

No: 1257/Hanoi Re-HĐQT

Hanoi, July 30, 2025

REPORT ON CORPORATE GOVERNANCE  
THE FIRST HALF OF 2025

To: - The State Securities Commission  
- Hanoi Stock Exchange

- Name of Company: **Hanoi Reinsurance Joint Stock Corporation**
- Address of Head office: 25th Floor, PVI Building, Lot VP2, Yen Hoa Residential and Public Works Area, Cau Giay Ward, Hanoi City.
- Telephone: 024 3734 2828 Fax: 024 3734 2626
- Email: contact@hanoire.com
- Chartered Capital: VND 1,044,000,000,000 (One thousand forty-four billion Vietnam Dong)
- Stock symbol (HNX): PRE
- Governance model: General Meeting of Shareholders, Board of Directors, CEO, and an Audit Committee under the Board of Directors.
- The implementation of internal audit: Implemented

**I. Activities of the General Shareholder Meeting**

Information on meetings and resolutions/ decisions of the General Meeting of Shareholders (GMS) (including the resolutions of the General Shareholder Meeting adopted in the form of written comments):

No.	Resolution/Decision No.	Date	Content
1	01/2025/NQ-ĐHĐCĐ	21/04/2025	Resolution of the Annual General Meeting of Shareholders 2025: <ul style="list-style-type: none"><li>- Approval of the business results report for 2024 and the business plan for 2025.</li><li>- Approval of the report on Board of Directors' activities in 2024 and Plan for BOD's 2025 activities.</li><li>- Approval of the audited financial report for 2024 by Deloitte Vietnam LLC.</li><li>- Approval of the profit distribution plan for 2024 and the profit distribution plan for</li></ul>

No.	Resolution/Decision No.	Date	Content
			<p>2025.</p> <ul style="list-style-type: none"> <li>- Approval of selection audit firm for 2025 financial statements.</li> <li>- Approval of salary and remuneration paid to BOD's members in 2024 and salary/remuneration plan for the Board members in 2025.</li> <li>- Approval of amendment of Hanoi Re's Charter.</li> <li>- Approval of amendment and issuance of the Internal Regulations on Corporate Governance and the Operating Regulations of the BOD</li> <li>- Approval of BOD's independent member report.</li> </ul>

## II. Board of Directors

### 1. Information on the members of the Board of Directors and Meetings of the Board of Directors

No.	Member of the BOD	Position	The date of becoming/No longer member of the BOD	
			Appointment date	Dismissal date
1	Phung Tuan Kien	BOD Chairman	24/06/2022	
2	Duong Thanh Danh Francois	Vice chairman	24/06/2022	
3	Nguyen Phuc Anh	BOD Member	24/06/2022	
4	Trinh Van Luong	Independent BOD member	28/05/2021	
5	Tran Duy Cuong	BOD Member	27/10/2021	

### 2. Meetings of the Board of Directors

No.	Member of the BOD	Number of meeting attendance	Attendance rate	Reasons for absence
1	Phung Tuan Kien	3	100%	
2	Duong Thanh Danh Francois	3	100%	
3	Nguyen Phuc Anh	3	100%	
4	Trinh Van Luong	3	100%	
5	Tran Duy Cuong	3	100%	

### 3. Supervision by the BOD over the Board of Management

In the first half of 2025, Hanoi Re's Board of Directors closely supervised the activities of the Board of Management (BOM), promptly providing directives to support the BOM in managing business operations effectively and in compliance with the law, Hanoi Re's charter, as well as the Resolutions of the General Meeting of Shareholders and the Resolutions of the BOD. Specific activities included the following:

