**HSM: Annual Corporate Governance Report 2023**

On January 27, 2024, Hanoi Textile and Garment Joint Stock Corporation announced Report on the corporate governance of the Company in 2023 as follows:

* Name of Company: Hanoi Textile and Garment Joint Stock Corporation
* Head office address: No. 25, lley 13, Linh Nam Street, Mai Dong Ward, Hoang Mai District, Hanoi
* Transaction address: 8th floor, Nam Hai Lake View Building, Lot 9A, Vinh Hoang Urban Area, Hoang Van Thu Ward, Hoang Mai District, Hanoi
* Tel: 024 386 21225 Fax: 024 386 21224.
* Email: support@hanosimex.com.vn
* Charter capital: VND 205,000,000,000
* Securities code: HSM:
1. Activities of the General Meeting:

Hanoi Textile and Garment Joint Stock Corporation has convened 01 General Meeting. The Annual General Meeting 2023 was organized on April 26, 2023 and promulgated General Mandate No 01/NQ-DHCD - DMHN dated April 26, 2023

1. Activities of the Board of Directors:
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Mr. Nguyen Song Hai | Chair of the Board of Directors | May 04, 2018 |  |
| 2 | Mr. Ho Le Hung | Member of the Board of Director - Managing Director | April 27, 2020 |  |
| 3 | Mr. Nguyen Ngoc Cach | Member of the Board of Directors of the Company is the Chair of the Board of Directors of LAMA INDICO Trading | April 27, 2020 |  |
| 4 | Mr. Vuong Duc Anh | Member of the Board of Directors of the Company is the Chair of the Board of Directors of LAMA INDICO Trading | April 26, 2023 |  |
| 5 | Ms. Hoang Thuy Oanh | Member of the Board of Directors of the Company is the Chair of the Board of Directors of LAMA INDICO Trading | April 26, 2023 |  |

1. Board Resolutions/Decisions in 2023:

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| --- | --- | --- | --- |
| No. | General Mandate  | Date | Contents |
| 1 | 57-III/NQ-HDQT | February 14, 2023 | On borrowing capital, using assets as collateral at BIDV bank. |
| 2 | 58-III/NQ-HDQT | March 02, 2023 | On the organization of the Annual General Meeting in 2023. |
| 3 | 59-III/NQ-HDQT | March 28, 2023 | On the production and business results in Q1/2023 and the implementation of tasks in Q2/2023. |
| 4 | 60-III/NQ-HDQT | March 28, 2023 | On the appointment of representatives of capital, and the Supervisory Board at companies with capital investment. |
| 5 | 61-III/NQ-HDQT | March 28, 2023 | On personnel appointments. |
| 6 | 01/NQ-HDQT/DMHN | June 09, 2023 | On the assignment of tasks to members of the Board of Directors. |
| 7 | 02/NQ-HDQT/DMHN | June 09, 2023 | On the appointment of the person in charge of company administration-cum-Secretariat of the Board of Directors for the term 2023-2028. |
| 8 | 03/NQ-HDQT/DMHN | June 09, 2023 | On the anticipated results of production and business for the first 6 months of the year, and the implementation of tasks in Q3/2023. |
| 9 | 04/NQ-HDQT/DMHN | June 09, 2023 | On the dissolution of the Hanoi Hanosimex Limited Liability Company. |
| 10 | 05/NQ-HDQT/DMHN | November 14, 2023 | On the cessation of production at the Dong Van Garment Factory. |
| 11 | 06/NQ-HDQT/DMHN | November 28, 2023 | On the divestment of capital from Hanoi Textile and Garment Joint Stock Corporation at Vietnam Textile Garment Materials Trading And Manufacturing Company Limited. |
| 12 | 07/NQ-HDQT/DMHN | November 30, 2023 | On the divestment plan of Hanoi Textile and Garment Joint Stock Corporation at Vietnam Textile Garment Materials Trading And Manufacturing Company Limited. |

