of BOS	17/Dec/2020	Bachelor of Economics
2	Fumiyo Okuda	Member	27/Apr/2018	Bachelor of Finance and Economics
3	Nguyen Phuoc Quy Thinh	Member	27/Apr/2023	Master of Business administration

2. Meetings of Board of Supervisors:

Stt No.	Members of Board of Supervisors/ Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Le Duc Quang	2	100%	100%	
2	Fumiyo Okuda	2	100%	100%	
3	Nguyen Phuoc Quy Thinh	2	100%	100%	

3. Surveillance activities of the Supervisory Board toward the BOM, BOD and shareholders:

Supervise the Board of Management, Board of Directors of the Company in implementing resolutions of the General Meeting of Shareholders and resolutions of the Management Board issued in the year. Supervise the organization of implementation of executive activities in accordance with the Charter of the Company, regulations issued by the company and relevant legal documents.

4. The coordination among the BOS with the BOM, BOD and other Managers:

According to the charter of the Company.

5. Other activities of the BOS: none.

IV. Board of Directors.

STT	Members of Board of Directors	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management
1	Johnny Cheung Ching Fu	01/Jul/1966	Bachelor of Business Administration at Ryerson Institute of Technology Canada	15/Sep/2017
2	Le Ba Giang	01/Jan/1961	Bachelor of Economics	09/Mar/2016

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/dismissal
Nguyen Ngoc Dieu Loan	15/Oct/1981	Master of Banking and Finance	Appointed from 01/Jul/2023

VI. Training on corporate governance:

Appointing a Person in Charge of Corporate Governance to attend 2024 Annual Meeting and Workshop on “Legal Regulations on Corporate Governance, Information Disclosure Obligations and the Importance of IR for Public Companies” organized by the Securities Commission on December 13, 2024 in Da Nang.

VII. The list of affiliated persons of the public company (annual report) and transactions of affiliated persons of the Company).

1. The list of affiliated persons of the Company:

Stt	Name of organization/ individual	Securities trading account (if any)	Position at the company (if any)	ID card/passport number for individuals or NHS No.* for organizations; date of issue, place of issue	Head office address/contact address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reason	Relationship with the Company
1	Toshihiko Takahashi		BOM chairman			26/Apr/2022			HGT Insider

2	Johnny Cheung Ching Fu		BOM member, General Director			21/May/2019			HGT Insider
3	Le Ba Giang		BOM member, Deputy General Director			21/May/2019			HGT Insider
4	Tetsuya Yoshida		BOM member			21/May/2019	01/Dec/2024	Resigned	HGT Insider
5	Dinh Nhat Tan		BOM member			26/Apr/2022			HGT Insider
6	Le Duc Quang		BOS Head			17/Dec/2020			HGT Insider
7	Fumiyo Okuda		BOS member			27/Apr/2018			HGT Insider
8	Nguyen Phuoc Quy Thinh		BOS member			26/Apr/2023			HGT Insider
9	Nguyen Ngoc Dieu Loan	009C114010	Chief Accountant			17/Dec/2020			HGT Insider
10	Ho Van Toai		Person in charge of corporate governance, Company Secretary, Information Disclosure Person.			01/Apr/2021			HGT Insider
11	Hotel De La Cite Imperiale Co., Ltd					01/Jan/2008			HGT holds 29.97% of charter capital
12	Lang Co					01/Jan/2008	01/Aug/2024	Sell all	HGT

	Tourist Co., Ltd							capital of HGT.	holds 40% of charter capital
13	Huong Giang Travel Co., Ltd					01/Jan/2008			HGT holds 49% of charter capital
14	Saigon Morin Hue Co., Ltd					01/Jan/2008			HGT holds 50% of charter capital
15	Citadel Investment Tourist Co., Ltd					31/Dec/2014			HGT holds 35% of charter capital
16	Crystal Treasure Limited					27/Apr/2018			Own 45% shares of HGT
17	Tan Truong Co., Ltd					Oct/2020			Own 20% shares of HGT

