**HNI: Annual Corporate Governance 2023**

On January 16, 2024, Huu Nghi Garment Joint Stock Company announced Report No. 05/NHI on corporate governance situation 203 as follows:

* Name of listed company: Huu Nghi Garment Joint Stock Company
* Head office address: No. 636 - 638 Nguyen Duy Street, Ward 12, District 8, Ho Chi Minh city
* Tel: 028.38554176 Fax: 028.38553476 Email:
* Charter capital: VND 237,789,000,000
* Securities code: HNI
* Corporate Governance Model:
* The General Meeting, the Board of Directors, the Supervisory Board, and Managing Director/Manager

In progress

* The General Meeting, the Board of Directors, Managing Director/ Manager and the Audit Committee under the Board of Directors:

unimplemented

* Internal audit: Unimplemented

1. Activities of the General Meeting:

Information about meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting ballots)

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | No. 01/NQ.DHDCD.2023 | April 23, 2023 |  |

1. Board of Directors (Report of 2023):
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent member/non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Date of dismissal |
| 1 | Mr. Ha Van Duyet | Chair of the Board of Directors-Managing Director | April 23, 2023 |  |
| 2 | Mr. Kieu Ngoc Manh Hung | Members of the Board of Directors |  | April 23, 2023 |
| 3 | Mr. Ha Van Long | Member of the Board of Directors-Deputy Managing Director | April 23, 2023 |  |
| 4 | Mr. Ha Van Nghia | Member of the Board of Directors-Deputy Managing Director | April 23, 2023 |  |
| 5 | Mr. Le Mac Thuan | Non-executive member of the Board of Directors - Represents the capital of Vietnam National Textile and Garment Group | April 23, 2023 |  |
| 6 | Ms. Vu Thi Thuy Duong | Non-executive member of the Board of Directors - Represents the capital of Vietnam National Textile and Garment Group | April 23, 2023 |  |
| 7 | Mr. Mai Van Thien | Non-executive member of the Board of Directors - Represents the capital of Vietnam National Textile and Garment Group |  | April 23, 2023 |

1. Board Resolutions/Board Decisions (Annual Report 2023):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | No.34.2023/NQHDQT | February 16, 2023 | * Approve the plan to organize the Annual General Meeting 2023 * Approve the record date to exercise the rights to attend the Meeting * Approve the expected convening date of the Annual General Meeting 2023 on April 23, 2023 * Approve the venue: 6th Floor ''Windsor Plaza Hotel 18 An Duong Vuong Road, Ward 3, District 5, Ho Chi Minh City. |
| 2 | No. 35.2023/BBHDQT | February 28, 2023 | * Report on implementation of production and business tasks in 2022 * Reward the CEO and the Executive Board bonus of 2% of planned profit after tax and 8% of profit after tax exceeding plan's targets |
| 3 | No. 36.2023/BBHDQT | March 24, 2023 | * Approve capital loan at Joint Stock Commercial Bank for Foreign Trade of Vietnam, Saigon Branch * Report on implementation of production and business tasks in 2022. * Summary of production and business performance for 5 years period 2017-2022. * Production and business plan in 2023 * 5-year orientation plan 2023-2027. * Profit distribution plan in 2022. * Expenses for remuneration and operation of the board of directors and supervisory board in 2022. * Reward the Board of Directors in 2022 and term IV a bonus for exceeding plan targets * Activities of the Supervisory Board * Approval of the Report of the Supervisory Board. * Selection of an audit company in 2023. * Approval of the Operational Regulations of the Board of Directors and Supervisory Board |
| 4 | No. 37.2023/BBHDQT | April 14, 2023 | * Report on implementation of production and business tasks in Q1 2023. * The 5th term (2023-2027) |
| 5 | No. 01.2023/BBHDQT | April 23, 2023 | Elect the Chair of the Board of Directors for the term of 2023-2027 |
| 6 | 02.2023/NQHDQT | May 30, 2023 | - The Board of Directors agreed to pay cash dividends in 2022 at the rate of 15% X charter capital (VND 1,500 /share). The record date to receive dividends is June 15, 2023 and payment date is June 30, 2023 |
| 7 | 03.2023/NQHDQT | June 28, 2023 | * The Board of Directors agreed on report on production and business implementation for the first 6 months of 2023. * The Board of Directors unanimously selected Auditing & Accounting Finance Consulting Services Company Limited for the audit 2023. |
| 8 | 05.2023/NQHDQT | August 20, 2023 | * Report on implementation of production and business tasks in 9 months of 2023. * Approving the results of production and business activities in Report on implementation of production and business tasks in the Q4/2023: |

1. Supervisory Board (Annual Report 2023):
2. Information about the members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification |
| 1 | Mr. Duong Thanh Tung | Chief of Supervisory Board - Deputy Head of Import-Export department | April 23, 2023 | Bachelor in Business Administration-Accounting |
| 2 | Ms. Nguyen Thi Hang Nga | Members of the Supervisory Board-office | April 23, 2023 | College Bachelor in Finance and Accounting |
| 3 | Ms. Vu Thi Nu | Non-executive member of the Supervisory Board - Representative of capital of Vietnam National Textile and Garment Group | April 23, 2023 | Bachelor in Finance - Accounting |

1. Executive Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Ha Van Duyet - Managing Director | June 08, 1954 | Bachelor in Finance and Accounting | December 30, 2003 |
| 2 | Mr. Ha Van Long - Deputy Managing Director | February 21, 1971 | Bachelor in Industrial Economics | December 20, 2011 |
| 3 | Mr. Ha Van Nghia - Deputy Managing Director | December 05, 1980 | Bachelor in Business Administration | April 08, 2021 |
| 4 | Mr. Pham Duc Ha - Deputy Managing Director | December 30, 1971 | Bachelor in Information Technology | April 08, 2021 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment /dismissal |
| Vu Thi Ngat | January 12, 1958 | Bachelor in Corporate Finance and Accounting | March 01, 2007 |

1. Training on corporate governance:

None

1. List of related persons of the public company (annual report 2023) and transactions between the related persons of the Company with the Company itself
2. Transactions between the Company and related persons of the Company, or between the Company and major shareholders, PDMR, or related persons of PDMR
3. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company

None

1. Transactions between the Company and other entities
   1. Transactions between company and company in which 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, the executive Manager (Managing Director) in the last three (03) years (as at the date of reporting) (None)
   2. Transactions between the Company and companies in which 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 or Executive Manager (Managing Director): None
   3. Other transactions of the company (if any) that can bring 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.
2. Share transactions of PDMR and related persons of PDMR (Report of 2023)
3. Company’s share transaction of PDMR and related persons

None

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 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, bonus, etc.) |
| Number of shares: | Rate | Number of shares | Rate |
| 1 | Ha Hai Ninh | Son of the Chair of member Board of Directors | 242,648 | 1.02 | 492,648 | 2.07 | Buy |

1. Other significant issues: None