**HRT: Annual Corporate Governance Report 2023**

On January 30, 2024, HaNoi Railway Transport Joint Stock Company announced Report No. 17/BC-HDQT on the Corporate Governance in 2023 as follows:

* Name of company: HaNoi Railway Transport Joint Stock Company
* Head office address: No. 130, Le Duan Street, Nguyen Du Ward, Hai Ba Trung District, Hanoi
* Phone: 024.3942 1117 Fax: 024.3822.4736
* Charter capital: VND 800,589,700,000
* Securities code: HRT
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
* Internal audit: Unimplemented.

Follow Circular No. 96/2020/TT-BTC dated October 16, 2020, of the Ministry of Finance on guidelines for information disclosure on securities market, HaNoi Railway Transport Joint Stock Company reports on the corporate governance of the Company in 2023, as follows:

1. Activities of the General Meeting:

HaNoi Railway Transport Joint Stock Company organized the Annual General Meeting 2023, as follows:

* Date: April 12, 2023
* Venue: Meeting room of HaNoi Railway Transport Joint Stock Company, No. 130 Le Duan Street, Nguyen Du Ward, Hai Ba Trung District, Hanoi
* Contents of the Annual General Mandate 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate | Date | Contents |
| 1 | 01-23/NQ-DHDCD. | April 12, 2023 | Approve the contents:   1. Report on the activities of the Board of Directors; 2. Report of the Supervisory Board on the production and business results of the Company 3. The merging of HaNoi Railway Transport Joint Stock Company and SaiGon Railway Joint Stock Company 4. The Audited Financial Statement 2022 and the profit distribution plan for 2022 5. Authorization for the Board of Directors of HaNoi Railway Transport Joint Stock Company to select one independent audit company from the list of qualified audit companies to provide auditing services of 2023 6. Plans on production, business 2023, profit and dividend in 2023 7. Remuneration, salary and bonus plan and settlement for the Board of Directors and the Supervisory Board in 2023 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 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 | Mr. Do Van Hoan | Chair | January 18, 2016 |  |
| 2 | Mr. Nguyen Viet Hiep | Member | April 16, 2018 |  |
| 3 | Mr. Nguyen Tien Hiep | Member | April 16, 2018 |  |
| 4 | Mr. Le Minh Tuan | Member | January 18, 2016 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | Board Resolutions | | |
| 1 | 01-23/NQ-HDQT | February 13, 2023 | Organize the Annual General Meeting 2023: |
| 2 | 02-23/NQ-HDQT | February 16, 2023 | Production and business tasks for 2023: |
| 3 | 03-23/NQ-HDQT | February 23, 2022 | Adjust information on Company’s share type |
| 4 | 04-23/NQ-HDQT | April 19, 2023 | Production and business plan for Q2, 2023 |
| 5 | 05-23/NQ-HDQT | July 25, 2023 | Personnel organization of the Company |
| 6 | 06-23/NQ-HDQT | December 15, 2023 | Development of the production and business plan for 2024 |
| II | Board Decisions | | |
| 1 | 12/QD-HDQT | January 30, 2023 | Realized salary fund in 2022 of the employees of the Company |
| 2 | 14/QD-HDQT | January 30, 2023 | Realized salary fund of the Company’s managers |
| 3 | 16/QD-HDQT | February 6, 2023 | Establish the Committees and Subcommittees to organize the Annual General Meeting 2023 |
| 4 | 20/QD-HDQT | February 17, 2023 | Promulgate regulations on assigning duties for members of the Board of Directors. |
| 5 | 53/QD-HDQT | April 10, 2023 | Inspection plan of the Board of Directors of the Company. |
| 6 | 55/QD-HDQT | April 12, 2023 | Approve the business plan, profit, and dividend plan for 2023 of the Company. |
| 7 | 62/QD-HDQT | April 27, 2023 | Permission to prepare for infrastructure investment: Renovating the water supply pipeline system on the trains belonging to the Branch of Hue Railway Transport |
| 8 | 67/QD-HDQT | May 19, 2023 | Establish the Company's Inspection and Supervision Team |
| 9 | 70/QD-HDQT | May 24, 2023 | Adjust and supplement the Company's Leadership Management Plan. |
| 10 | 71/QD-HDQT | May 29, 2023 | Adjust the organizational form for the development of the project 'New investment socialization for passenger cars'. |
| 11 | 72/QD-HDQT | May 31, 2023 | Decision on permitting project investment preparation:  Buy a new car with less than 9 seats - Multimodal Transport Service Branch. |
| 12 | 74/QD-HDQT | June 1, 2023 | Decision on permitting project investment preparation: Investing in a new wheel tread welding machine - Goods Wagon Branch. |
| 13 | 75/QD-HDQT | June 7, 2023 | Decision on permitting project investment preparation: Replace the audio-conferencing system in meeting room No. 1 - Company Office |
| 14 | 78/QD-HDQT | June 14, 2023 | Permission to prepare for infrastructure investment: Renew the corrugated metal roof of the road to repair wagons, Ninh Binh - Bim Son wagon repair station of Wagon Branch |
| 15 | 83/QD-HDQT | June 30, 2023 | Permission to prepare for project investment: new investment in 01 set of Plasma Inverter cutting machine - Vinh Wagon Branch. |
| 16 | 90/QD-HDQT | July 12, 2023 | Re-Appointment of Company’s Secretariat |
| 17 | 92/QD-HDQT | July 21, 2023 | Permission to prepare for infrastructure investment: Material warehouse for fiber fabric supplies belonging to the Branch of Hanoi Railway Attendant. |
| 18 | 93/QD-HDQT | July 26, 2023 | Permission to prepare for infrastructure investment: New construction of X6 road wagon repair factory under Vinh Wagon Branch |
| 19 | 103/QD-HDQT | August 9, 2023 | Approve the project "Investment socialization- new passenger wagons" |
| 20 | 122/QD-HDQT | October 5, 2023 | Decision on permitting project investment preparation: Investment in a new heat treatment machine for bearings and wheels at the Yen Vien workshop under the Goods Wagon Branch. |
| 21 | 128/QD-HDQT | October 24, 2023 | Approve the Economic and Technical Report for the project: Construct a new workshop for repairing X6 road wagons at the Vinh Wagon Branch. |
| 22 | 129/QD-HDQT | November 3, 2023 | Approve the plan to select the contractor for the project: Construct a new workshop for repairing X6 road wagons at the Vinh Wagon Branch. |
| 23 | 158/QD-HDQT | December 20, 2023 | Issue regulations on goods transportation rates by railway. |
| 24 | 159/QD-HDQT | December 26, 2023 | Send officials on business trips abroad |
| 25 | 152/QD-HDQT | December 28, 2023 | Issue regulations on the management of electronic ticket sales by HaNoi Railway Transport Joint Stock Company |