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons:

No	Name of organization/ individual	Relationship with the Company	NHS* No., date of issue, place of issue	Head office address/Contact address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Management (if any, specifying date of issue)	Content, quantity, total value of transaction	Remark
1	Crystal Treasure Limited	Affiliated person of HGT			Year 2024	Resolution of the Board of Management No. 11/22/NQ-HDQT, issued on June 18th, 2022; Decision No. 12/22/QD-HDQT, issued on June 19th, 2022.	HGT paid off all interest and principal to Crystal Treasure Limited for loans in 2022 and 2021. Amount of VND 20.374 billion	

2	Huong Giang Travel Co., Ltd	Affiliated person of HGT			Year 2024		HGT sells accommodation services, restaurants... to Huong Giang Travel Company Limited with amount 499 million VND.	
3	Huong Giang Travel Co., Ltd	Affiliated person of HGT			Year 2024		Huong Giang Travel Company Limited sells airline tickets, transportation services... to HGT with amount 122 million VND.	
4	Huong Giang Travel Co., Ltd	Affiliated person of HGT			Year 2024	Loan contract No. 02/HGT-LH-112024 dated November 20, 2024	HGT lent Huong Giang Travel Company 2 billion VND. Interest incurred was 51.78 million VND.	
5	Hotel De La Cite Imperiale Co., Ltd	Affiliated person of HGT			Year 2024	Loan Contract No. 02/KT-HG-122022 dated December 29, 2022	Interest accrued on the 2022 loan borrowed by HDLC from HGT with amount 805.68 million VND	
6	Citadel Investment Tourist Co., Ltd	Affiliated person of HGT			Year 2024	Loan contract No. 04/HGT-CIT-122024 dated December 20, 2024 and and Loan Contract 043/HGT-CIT-122022 dated December 29, 2022.	HGT lent Citadel Investment Tourist Co., Ltd 4.3 billion VND. Interest incurred was 120 million VND.	

Note: No. Business certificate: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on operations or equivalent legal documents (As for organizations).

3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: none

No.	Transaction executor	Relationship with internal persons	Position at the listed Company	ID card No. /Passport No., date of issue, place of issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Remark

4. Transactions between the Company and other objects

4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting).

* Year 2024: As section VII.2 presented above.

* Year 2022: HGT made 02 loans from Crystal Treasure Limited:

- The first loan is: \$280,000 for HGT operations.

- The second loan is: \$100,000 for the Festival Restaurant Phase 2 upgrade.

4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Management, Board of Supervisors, Director (General Director) and other managers are member of Board of Management, Director (General Director or CEO): **none**.

4.3. Other transactions of the Company (if any) may bring material or non-material benefits for members of Board of Management, members of the Board of Supervisors, Director (General Director) and other managers: **none**.

VIII. Share transactions of internal persons and their affiliated persons (annual report):

1. The list of insiders and their affiliated persons công ty:

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Contact address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Remark
1	Toshihiko Takahashi		BOM chairman			0	0	

1.1	Yukio Takahashi		Senior Counselor of the Company			0	0	Biological father
1.2	Hiriko Takahashi					0	0	Biological mother - deceased on Jan/9/2024
2	Johnny Cheung Ching Fu		BOM member, General Director			0	0	
2.1	Fu Hon Ying Wah Grace					0	0	Biological mother
2.2	Fu Cheung Wai Peter					0	0	Brother
2.3	Saigon Morin Hue Co., Ltd					0	0	Mr. Johnny Cheung Ching Fu is Chairman of Members' Council
2.4	Hotel De La Cite Imperiale Co., Ltd					0	0	Mr. Johnny Cheung Ching Fu is member of the Members' Council
2.5	Citadel Investment Tourist Co., Ltd					0	0	Mr. Johnny Cheung Ching Fu serves as General Director
3	Le Ba Giang		BOM member, Deputy General Director			0	0	
3.1	Nguyen Thi Cam Dao					0	0	Wife

