**HRT: Annual General Mandate 2024**

On April 26, 2024, HaNoi Railway Transport Joint Stock Company announced General Mandate No. 01-24/NQ - DHDCD as follows:

‎‎Article 1. Approve the Report on the operation of the Board of Directors in 2023 and the orientation of the Board of Directors of HaNoi Railway Transport Joint Stock Company in 2024.

‎‎Article 2. Approve the Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors, the Company's Executive Board; self-assessment of the Supervisory Board's activities in 2023.

‎‎Article 3. Approve the amendment of some contents of the Charter on organization and operations of HaNoi Railway Transport Joint Stock Company.

‎‎Article 4. Dismiss Mr. Nguyen Viet Hiep - Member of the Board of Directors-cum-Managing Director of the Company, from the position of Member of the Board of Directors of HaNoi Railway Transport Joint Stock Company for the term 2021 - 2026.

‎‎Article 5. Approve the results of the additional election of Mr. Nguyen Hong Linh-cum-Deputy Managing Director of the Company as a Member of the Board of Directors of HaNoi Railway Transport Joint Stock Company for the term 2021 - 2026.

‎‎Article 6. Approve the audited Financial Statements for 2023 and profit distribution plan for 2023 of HaNoi Railway Transport Joint Stock Company.

Some basic targets:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Units | Plan 2023 | Results 2023 | Rate  Result/Plan (%) |
| 01 | Total assets - As of December 31, 2023 | Million VND |  | 1,318,842 |  |
| 02 | Owner's equity - As of December 31, 2023 | Million VND | 800,589.700 | 800,589.700 | 100% |
| 03 | Total revenue | Million VND | 2,545,369 | 2,491,866 | 97.8% |
| 04 | Total expense | Million VND | 2,544,819 | 2,477,800 | 97.3% |
| 05 | Profit before tax: | Million VND | 550 | 14,066 |  |
| 06 | Profit after tax | Million VND | 550 | 14,066 |  |
| 07 | Dividend payment rate: | % | - | - | - |
| 08 | Total average number of employees | Person | 3,209 | 3,010 | 93.8% |
| 09 | Average salary/person/month | Million VND/Person/month | 7.615 | 11.366 | 149% |

The Company does not pay dividends for 2023, because the accumulated Profit after tax as of December 31, 2023, the Company has a loss of VND 368.990 billion (under Article 13 of the Company's Charter issued on April 15, 2021, the Company is only allowed to pay dividend when it has fully offset the above loss).

‎‎Article 7. Authorize the Board of Directors of Hanoi Railway Transport Joint Stock Company to select one of the independent audit companies, in the list of audit companies eligible for auditing business services in 2024 of the Ministry of Finance according to the content presented at the General Meeting.

‎‎Article 8. Approve the business production plan, profit and dividend plan for 2024 of HaNoi Railway Transport Joint Stock Company.

1. Main targets the production and business plan in 2024:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Targets | Units | Results 2023 | Plan 2024 | Comparison  2024/2023 |
| 1 | Charter capital | Million VND | 800,590 | 800,590 | 100.0% |
| 2 | Total revenue | Million VND | 2,491,866 | 2,581,253 | 104% |
| 3 | Total expense | Million VND | 2,477,800 | 2,569,234 | 104% |
| 4 | Profit before tax: | Million VND | 14,066 | 12,019 | 85% |
|  | Profit after tax | Million VND | 14,066 | 12,019 | 85% |
| 5 | Number of employees | Person | 3,010 | 3,197 | 106% |
| 6 | Average salary/person/month: | Million VND | 11.366 | 9.400 | 83% |

Profit distribution plan Only pay dividends and make appropriations to funds after offsetting accumulated losses.

Regarding the investment development portfolio plan for 2024: Agree on the investment development portfolio plan for 2024 according to the content of the Proposal at the Annual General Meeting of Shareholders in 2024 (with the Proposal dated April 26, 2024 attached). The General Meeting of Shareholders authorizes the Company's Board of Directors to carry out the steps of project preparation, decide on approval and organize project implementation in accordance with State regulations on investment and construction management; ensure borrowing - repayment ability; take full responsibility for the investment efficiency of the project, preserve and develop investment capital in the Company (in the process of implementation, it is necessary to carefully and detailedly review the investment portfolio, the necessity and effectiveness of the project); adjust and supplement the list of investment projects in the development investment plan to promptly meet the requirements of production and business.

‎‎Article 9. Approve the Plan and the level of remuneration, salary, and bonus for the Board of Directors and the Supervisory Board in 2024 according to the content of the Proposal at the Annual General Meeting of Shareholders in 2024.

‎‎Article 10. Approve the contents related to the merger of HaNoi Railway Transport Joint Stock Company and Saigon Railway Transport Joint Stock Company, including:

* Plan to merge the two Companies.
* Plan to issue shares for exchange.
* Business operation plan after the merger.
* Charter on organization and operations of the merged Company.
* Merger contract between HRT and SRT.
* Agree on the results of the election of members of the Board of Directors of the merged Company, including:
* Mr. Do Van Hoan
* Mr. Dao Anh Tuan
* Mr. Nguyen Van Khien
* Mr. Thai Van Truyen
* Agree on the results of the election of the Supervisory Board of the merged Company, including:
* Mr. Vu Dinh Diep
* Mr. Le Tran Hung
* Ms. Vuong Phuong Thao
* Agree on the specific list of personnel to be appointed to the position of General Manager of the merged Company, which is Mr. Dao Anh Tuan.

Assign the Board of Directors of the merged Company to issue a Decision appointing Mr. Dao Anh Tuan to the position of General Manager of the merged Company after the merged Company officially operates.

The dismissal/removal of Mr. Dao Anh Tuan from the position of Managing Director of the merged Company (after the merged Company officially operates) will be decided by the Board of Directors of the merged Company when deemed necessary under applicable laws.

‎‎Article 11. Terms of enforcement

1. This General Mandate was unanimously approved by the General Meeting in its entirety at the Annual General Meeting 2024 of Hanoi Railway Transport Joint Stock Company on April 26, 2024.
2. Members of the Board of Directors, Supervisory Board and Executive Board of HaNoi Railway Transport Joint Stock Company are responsible for implementing this General Mandate and organizing the implementation up to their functions and duties under applicable laws and the Charter on organization and operations of the Company.