**RAT: Annual Corporate Governance Report 2023**

On January 30, 2024, Railway Transport and Trade Joint Stock Company announced Report No. 45/BC-RAT on the corporate governance in 2023 as follows:

* Name of company: Railway Transport and Trade Joint Stock Company
* Head office address: No 118 Le Duan Street, Cua Nam Ward, Hoan Kiem District, Hanoi
* Tel: 024.39425097 Fax: 024.38221716 Email: tckt@ratraco.com.vn
* Charter capital: VND 59,218,410,000
* Securities code: RAT
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented
1. Activities of the General Meeting of Shareholders

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | 01/2023/RAT/NQ-DHDCD | April 28, 2023 | * Approve the Report of the Board of General Directors on the results of production and business activities in 2022 and directions and tasks for 2023
* Approve the Supervisory Board's report on inspection and supervision results in 2022
* Approve annual audited financial statements
1. (Attached to Proposal No. 01/2023/RAT/TT-HDQT)
* Approve the plan for profit distribution, dividend payment, and appropriation of funds for the fiscal year 2022 (attached to Proposal No. 02/2023/RAT/TT-HDQT)
* Approve the remuneration plan for the Board of Directors and Supervisory Board in 2023 (attached to Proposal No. 03/2023/RAT/TT-HDQT)
* Approve the selection of the audit company for the annual financial statements
1. (Attached to Proposal No. 04/2023/RAT/TT-HDQT)
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1. The Board of Directors (Annual report):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal |
| Appointment date | Dismissal date |
| 1 | Mr. Mai Hoang Long | In charge of the Board of Directors | April 23, 2021 |  |
| 2 | Mr. Tran The Hung | Member of the Board of Directors-cum-General Manager | April 23, 2021 |  |
| 3 | Ms. Tran Thi Thu Nga | Member of the Board of Directors | April 23, 2021 |  |
| 4 | Mr. Do Khanh Du | Non-executive member of the Board of Directors | April 23, 2021 |  |
| 5 | Ms. Pham Thi Quyen | Member of the Board of Directors | April 23, 2021 |  |

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 11/05/NQ-RAT-HDQT | March 1, 2023 | * Approve the plan to hold the annual General Meeting of Shareholders 2023
* Approve a number of investment projects
* Approve the liquidation of expired carriages
* Approve the establishment of Dual VTHH Station
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| 2 | 12/05/NQ-RAT-HDQT | April 21, 2023 | Approve the results of production and business activities in 2022 and the production and business plan for 2023* Approve the recovery of Subsidiary profits

Approve joint venture capital contribution with Chinese partners to establish a joint venture company |
| 3 | 13/05/NQ-RAT-HDQT | May 26, 2023 | * Approve the policy of cooperation in building 30 new carriages
* Approve the implementation of Annual General Mandate 2023
* Approve salary regulations in 2023
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| 4 | 14/05/NQ-RAT-HDQT | June 20, 2023 | * Direct representatives of capital contributions at subsidiaries and affiliated companies
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| 5 | 15/05/NQ-RAT-HDQT | June 26, 2023 | * Approve production and business results for the first 9 months of 2023 and plan for the last 3 months of 2024

Approve the investment in the fire protection project at Trang Bom station cargo yard |
| 6 | 16/05/NQ-RAT-HDQT | December 3, 2023 | * Approve expected production and business results in 2023 and production and business plan in 2024
* Approve the sale of fixed assets including 18 tractors and 26 trailers
* Organization: Merge the Petroleum Group under the Northern Transportation Center.
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1. The Supervisory Board (Annual Report):
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Ms. Tran Thi Xuan | Chief of the Supervisory Board | April 23, 2021 | Bachelor of Economics |
| 2 | Mr. Nguyen Truong Giang | Member of the Supervisory Board | April 23, 2021 | Iron transport economics engineer |
| 3 | Mr. Diep Anh Tuan | Member of the Supervisory Board | April 23, 2021 | Master in Business Administration |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Tran The Hung | June 28, 1963 | Iron transport economics engineer | December 29, 2017 |
| 2 | Mr. Nguyen Hoang Thanh | November 29, 1974 | Bachelor of Laws | May 28, 2016 |
| 3 | Ms. Tran Thi Thu Nga | October 25, 1961 | Economic engineer | May 28, 2016 |
| 4 | Mr. Mai Hoang Long | October 14, 1977 | Iron transport economics engineer | March 30, 2020 |
| 5 | Mr. Nguyen Xuan Hung | November 13, 1980 | Bachelor of Business Administration | February 16, 2022 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Pham Thi Quyen | Decembr 13, 1986 | Bachelor of Economics | April 9, 2018 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Report in 6 months) and transactions between the affiliated persons 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:

Unit VND

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | NSH\*;NSH, date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | Transaction content | Transaction value (VND) | Note |
| 1 | Hanoi Ratraco Railway Transport Logistics Company Limited | Subsidiary | 0106082066 Issued on January 14, 2013 at Hanoi Department of Planning and Investment | No. 95-97 Le Duan, Cua Nam Ward, Hoan Kiem District, Hanoi City | 2023 | Sell services | 35,068,683,759 |  |
| Buy services | 19,291,605,302 |  |
|  | Ratraco MTV Railway Trading Company Limited | Subsidiary | 0106584394 Issued on July 2, 2014 at Hanoi Department of Planning and Investment | No. 95-97 Le Duan, Cua Nam Ward, Hoan Kiem District, Hanoi City | 2023 | Sell services | 10,129,178,516 |  |
| Buy services | 6,131,010,200 |
| Receive dividend | 1,703,150,364 |  |
| 3. | Ratraco Railway Travel Company Limited | Subsidiary | 0105099155 Issued on January 6, 2011 at Hanoi Department of Planning and Investment | No. 95-97 Le Duan, Cua Nam Ward, Hoan Kiem District, Hanoi City | 2023 | Sell services | 244,946,691 |  |
| Buy services | 1,326,188,824 |
| 4 | Ratraco Solutions Transport Company Limited | Subsidiary | 0316136487 issued on February 11, 2020 at Ho Chi Minh City Department of Planning and Investment | 21 Bis Hau Giang, Ward 4, Tan Binh District, Ho Chi Minh City | 2023 | Sell services | 53,514,185,785 |  |
| Receive dividend | 1,270,211,018 |  |
| 5 | Vietnam Railways | Major shareholder | 0100105052 issued on July 26, 2010 at Hanoi Department of Planning and Investment | No. 118 Le Duan, Cua Nam Ward, Hoan Kiem District, Hanoi City | 2023 | Sell services | 4,734,876,254 |  |
| Buy services | 262,754,415,037 |  |
| Dividend payment | 1,092,644,000 |  |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company: None
2. Transactions between the Company and other entities
	1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors or the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): None
	2. Transactions between the Company and the companies that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager(the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager): None
	3. Other transactions of the company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Directors (General Manager) and other managers: None.
3. Share transactions between PDMR and affiliated persons of PDMR (semi-annual report):
4. Company’s shares transactions between PDMR and affiliated persons: None
5. Other significant issues