- The BOD successfully organized the 2025 Annual General Meeting of Shareholders, during which, in addition to approving the annual periodic reports, the GMS approved several significant matters, including: approval of the amendments and supplements to the Charter, the Internal Corporate Governance Regulations, and the Board of Directors' Operating Regulations.
  - In the first half of 2025, the BOD held three meetings on February 14, 2025; March 24, 2025; and May 22, 2025. These meetings were regularly attended by members of the Board of Management and the Internal Audit Division to ensure a comprehensive understanding of the company's situation and to provide input for the BOD's consideration prior to issuing Resolutions and Decisions. A total of 17 BOD Resolutions were issued, including 9 that were approved through written by BOD members, fulfilling the BOD's role in strategic direction, oversight, and guidance of company operations.
  - The BOD also frequently attended executive meetings to stay updated and provide timely directives regarding the company's business activities and financial performance.
  - The BOD completed enhancing the company's high-level leadership, assigned personnel BOM member's duties, and reappointed the Chief Accountant for the new term.
  - The BOD led and accelerated initiatives to enhance the effectiveness of the corporate governance system, including the development and refinement of internal policies and regulations, with a primary focus on:
    - + Issuing Hanoi Re's 2025 Risk Appetite Statement.
    - + Issuing amendments and supplements to the Compensation Policy, Risk Management Policy, and Compliance Policy.
  - The BOD directed the company to surpass business plan targets for the first half of 2025 in both revenue and profit.
4. Activities of the subcommittees under the Board of Directors: Nil
5. Resolutions/Decisions of the Board of Directors:

No.	Resolution/Decision No.	Date	Content
I	Resolution		
1	01/NQ- Hanoi Re	24/01/2025	Resolution on approving performance-based Bonus payment from the remaining 2024 salary fund
2	02/NQ- Hanoi Re	4/2/2025	Resolution on changing the Representative of Hanoi Re's capital contribution at POF and PIF funds
3	03/NQ- Hanoi Re	7/2/2025	Resolution on the reappointment of Hanoi Re's Chief Accountant
4	04/NQ- Hanoi Re	10/2/2025	Resolution on approving the policy for related party transactions between Hanoi Re and relevant parties



No.	Resolution/Decision No.	Date	Content
<b>I</b>	<b>Resolution</b>		
5	05/NQ- Hanoi Re	17/02/2025	Resolution on assigning duties to personnel
6	06/NQ- Hanoi Re	28/02/2025	Resolution on convening the 2025 Annual General Meeting of Shareholders
7	07/NQ- Hanoi Re	28/02/2025	Resolution on bond investment
8	08/NQ- Hanoi Re	28/02/2025	Resolution on the policy of using entrusted investment services via PVI Asset Management
9	09/NQ- Hanoi Re	24/03/2025	Resolution on approving the documents to be submitted at the 2025 Annual General Meeting of Shareholders of Hanoi Re
10	10/NQ- Hanoi Re	24/03/2025	Resolution on issuing Hanoi Re's 2025 Risk Appetite Statement
11	11/NQ- Hanoi Re	24/03/2025	Resolution on issuing the Risk Management Policy of Hanoi Re
12	12/NQ- Hanoi Re	24/03/2025	Resolution on issuing the Compliance Policy of Hanoi Re
13	13/NQ- Hanoi Re	21/04/2025	Resolution on issuing the Compensation Policy of Hanoi Re
14	14/NQ- Hanoi Re	22/05/2025	Resolution on the 3rd meeting of Hanoi Re's Board of Directors in 2025
15	15/NQ- Hanoi Re	12/06/2025	Resolution on selecting the independent auditor for the 2025 financial statements
16	16/NQ- Hanoi Re	19/06/2025	Resolution on approving the extension of entrusted bond investment period
17	17/NQ- Hanoi Re	19/06/2025	Resolution on issuing the list of approved banks for deposit and certificate of deposit investment by Hanoi Re
<b>II</b>	<b>Decision</b>		
1	60/QD-Hanoi Re	21/04/2025	Decision on issuing the Operating Regulations of the Board of Directors
2	61/QD-Hanoi Re	21/04/2025	Decision on issuing the Internal Corporate Governance Regulations

### III. Audit Committee

#### 1. Information about the members of the Audit Committee:

No.	Member of the Audit Committee	Position	The date of becoming member of the Audit Committee	Qualifications
1	Trinh Van Luong	Chairman of the Audit Committee	28/06/2021	Bachelor of Finance
2	Tran Duy Cuong	Member of the Audit Committee	28/06/2021	Master of Accounting

#### 2. Number of the meetings of the Audit Committee: 02

#### 3. Oversight activities of the Audit Committee over the Board of Directors, Executive Board, and shareholders:

In the first half of 2025, the Audit Committee conducted 2 inspection and oversight reports. The main contents of these reports focused on the business operations, financial situation, and the performance of management and executive duties by the Board of Directors and the Executive Board. These reports were presented and discussed at the Board of Directors' meetings.