1. Supervisory Board.
2. Information about members of the Supervisory Board/the Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Tran Tu Anh | Chief | January 18, 2016 | Economics and Transport Engineer, Master of Business Administration |
| 2 | Le Tran Hung | Member | April 16, 2018 | Economics and Transport Engineer, Master of Transport Management |
| 3 | Vuong Phuong Thao | Member | April 26, 2017 | Economic Transport Engineer Master of Business Administration |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Management | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Viet Hiep | April 8, 1963 | Bachelor | January 1, 2018 |
| 2 | Mr. Le Minh Tuan | September 18, 1964 | Bachelor | February 1, 2016 |
| 3 | Mr. Nguyen Hong Linh | September 27, 1968 | Bachelor | October 6, 2017 |
| 4 | Mr. Tran Van Nam | September 11, 1965 | Bachelor | January 1, 2022 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment /dismissal |
| Luong Van Chien | September 16, 1982 | Master | November 15, 2019 |

1. Training on corporate governance None.
2. List of related persons of the public Company and transactions between the related persons of the Company with the Company itself
3. Transactions between the Company and related persons of the Company, or between the Company and principal shareholders, PDMR, or related persons of PDMR:

The Contract No. 03/HD.DHGTDS/2023 dated April 26, 2023 between the Company and Vietnam Railways Corporation (Major shareholder holding 91.62% of capital at the Company) on supplying and using services of operating railway transport and relevant supporting services of 2023.

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or 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, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three (03) years (as at the date of reporting): None
   2. Transactions between the Company and companies where related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers are members of the Board of Directors and Executive Manager (Managing Director): 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, Executive Manager (Managing Director) and other managers. None
3. Share transactions of PDMR and related persons of PDMR:
4. Company’s share transaction of PDMR and related persons: None
5. Other significant issues: None