**TSJ: Annual Corporate Governance 2023**

On January 25, 2024, Ha Noi Tourist Service Joint Stock Company announced Report No. 16/TSC on corporate governance as follows:

* Name of company: Ha Noi Tourist Service Joint Stock Company
* Head office address: No. 273 Kim Ma Street, Giang Vo Ward, Ba Dinh District, Hanoi City
* Tel: (024) 3726 2626 Fax: (024) 3726 2571
* Charter capital: VND 748,000,000,000
* Securities code: TSJ
* Corporate governance model: General Meeting of Shareholders, Board of Directors, Supervisory Board, and Board of Management
1. Activities of the General Meeting of Shareholders:

On June 09, 2023, Ha Noi Tourist Service Joint Stock Company successfully convened the Annual General Meeting of Shareholders 2023. The Meeting's order, procedures and contents ensured compliance with the provisions of law and the Company's Charter.

The following is General Mandates approved at the Annual General Meeting of Shareholders 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | Article 1 | June 09, 2023 | Annual General Mandate 2023 |
| 2 | Article 2 |
| 3 | Article 3 |
| 4 | Article 4 |
| 5 | Article 5 |
| 6 | Article 6 |
| 7 | Article 7 |
| 8 | Article 8 |
| 9 | Article 9 |

1. The Board of Directors (Annual Report 2023):
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors |
| Appointment date | Dismissal date | Reason |
| 1 | Mr. Nguyen Minh Chung | Chair of the Board of Directors | December 26, 2015 |  | Dismissed from being Chair of the Board of Directors from December 26, 2023 |
| 2 | Ms. Nguyen Thi Nga | Vice Chair of the Board of Directors | December 26, 2015 | Had a request to resign from the Board of Directors, dismissed from being Chair of the Board of Directors from December 26, 2023 |  |
| 3 | Ms. Le Thanh Ha | Member of the Board of Directors | December 26, 2015 |  | Member of the Board of Directors for 2 consecutive terms (2016-2020 and 2021-2026) |
| 4 | Ms. Vu Thi Quynh Trang | Member of the Board of Directors | June 26, 2017 |  | Member of the Board of Directors for 2 consecutive terms (2016-2020 and 2021-2026) |
| 5 | Mr. Nguyen Manh Hung | Member of the Board of Directors | April 28, 2021 |  | New appointment for the 2021-2026 term |

1. Board Resolutions/Board Decisions (Annual Report 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | Resolution No. 01/2023/NQ-HDQT | January 04, 2023 | Approve the business plan for 2023 |
| 2 | Resolution No. 03/2023/NQ-HDQT | January 12, 2023 | Pay employees the 13th-month salary on the occasion of Lunar New Year 2023 |
| 3 | Resolution No. 05/2023/NQ-HDQT | January 19, 2023 | Adjust the tile salary level of members of the Executive Board |
| 4 | Resolution No. 09/2023/NQ-HDQT | March 03, 2023 | Approve the plan to organize the Annual General Meeting of Shareholders 2023 |
| 5 | Resolution No. 16/2023/NQ-HDQT | April 20, 2023 | Change the plan to hold the Annual General Meeting of Shareholders 2023 |
| 6 | Resolution No. 36/2023/NQ-HDQT | May 30, 2023 | Reappoint the Company's General Manager |
| 7 | Resolution No. 64/2023/NQ-HDQT | July 26, 2023 | Approve the authorization limit of the Company’s General Manager |
| 8 | Resolution No. 76/2023/NQ-HDQT | December 25, 2023 | Approve the change of Board of Directors personnel, the Authorized Person of Information Disclosure and the Authorized Representative at Hanoi Hotel and Global Toserco; Organize an Extraordinary General Meeting of Shareholders |

1. The Supervisory Board (Annual Report 2023):
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification | Note |
| 1 | Mr. Tran Xuan Son | Chief of the Supervisory Board | December 26, 2015 | Bachelor | Chief of the Supervisory Board for 2 consecutive terms (2016-2020 and 2021-2026) |
| 2 | Mr. Nguyen Thanh Tuyen | Member of the Supervisory Board | April 28, 2021 | Master | Member of the Supervisory Board for the 2021-2026 term |
| 3 | Ms. Nguyen Thi Hien | Member of the Supervisory Board | June 09, 2023 | Bachelor | Dismissed at the Annual General Meeting of Shareholders dated June 09, 2023 |
| 4 | Mr. Nguyen Tri Trung | Member of the Supervisory Board | June 09, 2023 | Bachelor | Newly appointed at the Annual General Meeting of Shareholders dated June 09, 2023 |

1. The Executive Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Date of birth | Qualification | Appointment date |
| 1 | Mr. Nguyen Kim Ha | General Manager | December 5, 1956 | Bachelor | June 01, 2023 (reappointment date) |
| 2 | Mr. Trinh Minh Tu | Deputy General Manager | February 21, 1970 | Bachelor | March 16, 2021 |
| 3 | Ms. Vu Hoai Chau | Deputy General Manager | January 10, 1976 | Master | January 15, 2020 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Mr. Ta Ngoc Lam | August 10, 1983 | Bachelor | July 01, 2019 |

1. Training on corporate governance:
2. List of affiliated person of the public company and transactions between the affiliated person of the Company with the Company itself:
3. Transactions between the Company and affiliated persons of the Company (or between the Company and major shareholders, PDMR, affiliated persons of PDMR):

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue | Head office/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (if any) | Content, quantity, total value of transaction | Note |
| 1 | Hanoi Hotel Joint Venture Co., Ltd. | Joint venture | No. 010014559 issued on August 27, 1992 at Hanoi Authority for Planning and Investment | D8 Giang Vo, Giang Vo Ward, Ba Dinh District, Hanoi City  |  From January 01, 2023 to December 31, 2023  |  | * Provision of services: VND 18,492,914
* Purchase of goods: VND 45,170,185
* Dividends: VND 30,210,309,310
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1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None.
2. Transactions between the Company and other entities:
	1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager), and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting): None.
	2. Transactions between the Company and companies where the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None.
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Manager (General Manager) and other managers: None.
3. Share transactions of PDMR and affiliated persons of PDMR:
4. The Company’s shares transactions between PDMR and affiliated persons: None.
5. Other significant issues: