**NDT: Annual Corporate Governance 2023**

On January 25, 2024, Nam Dinh Textile Garment Joint Stock Corporation Report No. 07/BC-HDQT on the corporate governance in 2023 as follows:

Name of company: Nam Dinh Textile Garment Joint Stock Corporation

Head office address: No. 43, To Hieu Street, Ngo Quyen Ward, Nam Dinh City, Nam Dinh Province

Tel: 0228.3849586

Charter capital: VND 156,399,760,000

Securities Code: NDT

Corporate Governance Model:

1. Activities of the General Meeting of Shareholders:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Promulgation date | Content |
| 1 | 01/NQ-DHDCD-DMND | May 10, 2023 |  Annual General Mandate 2023 |

1. The Board of Directors
2. Information about member of the Board of Directors

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment | Date of Dismissal | Qualification |
| 1 |  Mr. Pham Van Tan | Chair of the Board of Directors | June 19, 2020 |  | Master |
| 2 |  Mr. Pham Xuan Trinh | Member of the Board of Directors | April 24, 2021 |  | Master |
| 3 |  Mr. Vu Ngoc Tuan |  Member of the Board of Directors, General Manager | April 25, 2022 |  | Bachelor |
| 4 |  Mr. Nguyen Van Mieng | Member of the Board of Directors | April 21, 2028 |  | Bachelor |
| 5 |  Mr. Nguyen Xuan Vu |  Member of the Board of Directors, Deputy General Manager | April 21, 2018 |  | Master |
| 6 |  Ms. Nguyen Thi Khanh |  Member of the Board of Directors, Deputy General Manager | April 21, 2018 |  | Bachelor |
| 7 |  Mr. Nguyen Manh Hung |  Member of the Board of Directors, Deputy General Manager | April 21, 2018 |  | Bachelor |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Promulgation date | Content |
| 1 | 01/BB-HDQT-DMND | January 31, 2023 | Meeting minutes of the Board of Directors on using VILC financial leasing services |
| 2 | 02/BB-HDQT-DMND | February 7, 2023 | Meeting minutes of the Board of Directors on committing to guarantee payment for Công ty CP Dệt khăn (tentatively translated as Towel Textile Joint Stock Company) at Vietnam Joint Stock Commercial Bank for Industry and Trade |
| 3 | 03/BB-HDQT-DMND | February 14, 2023 | Meeting minutes of the Board of Directors on committing to guarantee payment for Công ty CP Dệt (tentatively translated as Textile Joint Stock Company) at Vietnam Joint Stock Commercial Bank for Industry and Trade |
| 4 | 06/NQ-HDQT-DMND | March 20, 2023 | Resolution on extending the time to hold the Annual General Meeting of Shareholders 2023 |
| 5 | 07/NQ-HDQT-DMND | March 20, 2023 | Resolution on holding the Annual General Meeting of Shareholders 2023; Record date to exercise the right to attend the meeting. |
| 6 | 08/NQ-HDQT-DMND | March 20, 2023 | Resolution on production and business results in 2022, Q1/2023 and investment in 2023 |
| 7 | 09/BB-HDQT-DMND | March 29, 2023 | Meeting minutes of the Board of Directors on approving the capital loans at Vietnam Technological and Commercial Joint Stock Bank |
| 8 | 14/NQ-HDQT-DMND | May 9, 2023 | Resolution on unifying the number, introducing personnel and list of candidates for election of Members of the Board of Directors and Members of the Supervisory Board of the Corporation term IV (2023-2028) |
| 9 | 20/BB-HDQT-DMND | June 14, 2023 | Meeting minutes of the Board of Directors on approving the capital loans transaction and limit at Vietnam Technological And Commercial Joint Stock Bank |
| 10 | 22/NQ-HDQT-DMND | June 19, 2023 | Resolution on appointing personnel to join the Supervisory Board at VNDC Technology Company Limited  |
| 11 | 24/BB-HDQT-DMND | June 19, 2023 | Meeting minutes of the Board of Directors on approving capital loans and limit at Vietnam Joint Stock Commercial Bank for Industry and Trade - Nam Dinh Branch |
| 12 | 02/BB-HDQT-DMND | June 27, 2023 | Meeting minutes of the Board of Directors on approving capital loans and limit at Military Commercial Joint Stock Bank - Nam Dinh Branch |
| 13 | 26/BB-HDQT-DMND | July 24, 2023 | Meeting minutes of the Board of Directors on approving capital loans and limit at TienPhong Commercial Joint Stock Bank |
| 14 | 28/BB-HDQT-DMND | July 26, 2023 | Meeting minutes of the Board of Directors on approving capital loans and limit at Vietnam Joint Stock Commercial Bank for Industry and Trade (the second time)  |
| 15 | 31/NQ-HDQT-DMND | August 3, 2023 | Board Resolution on Production and Business in the first 6 months of 2023 |
| 16 | 34/NQ-HDQT-DMND | December 4, 2023 | Meeting resolution of the Board of Directors on Production and Business in the first 9 months of 2023 |
| 17 | 36/NQ-HDQT-DMND | December 28, 2023 | Board Resolution on establishing Công ty TNHH MTV May 2 (tentatively translated as 2 Garment One Member Company Limited) |