#### 4. Cooperation between the Audit Committee and the Board of Directors, Board of Management, and other administrative personnel:

The Board of Directors and the General Director support and facilitate the Audit Committee in performing its functions effectively. The Audit Committee receives all necessary documents and attends the Board of Directors' meetings. The opinions of the Audit Committee sent to the Board of Directors and the CEO are communicated fully and promptly.

#### 5. Other activities of the Audit Committee (If any): Nil

### IV. Board of Management

No.	Member of BOM	Date of birth	Qualification	Appointment/Dismissal date of the member of BOM
1	Trinh Anh Tuan	26/02/1981	Bachelor of Insurance Economic	Reappointed on 15/09/2023
2	Le Thi Thuy	19/05/1973	Master of International Trade and Finance	Reappointed on 24/08/2024
3	Nguyen Hong Long	29/09/1976	Master of Business Administration (MBA)	Reappointed on 24/08/2024
4	Nguyen Anh Hung	06/12/1976	Electrical and Electronics Engineer	Assigned duties on 14/02/2025

### V. Chief Accountant

STT	Full name	Date of birth	Qualification	Date of Appointment/Dismissal
1	Ngo Thanh Hai	09/08/1986	Bachelor of Accounting	Reappointed on 15/03/2025

## **VI. Corporate governance training**

Training courses on corporate governance attended by the members of the Board of Directors, members of the Audit Committee, the CEO, other administrative personnel, and the company secretary according to corporate governance regulations:

Training activities on corporate governance are always a key focus for Hanoi Re to enhance the effectiveness of its corporate governance practices. In the first half of 2025, members of the Board of Directors, Audit Committee, the Board of Management, and the Corporate Secretary participated in several online training courses and seminars on corporate governance to stay updated on new legal regulations and international best practices.

## **VII. List of affiliated persons of the public company and transactions of the affiliated persons of the company with the company**

### **1. List of affiliated persons of the company:**

See attached document: Appendix 1

### **2. Transaction between the company and its affiliated person or between its major shareholders**

See attached document: Appendix 2

### **3. Transaction between internal person of the company and company's subsidiaries, or the company in which the company takes controlling power: Nil.**

### **4. Transactions between the company and other entities:**

4.1. Transactions between the company and the company that its members of the BOD, the SB, the BOM, Directors (CEO) has been a founding member or BOD members, Director (CEO) in three (03) years (calculated at the time of reporting): See attached document: Appendix 2

4.2. Transactions between the company and the company that its affiliated persons with members of BOD, SB, Director (CEO) and other managers as a member of BOD, Director (CEO): Nil

4.3. Other transactions of the company (if any) may bring material or non – material benefits for members of the BOD, members of the SB, Director (CEO) and other managers: Nil.

## **VIII. Stock share transactions of internal persons and their affiliated persons.**

### **1. List of internal persons and their affiliated persons**

See attached document: Appendix 3

### **2. Transactions of internal persons and affiliated persons with shares of the company: Nil.**

## **IX. Other significant issues: Nil.**

**BOD CHAIRMAN**   
  
**Phung Tuan Kien**



**Appendix 1: List of affiliated persons of the company**

No.	Name of organization/ individual	Stock trading account (If any)	Position in the company (if any)	NSH No.	NSH date of issue	NSH place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relation-ship with the Company
1	Phung Tuan Kien		Chairman of BOD								Chairman of BOD
2	Duong Thanh Danh Francois		Vice Chairman of BOD								Vice Chairman of BOD
3	Nguyen Phuc Anh		Member of BOD								Member of BOD
4	Trinh Van Luong		Independent member and Chairman of the Audit committee								Independent member and Chairman of the Audit committee
5	Tran Duy Cuong		Member of BOD and member of Audit Committee								Member of BOD and member of Audit Committee
8	Trinh Anh Tuan	002C260281	CEO								CEO
9	Le Thi Thuy	002C008375	Deputy CEO								Deputy CEO
10	Nguyen Hong Long	002C008383	Deputy CEO								Deputy CEO

