**HNB: Annual Corporate Governance Report 2023**

On January 23, 2024, Hanoi Transport Station JSC announced Report No. 52/BC-HDQT on the corporate governance in 2023 as follows:

* Name of Company: Hanoi Transport Station JSC
* Business code: 010 010 5528 Hanoi Department of Planning and Investment issued the Business Registration Certificate on May 5, 2014
* Headquarters address: 2nd Floor, Giap Bat Bus Station, Giap Bat Ward, Hoang Mai District, Hanoi
* Tel: 0243.8642439 Fax: 0243.8644536
* Email: benxehanoi@benxehanoi.com.vn
* Charter capital: 95,000,000,000
* Securities code: HNB
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Managing Director
1. Activities of the General Meeting:
* In 2023, the Company conducted successfully the Annual General Meeting of Shareholder 2021 on April 21, 2023. At the Meeting, shareholders agreed to vote on approving contents according to the agenda.
* In October 2023, the Company collected shareholders’ ballots to approve the dismissal and election of 01 additional member of the Company's Supervisory Board, 2019-2024 period.

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Promulgation date | Contents |
| 1 | General Mandate No. 188 NQ/DHDCD | April 21, 2023 | Annual General Mandate 2023 |
| 2 | General Mandate No. 788 NQ/DHDCD | October 27, 2023 | Extraordinary General Mandate 2023 |

* In 2023, the Company had no Extraordinary General Meeting.
1. Board of Directors
2. Information about members of the Board of Directors

In 2023, the personnel of the Company's Board of Directors is stable, with no changes. The number of members of the Board of Directors is 03, specifically:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Vu Huu Tuyen | Chair of the Board of Directors | November 12, 2016 |  |
| 2 | Mr. Pham Manh Hung | Member of the Board of Directors, Managing Director of the Company | April 10, 2019 |  |
| 3 | Mr. Nguyen Cong Bang | Member of the Board of Directors, Deputy Managing Director of the Company | April 03, 2014 |  |

1. Board Resolutions/Board Decisions

In the first 6 months of 2023, the Board of Directors promulgated

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision  | Promulgation date | Contents |
| 1.  | Resolution No. 28/NQ-HDQT | January 16, 2023. | Approve the 2022 salary payment plan for the positions of Managing Director, Deputy Managing Director and Chief Accountant of the Company |
| 2.  | Decision No. 28.1/QD-HDQT | January 16, 2023 | Approve the 2022 salary payment for the positions of Managing Director, Deputy Managing Director and Chief Accountant of the Company |
| 3. | Resolution No. 71/NQ-HDQT | February 21, 2023 | Approve the convening of the Annual General Meeting in 2023 and appoint representatives to participate in the Campaign Committee to establish the Bus Station Association |
| 4. | Decision No. 71.1/QD-HDQT | February 21, 2023. | Appoint representatives to participate in the Campaign Committee to establish the Bus Station Association |
| 5. | Resolution No. 230/NQ-HDQT | May 15, 2023 | On approving the 2022 bonus payment plan and 2023 remuneration for the Managing Director and Person in charge of corporate governance  |
| 6. | Decision No. 231/QD-HDQT | May 15, 2023 | On the 2022 bonus payment plan and 2023 remuneration for the Managing Director and Person in charge of corporate governance  |
| 7. | Resolution No. 333/NQ-HDQT | June 26, 2023 | On approving the contents serving the Company's work (selecting audit company and reappointing staff) |
| 8 | Resolution No. 435/NQ-HDQT | July 20, 2023 | On the Company's staff work |
| 9 | Decision No. 436/QD-HDQT | July 22, 2023 | On the reappointment of the Head of Planning and Investment Department and Branch |
| 10 | Decision No. 438/QD-HDQT | July 22, 2023 | On the appointment of the Deputy Managing Director of the Company |
| 11 | Decision No. 439/QD-HDQT | July 22, 2023 | On the appointment of the Managing Director of My Dinh bus station |
| 12 | Resolution No. 531/NQ-HDQT | August 10, 2023 | On the Organization and implementation of the My Dinh Bus Station waiting room renovation project |
| 13 | Decision No. 532/QD-HDQT | August 10, 2023 | On approving the investment policy of the My Dinh Bus Station waiting room renovation project |
| 14 | Resolution No. 606/NQ-HDQT | September 04, 2023 | On recording the list of shareholders to collect shareholders’ opinions via a ballot |
| 15 | Resolution No. 642/NQ-HDQT | September 13, 2023 | On strengthening leadership at the administrative department level |
| 16 | Resolution No. 668/NQ-HDQT | September 21, 2023 | On adjusting the date of recording the list of shareholders to collecting shareholders’ ballots |
| 17 | Resolution No. 747/NQ-HDQT | October 11, 2023 | On terminating the operation of the Southern truck parking project |
| 18 | Resolution No. 878/NQ-HDQT | November 23, 2023 | On the Company's staff work |
| 19 | Decision No. 879/QD-HDQT | November 23, 2023 | On the appointment of Head of Administrative Department of the Company |
| 20 | Decision No. 932/QD-HDQT | December 08, 2023 | On the retirement regime for the Company's Deputy Managing Director |

1. Supervisory Board
2. Information about members of the Supervisory Board:

In 2023, the personnel in the Supervisory Board have changed. In August 2023, 01 member of the Supervisory Board resigned (Nguyen Khanh Van). In October 2023, the Company collected shareholder’s ballots to elect 01 additional Supervisor (Pham Minh Thuan). The current number of the Supervisory Board's members is 03.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board: | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Vu Thuy Hanh | Chief | September 03, 2015 | Accountant |
| 2 | Doan Kim Anh | Supervisor | April 14, 2018. | Accountant |
| 3 | Nguyen Khanh Van | Supervisor | August 01, 2023 | Master of Economic Management |
| 4 | Pham Minh Thuan | Supervisor | October 27, 2023 | Master of Business Administration in Transportation |

1. Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment |
| 1 | Pham Minh Hung | February 04, 1980 | Business Administration | March 01, 2022 |
| 2 | Nguyen Cong Bang | March 23, 1963 | Mechanical engineer, Business Administration | April 11, 2014 |
| 3 | Le Truong Son | October 05, 1969 | Bachelor in Economics | August 01, 2023 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Appointment date |
| Thach Thi Kim Nga | July 21, 1972 | Accountant | January 18, 2016 |

1. Training on corporate governance
2. List of related persons to public companies and transactions between related persons to the Company and the Company itself
3. Transactions between the Company and related persons of the Company, or between the Company and major shareholders, PDMR, or related persons of PDMR None.
4. Transactions between PDMR of the listed company, related persons of PDMR and subsidiaries or companies controlled by the listed company: None.
5. Transactions between the Company and other entities: None.
6. Share transactions of PDMRs and related people of PDMRs:
7. Listed company’s share transactions of PDMR and related persons of PDMR: None.
8. Other significant issues: None.