1. The Supervisory Board:
2. Information about the members of the Supervisory Board:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment | Date of Dismissal | Qualification |
| 1 |  Ms. Tran Thi Thu Hang | Chief | April 24, 2021 |  | Bachelor |
| 2 |  Mr. Doan Van Dung | Member  | April 21, 2018 |  | Master |
| 3 |  Mr. Pham Thi Van Ha | Member | May 10, 2023 |  | Master |
| 4 |  Ms. Dang Thanh Huyen | Member | June 19, 2020 | May 10, 2023 | Master |

1. The Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Date of appointment | Date of dismissal | Qualification |
| 1 |  Mr. Vu Ngoc Tuan | General Manager | September 14, 2022 |  | Bachelor |
| 2 |  Mr. Nguyen Van Mieng | General Manager | May 17, 2015 | September 1, 2022 | Bachelor |
| 3 |  Mr. Nguyen Xuan Vu | Deputy General Manager | April 17, 2016 |  | Master |
| 4 |  Mr. Nguyen Manh Hung | Deputy General Manager | February 14, 20119 |  | Bachelor |
| 5 |  Ms. Nguyen Thi Khanh | Deputy General Manager | February 14, 2019 |  | Bachelor |
| 6 |  Ms. Bui Minh Hanh | Executive Manager | April 1, 2018 |  | Bachelor |

1. Chief Accountant/ Accountant:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full name | Position | Date of appointment | Date of dismissal | Qualification |
| 1 |  Ms. Dinh Thi Thu Huong |  Head of the Department of Finance and Accounting | February 1, 2023 |  | Bachelor |
| 2 |  Ms. Nguyen Thi Kim Oanh | In charge of accounting | April 8, 2022 | February 1, 2023 | Bachelor |

1. Training on corporate governance:
2. List of affiliated persons of public company and and transactions of affiliated persons of the public company:
3. Transactions between the Company and its affiliated persons; or between the Company and major shareholders, PDMR, affiliated persons of PDMR: None.
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None.
5. Transactions between the Company and other entities:
	1. Transactions between the Company and the companies in which 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, 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 in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None.
	3. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR
7. Company’s share transactions between PDMR and affiliated persons:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Vu Ngoc Tuan | General Manager | 20,000 | 0.13% | 36,500 | 0.23% | Personal buying and selling  |
| 2 | Nguyen Van Mieng | Member of the Board of Directors | 356,660 | 2.28% | 350,960 | 2.24% | Personal buying and selling |
| 3 | Bui Thi Hai | Wife of Mr. Nguyen Van Mieng | 229,400 | 1.47% | 210,600 | 1.35% | Personal buying and selling |
| 4 | Nguyen Manh Hung | Member of the Board of Directors, the Deputy General Manager | 158,200 | 1.01% | 127,800 | 0.82% | Personal buying and selling |
| 5 | Nguyen Tuan Dung | The Secretariat of the Board of Directors | 0 | 0 | 1,400 | 0.01% | Personal buying and selling |

1. Other significant issues: None.