No.	Name of organization/ individual	Stock trading account (If any)	Position in the company (if any)	NSH No.	NSH date of issue	NSH place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relation-ship with the Company
11	Nguyen Anh Hung		Member of the BOM								Member of the BOM
13	Ngo Thanh Hai	002C16 8628	Chief Accountant								Chief Accountant
14	Nguyen Minh Tam	026C59 3701	Head of the Operations and Investment Division, Responsible for Corporate Governance and Company Secretary								
15	Bui Linh Huong		Deputy Head of Internal Audit Division								
16	Pham The Hoang		Actuary								
16	PVI Holdings										Parent company
17	PVI Insurance Corporation										Same owner
18	PVI Asset Management Joint Stock Company										Same owner



No.	Name of organization/ individual	Stock trading account (If any)	Position in the company (if any)	NSH No.	NSH date of issue	NSH place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
19	PVI Opportunity Investment Fund										Same owner
20	PVI Infrastructure Investment Fund										Same owner



**Appendix 2: Transactions between the company and its affiliated persons; or between the company and major shareholders, internal persons, and affiliated persons of internal persons**

No.	Name of organization/ individual	Relation -ship with the Company	NSH No.*, date of issue, place of issue	Address	Date of transaction with company	Resolution/ Decision number of the General Shareholders' Meeting/BOD approved	Content	Size and total transaction value (unit: VND)	Note
1	PVI Holdings	Parent company			2025		Office rental and service charges	2.160.397.910	
2	PVI Insurance Corporation	Same owner			2025		Inward reinsurance premium	843.555.558.691	
							Commission and other expenses for inward reinsurance	102.509.437.731	
							Transfer of outward reinsurance premium	132.267.355.528	
							Commissions and other income from outward reinsurance	37.254.123.933	
							Claim receipt from ceded policies	62.317.890.596	
							Claim settlement expenses for inward reinsurance	382.362.740.736	
3	PVI Asset Management Joint Stock Company	Same owner			2025		Investment consultant fees	183.333.334	
							Entrusted investment fees	2.225.673.131	

**Appendix 3: List of internal persons and their affiliated persons**

No.	Full name of internal persons	Stock trading account (If any)	Position (For internal persons)	Relationship with internal persons/ major shareholders (for related persons)	ID Card/ Citizen ID/ Passport/ Business Registration Number	Date of issue	Place of issue	Address	Number of shares held at the end of the period	Percentage of shares held at the end of the period
<b>1</b>	<b>Phung Tuan Kien</b>		Chairman of BOD						0	0%
1.1	Phung Van Thieu			Biological father					0	0%
1.2	Kieu Thi To			Biological mother					0	0%
1.3	Phung Thi Cam Trang			Biological sister					0	0%



No.	Full name of internal persons	Stock trading account (If any)	Position (For internal persons)	Relationship with internal persons/ major shareholders (for related persons)	ID Card/ Citizen ID/ Passport/ Business Registration Number	Date of issue	Place of issue	Address	Number of shares held at the end of the period	Percentage of shares held at the end of the period
1.4	Ngo Anh Phuong			Wife					0	0%
1.5	Phung Kim Ngan			Biological child					0	0%
1.6	Phung Tuan Hung			Biological child					0	0%
1.7	PVI Insurance Corporation			Mr Phung Tuan Kien is a member of BOD					0	0%
1.8	PVI Holdings			Mr Phung Tuan Kien is deputy CEO					84,653,610	81.09%
2	Duong Thanh Danh Francois		Vice chairman of BOD						20,000	0.02%
2.1	Huynh Minh Thu			Wife					0	0%
2.2	Duong Thanh Tung			Brother					0	0%

No.	Full name of internal persons	Stock trading account (If any)	Position (For internal persons)	Relationship with internal persons/ major shareholders (for related persons)	ID Card/ Citizen ID/ Passport/ Business Registration Number	Date of issue	Place of issue	Address	Number of shares held at the end of the period	Percentage of shares held at the end of the period
2.3	Duong Robbe Thi Dai Loan			Sister					0	0%
2.4	PVI Insurance Corporation			Mr. Duong Thanh Danh Francois is the Chairman of the Members' Council					0	0%
2.5	PVI Holdings			Mr Duong Thanh Danh Francois is the vice chairman of BOD					84,653,610	81.09%
3	Nguyen Phuc Anh		Member of BOD						7,192,814	6.89%
3.1	Nguyen Anh Tuan			Biological father					0	0%

