**HHR: Annual General Mandate 2024**

On April 19, 2024, Ha Hai Railway Joint Stock Company announced General Mandate No. 06-24/NQ-DHDCD, as follows:

‎‎Article 1. Approve Report No. 237/BC-DHDCD dated April 12, 2024 on the activities of the Board of Directors in 2023.

‎‎Article 2. Approve Report No. 239/BC-DHDCD on the production and business results in 2023 and orientation and tasks for 2024.

Unit: Thousand VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No | Items, targets | 2023 Plan | 2023 Results | Result/Plan (%) |
| 1 | Revenue: | 237,522,557 | 298,459,735 | 125.7% |
|  | In which: |  |  |  |
| 1.1 | - Public interest goods | 182,190,338 | 185,442,026 | 101.8% |
| 1.2 | - Other production and business results:  | 55,332,219 | 113,017,709 | 204.3% |
| 2 | Charter capital: | 13,800,000 | 13,800,000 | 100.0% |
| 3 | Profit before tax | 5,137,324 | 6,335,148 | 123.3% |
| 4 | Profit after tax | 4,109,859 | 4,780,522 | 116.3% |
| 5 | Dividend/charter capital rate | 14.50% | 14.50% | 100.0% |
| 6 | Distribution of profit after tax | 4,109,859 | 4,780,522 | 116.3% |
| 6.1 | Dividend payment rate: | 2,001,000 | 2,001,000 | 100.0% |
| 6.2 | Investment and development fund. | 584,358 | 770,197 | 131.8% |
| 6.3 | Bonus and welfare fund | 1,432,207 | 1,887,680 | 131.8% |
| 6.4 | Bonus fund for managers | 92,294 | 121,645 | 131.8% |
| 7 | Payable to State budget | 14,921,621 | 14,432,341 | 96.7% |
| 8 | Average income (thousand VND/person/month) | 10,718 | 11,560 | 107.9% |

‎‎Article 3. Approve the Financial Statement of 2023 audited by BDO Audit Services Company Limited on February 22, 2024.

‎‎Article 4. Approve Report No 238/BC-DHDCD dated April 12, 2024 on the activities of the Supervisory Board in 2023

‎‎Article 5. Approve the contents of canceling publicly held company status of Ha Hai Railway Joint Stock Company.

General Meeting assign the Company’s Board of Directors to comply with applicable laws.

‎‎Article 6. Approve the Profit distribution plan 2023

|  |  |  |  |
| --- | --- | --- | --- |
| No | Target | Calculation formula | Amount (VND) |
|  | Total profit before tax | Profit before tax | 6,335,148,070 |
|  | Total profit after tax: | Profit after tax | 4,780,522,304 |
| 1 | Dividend payment in cash (14.5% of capital contributions), in which: | (Profit after tax x 53.83) | 2,001,000,000 |
|  | -Dividends distributed to the State | (51% x profit after tax) | 1,020,510,000 |
|  | -Dividend from public shareholders: | (49% x profit after tax) | 980,490,000 |
| 2 | Investment and development fund. |  | 770,196,630 |
| 3 | Bonus and welfare fund |  | 1,887,680,163 |
| 4 | Bonus fund for managers |  | 121,654,511 |

‎‎Article 7. Approve the salary and remuneration fund for employees in 2023 of the Company

* Average actual labor employed in 2023 is 870 employees. In which: 07 executive managers, 863 employees.
* The total salary fund for employees in 2023 (not including on-duty meal allowance) is VND 109,697,000,000, average labor salary is VND 10,590,000/person/month.
* The total salary fund for executive managers in 2023 (not including on-duty meal allowance) is VND 2,735,800,000. In which: The average salary for full-time representatives of state capital is VND 35,963,000/people/month; the average salary of full-time managers who does not represent state capital is VND 31,212,000/people/month.
* The total remuneration of non-executive managers is VND 60,000,000 and the average remuneration is VND 1,250,000/people/month.
* Average income in 2023 is VND 11.56 million/person/month, an increase of 116.1% over 2022, an increase of 7.9% over the plan

‎‎Article 8. Approve the Report on the investment in purchasing fixed assets in 2023