3.2	Le Ba Nguyen					0	0	Son
3.3	Le Ba Minh					0	0	Son
3.4	Le Hong Hanh					0	0	Daughter in law
3.5	Nguyen Thi Hien					0	0	Daughter in law
3.6	Saigon Morin Hue Co., Ltd					0	0	Mr. Le Ba Giang is member of the Members' Council
3.7	Hotel De La Cite Imperiale Co., Ltd					0	0	Mr. Le Ba Giang is member of the Members' Council
3.8	Lang Co Tourist Co., Ltd					0	0	Mr. Le Ba Giang is member of the Members' Council
3.9	Huong Giang Travel Co., Ltd					0	0	Mr. Le Ba Giang is member of the Members' Council
4	Tetsuya Yoshida		BOM member			0	0	Resigned from 01/Dec/2024
4.1	Kanako Yoshida					0	0	Wife

4.2	Hina Yoshida					0	0	Daughter
5	Dinh Nhat Tan		BOM member			300.000	1,5%	
6	Le Duc Quang		BOS Head			0	0	
6.1	Nguyen Thu Hien					0	0	Wife
6.2	Le Thuy Duong					0	0	Daughter
6.3	Le Minh Chau					0	0	Daughter
6.4	General Partner Consulting Services Co., Ltd					0	0	Mr. Le Duc Quang is Director
7	Fumiyo Okuda		BOS member			350,000	1.75%	
7.1	Ryoichi Okuda					0	0	Biological father
7.2	Tsuyuko Okuda					0	0	Biological mother
7.3	Hotel De La Cite Imperiale Co., Ltd					0	0	Ms. Fumiyo Okuda is the Chairwoman of the Members' Council

7.4	Crystal Treasure Limited					9,000,000	45%	Ms. Fumiyo Okuda is Director
7.5	Citadel Investment Tourist Co., Ltd					0	0	Ms. Fumiyo Okuda is the Chairwoman of the Members' Council
8	Nguyen Ngoc Dieu Loan	009C114010	Chief Accountant			0	0	
8.1	Le Van Loc	009C114010				0	0	Husband
8.2	Nguyen Ngoc Khoa					0	0	Biological father
8.3	Nguyen Thi Thanh					0	0	Biological mother
8.4	Lê Ngoc Tung Chi					0	0	Daughter
8.5	Le Van Minh Khoi					0	0	Son
8.6	Citadel Investment Tourist Co., Ltd					0	0	Ms. Nguyen Ngoc Dieu Loan is chief accountant.
8.7	Saigon Morin Hue Co., Ltd					0	0	Ms. Nguyen Ngoc Dieu Loan is a member of the Board of Supervisors.

9	Nguyen Phuoc Quy Thinh		BOS member			11.700	0.06%	
9.1	Phan Nguyen Nguyen Thao					0	0	Wife
9.2	Bao Kham					0	0	Biological father
9.3	Nguyen Thi Truc Phuong					0	0	Biological mother
9.4	Nguyen Phuoc Quy Tuong					0	0	Brother
10	Ho Van Toai		Person in charge of corporate governance, Company			900	0,005%	

2. Transactions of insiders and affiliated persons with shares of the Company: none.

No.	Transaction executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing (buying, selling, converting, rewarding, etc.)
			Number of shares	Percentage	Number of shares	Percentage	

IX. Other significant issues:

Focus on directing relevant units and departments to proactively implement solutions to organize business to complete the 2025 business plan. Effectively implement the contents of the Resolution of the Board of Management issued in 2024.

With the above contents, Huong Giang Tourist Joint Stock Company respectfully reports to the State Securities Commission and Hanoi Stock Exchange according to regulations.

Recipient:

- As above;
- Record at BOM secretary.

Authorized by the Chairman of the BOM
GENERAL DIRECTOR



Johnny Cheung Ching Fu

C.P. S.