No.	Full name of internal persons	Stock trading account (If any)	Position (For internal persons)	Relationship with internal persons/ major shareholders (for related persons)	ID Card/ Citizen ID/ Passport/ Business Registration Number	Date of issue	Place of issue	Address	Number of shares held at the end of the period	Percentage of shares held at the end of the period
3.2	Chu Minh Chau			Biological mother					3,580,000	3.43%
3.3	Nguyen Ha Thu			Biological sister					3,596,407	3.44 %
3.4	Phan Trinh Quoc Kien			Brother-in-law					141,736	0.14%
3.5	Finnam Joint Stock Company			Mr Nguyen Phuc Anh is the CEO					0	0%
3.6	PV2 Investment Joint Stock Company			Mr Nguyen Phuc Anh is the Chairman of BOD					1,580,000	1.51%
4	Trinh Van Luong		Independent member and Chairman of the Audit committee						49,091	0.05%
4.1	Trinh Thi Thao			Biological sister					0	0%
4.2	Trinh Thi Hien			Biological sister					0	0%



No.	Full name of internal persons	Stock trading account (If any)	Position (For internal persons)	Relationship with internal persons/ major shareholders (for related persons)	ID Card/ Citizen ID/ Passport/ Business Registration Number	Date of issue	Place of issue	Address	Number of shares held at the end of the period	Percentage of shares held at the end of the period
4.3	Trinh Ngoc Thang			Biological brother					0	0%
4.4	Trinh Hong Son			Biological brother					0	0%
4.5	Trinh Tien Luc			Biological brother					0	0%
4.6	Trinh Quoc Nghia			Biological brother					0	0%
4.7	Nguyen Nguyet Tu			Wife					10	0%
4.8	Trinh Ha My			Biological child					0	0%
4.9	Trinh Ha Anh			Biological child					0	0%
4.10	Trinh Minh Dang			Biological child					0	0%
4.11	PVI Insurance Corporation			Mr Trinh Van Luong is the head of Internal audit division					0	0%

No.	Full name of internal persons	Stock trading account (If any)	Position (For internal persons)	Relationship with internal persons/ major shareholders (for related persons)	ID Card/ Citizen ID/ Passport/ Business Registration Number	Date of issue	Place of issue	Address	Number of shares held at the end of the period	Percentage of shares held at the end of the period
5	<b>Tran Duy Cuong</b>		Member of BOD and member of Audit Committee						0	0%
5.1	Nguyen Thi Tinh			Biological mother					0	0%
5.2	Tran Thi Thuy Ngoc			Biological sister					0	0%
5.3	Tran Thi Thuy Ngan			Biological sister					0	0%
5.4	Le Thi Ngoc Hai			Wife					0	0%
5.5	Tran Thanh Van			Biological child					0	0%
5.6	Tran Duy Hung			Biological child					0	0%
5.7	PVI Insurance Corporation			Mr Tran Duy Cuong is the compliance officer					0	0%

No.	Full name of internal persons	Stock trading account (If any)	Position (For internal persons)	Relationship with internal persons/ major shareholders (for related persons)	ID Card/ Citizen ID/ Passport/ Business Registration Number	Date of issue	Place of issue	Address	Number of shares held at the end of the period	Percentage of shares held at the end of the period
5.8	PVI Holdings			Mr Tran Duy Cuong is the Chief Accountant					84,653,610	81.09%
6	<b>Trinh Anh Tuan</b>	002C260281	CEO						124,737	0.12%
6.1	Nguyen Thi Tan			Biological mother					0	0%
6.2	Trinh Lan Phuong			Biological sister					1,000	0 %
6.3	Nguyen Thi Thanh Nga			Wife					82,600	0.08%
7	<b>Le Thi Thuy</b>	002C008375	Deputy CEO						14,340	0.01%
7.1	Do Thi Mai			Biological mother					0	0%
7.2	Le Ba Loi			Biological father					0	0%
7.3	Le Thi Van			Biological sister					0	0%
7.4	Le Thi Thin			Biological sister					0	0%
7.5	Le Ba Thanh			Biological brother					0	0%