With the consent of the Board of Members of Vietnam Railways Corporation, the Board of Directors of the Company approved the plan, procurement and investment in fixed assets with the total investment and procurement as follows:

Unit: Thousand VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No | Name of project | Total investment | Total realized value | Capital sources |
| 1 | Buy 01 16-seat car to serve production and business operations of Ha Hai Railway Joint Stock Company | 845,000 | 835,000 | Source of Ha Hai Railway Joint Stock Company’s equity:  |
| 2 | Procurement of machinery and equipment in 2023 from capital of Ha Hai Real Estate Joint Stock Company, including: 01 crawler multi-purpose excavator with railway track, 1,000mm track gauge, 0.2m3 bucket capacity and 360-degree rotating head to pick up sleepers, rake stone balats and 04 bolt tighteners, model: NLB-300 origin: China.  | 1,954,800 | 1,952,640 | Source of Ha Hai Railway Joint Stock Company’s equity:  |
|  | Total | 2,799,800 | 2,787,640 |  |

‎‎Article 9. Approve the production and business plan, financial targets, and distribution plan of profit after tax in 2024.

Unit: Thousand VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Items, targets | 2023 Results | 2024 Plan | 2024 Plan/2023 Results |
| 1 | Revenue: | 298,459,735 | 276,654,814 | 92.7% |
|  | In which: |  |  |  |
| 1.1 | public interest goods | 185,442,026 | 195,216,490 | 105.3% |
| 1.2 | - Other business | 113,017,709 | 81,438,324 | 72.1% |
| 2 | Charter capital: | 13,800,000 | 13,800,000 | 100.0% |
| 3 | Profit before tax: | 6,335,148 | 6,154,922 | 97.2% |
| 4 | Profit after tax | 4,780,522 | 4,923,938 | 103.0% |
| 5 | Dividend/charter capital | 14.50% | 14.50% | 100% |
| 6 | Distribution of profit after tax | 4,780,522 | 4,923,938 | 103.0% |
| 6.1 | Dividend payment rate: | 2,001,000 | 2,001,000 | 100.0% |
| 6.2 | Investment and development fund. | 770,197 | 809,937 | 105.2% |
| 6.3 | Bonus and welfare fund | 1,887,680 | 1,985,079 | 105.2% |
| 6.4 | Bonus fund for managers | 121,645 | 127,922 | 105.2% |
| 7 | Payable to State budget | 14,432,341 | 12,991,092 | 90.0% |
| 8 | Average income (thousand VND/person/month) | 11,560 | 11,756 | 101.7% |

‎‎Article 10. Approve the labor, salary, remuneration and bonus plan for 2024.

* The total planned number of labors in 2024 is 870 people. In which: 08 executive managers, 862 employees.
* The total planned salary fund for employees in 2024 (not including on-duty meal allowance) is VND 111,323,000,000, average labor salary is VND 10,760,000/person/month.
* The total planned salary fund of the executive managers in 2024 is VND 3,146,400,000. In which: The average salary for full-time representatives of state capital is VND 35,960,000/people/month; the average salary of full-time managers who does not represent state capital is VND 31,713,000/people/month.
* the total planned remuneration of non-executive managers is VND 60,000,000 and the average remuneration is VND 1,250,000/people/month.

‎‎Article 11. Approve the plan on selecting an independent audit company for the Financial Statement of 2024.

The General Meeting authorized the Board of Directors to select an independent audit company in the list of audit firms eligible to provide audit services in 2024 of the Ministry of Finance ensuring compliance with applicable laws.

‎‎Article 12. Approve the investment and purchase of fixed assets plan for 2024.

The General Meeting authorize the Company's Board of Directors to decide on the investment and purchase plan for fixed assets in 2024, including:

* 3 sets of bolt tightening machines
* 2 hydraulic line inserting machines

The Company's Board of Directors carries out investment and procurement in compliance with the order and procedures of relevant laws, uses legal capital sources and ensures financial balance for production and business.

‎‎Article 13. The General Meeting assigns the Board of Directors to implement the contents approved by the Annual General Meeting 2024 of Ha Hai Railway Joint Stock Company on the basis of ensuring the best interests of Shareholders and the Company, and complies with regulations and the Charter on organization and operations of the Company.