No.	Full name of internal persons	Stock trading account (If any)	Position (For internal persons)	Relationship with internal persons/ major shareholders (for related persons)	ID Card/ Citizen ID/ Passport/ Business Registration Number	Date of issue	Place of issue	Address	Number of shares held at the end of the period	Percentage of shares held at the end of the period
7.6	Le Ba Thap			Biological brother					0	0%
7.7	Le Huy Giang	002C008372		Husband					14,340	0.01%
7.8	Le Huy Khanh			Biological child					0	0%
7.9	Le Ha Phuong			Biological child					0	0%
8	<b>Nguyen Hong Long</b>	002C008383	Deputy CEO						50,000	0.07%
8.1	Nguyen Ngoc Mai			Biological sister					0	0%
8.2	Nguyen Ngoc Linh			Biological brother					0	0%
8.3	Nguyen Ngoc Anh			Biological sister					0	0%
8.4	Vu Van Anh			Wife					50,000	0.07%
9	<b>Nguyen Anh Hung</b>		Member of the BOM						0	0%
9.1	Nguyen Thi Tram			Biological mother					0	0%
9.2	Trinh Thu Hien			Wife					0	0%

No.	Full name of internal persons	Stock trading account (If any)	Position (For internal persons)	Relationship with internal persons/ major share-holders (for related persons)	ID Card/ Citizen ID/ Passport/ Business Registration Number	Date of issue	Place of issue	Address	Number of shares held at the end of the period	Percentage of shares held at the end of the period
9.3	Nguyen Anh Dung			Biological child					0	0%
9.4	Nguyen Phuc Huy			Biological child					0	0%
9.5	Nguyen Dang Khoa			Biological child					0	0%
<b>10</b>	<b>Ngo Thanh Hai</b>	002C168628	Chief Accountant						0	0%
10.1	Le Thi Na			Wife					0	0%
10.2	Ngo Duc Quyen			Biological father					0	0%
10.3	Nguyen Thi Minh Thanh			Biological mother					0	0%
10.4	Ngo Thi Dieu Thuy			Biological sister					0	0%

No.	Full name of internal persons	Stock trading account (If any)	Position (For internal persons)	Relationship with internal persons/ major shareholders (for related persons)	ID Card/ Citizen ID/ Passport/ Business Registration Number	Date of issue	Place of issue	Address	Number of shares held at the end of the period	Percentage of shares held at the end of the period
11	Nguyen Minh Tam	026C593701	Head of the Operations and Investment Division, Responsible for Corporate Governance & Company Secretary						10	0%
11.1	Nguyen Ngoc Minh			Biological father					0	0%
11.2	Nguyen Thi Thanh			Biological mother					0	0%
11.3	Nguyen Van Hoi			Husband					0	0%
11.4	Nguyen Ngoc Diep			Biological child					0	0%
11.5	Nguyen Huy Quang Bach			Biological child					0	0%
11.6	Nguyen Ngoc Mai			Biological child					0	0%

No.	Full name of internal persons	Stock trading account (If any)	Position (For internal persons)	Relationship with internal persons/ major shareholders (for related persons)	ID Card/ Citizen ID/ Passport/ Business Registration Number	Date of issue	Place of issue	Address	Number of shares held at the end of the period	Percentage of shares held at the end of the period
12	<b>Bui Linh Huong</b>		Vice head of Internal Audit Division						0	0%
12.1	Bui Ngoc Han			Biological father					0	0%
12.2	Bui Minh Duc			Biological brother					0	0%
12.3	PVI Holdings			Ms Bui Linh Huong is the representative of PVI Holdings					84,653,610	81.09%
13	<b>Pham The Hoang</b>		Actuary							
13.1	Hoang Thi Thanh Nhan			Biological mother						
13.2	Pham Thanh Mai			Biological sister						
13.3	Nguyen Lan Phuong			Wife						





No.	Full name of internal persons	Stock trading account (If any)	Position (For internal persons)	Relationship with internal persons/ major shareholders (for related persons)	ID Card/ Citizen ID/ Passport/ Business Registration Number	Date of issue	Place of issue	Address	Number of shares held at the end of the period	Percentage of shares held at the end of the period
13.4	Pham Diep Anh			Biological child						
13.5	Pham Tuan Minh			Biological child						