1. Activities of the Supervisory Board (in 2023)
2. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Do Minh Son | Chief | May 04, 2018 | Master of Accounting |
| 2 | Ms. Le Thi Bich Ngoc | Member of the Supervisory Board | Date of dismissalApril 26, 2023 | Bachelor in Economics - Finance |
| 3 | Mr. Tran Viet Khuong | Member of the Supervisory Board | Date of dismissalApril 26, 2023 | Textile Technology Engineer |
| 4 | Mr. Nguyen Tuan Dao | Member of the Supervisory Board | April 26, 2023 | Textile Engineer |
| 5 | Ms. Nguyen Thi Nhung | Member of the Supervisory Board | April 26, 2023 | Bachelor in Economics - Finance |

1. Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Qualification | Date of birth | Appointment date as a member of the Executive Board |
| 1 | Ho Le Hung | Managing Director | Master of Business Administration | March 19, 1964 | June 01, 2020 |
| 2 | Le Thi Thu Huong | Executive Manager-cum-Chief Accountant | Bachelor in Finance and Accounting | August 21, 1972 | March 02, 2020 |
| 3 | Nguyen Quang Huy | Executive Manager | Bachelor in Textile Technology | August 19, 1974 | January 11, 2019 |
| 5 | Dang Ngoc Quan | Executive Manager-cum-Head of Human Resources Department | Master of Business Administration | July 04, 1974 | November 10, 2021 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Le Thi Thu Huong | August 21, 1972 | Bachelor in Finance and Accounting | July 01, 2015 |

1. Corporate governance training:
2. List of related person of the public Company and transactions between the related person of the Company with the Company itself
3. Transactions between Hanoi Textile and Garment Joint Stock Corporation and principal shareholders, PDMR, or related persons of PDMR Appendix III attached to Report.
4. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company Appendix IV attached to Report.
5. Transactions between the Corporation and other entities:
	1. Transactions between the Company and the companies that members of the Board of Directors, members of the Supervisory Board and Managing Director have been founding members or members of the Board of Directors or Managing Director for the past three (03) years (as at the date of reporting): None
	2. Transactions between the Group and the companies that the related persons of members of the Board of Directors, members of the Supervisory Board, Managing Director who are members of the Board of Directors or Managing Director None
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, members of the Supervisory Board or Executive Manager: None
6. Share transactions of PDMR and related persons of PDMR:
7. Corporation’s share transactions of PDMR and related persons:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the end of the period (July 1, 2023) | Number of shares owned at the end of the period | Increase(+)/Decrease(-) number of shares |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Nguyen Tuan Dao | Members of the Supervisory Board | 1,000 | 0.00004% | 2,200 | 0.00049% | 1,200 |

1. Other significant issues: None.

APENDIX: TRANSACTIONS BETWEEN HANOI TEXTILE AND GARMENT JOINT STOCK CORPORATION AND MAJOR SHAREHOLDERS, PDMR, AND RELATED INDIVIDUALS/ORGANIZATIONS OF PDMR

(Attached report on the management situation of Hanoi Textile and Garment Joint Stock Corporation in 2023)

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Corporation | ID Card No. (Date of issue, Place of issue) | Head office address/Contact address | Time of transaction with the Corporation | Transaction content | Transaction value: (VND) |
| 1 | VNC CORP., CO LTD. | Related organization of Mr. Nguyen Song Hai - Managing Director | 0107386444April 05, 2016Hanoi Department of Planning and Investment  | Lot 02-9A, 3rd Floor, ITC Building, Vinh Hoang Industrial Zone, Hoang Van Thu Ward, Hoang Mai District, Hanoi | 2023 | Interest expense | 1,643,808,218 |
| 2 | Hanosimex Knitting Joint Stock Company | Related organization of Mr. Nguyen Song Hai - Chair of the Board of Directors, Mr. Nguyen Tuan Dao - Member of the Board of Directors, Mr. Do Minh Son - Head of the Supervisory Board | 0900294225November 01, 2018Department of Planning and Investment of Hung Yen province | Pho Noi B Textile Industrial Park, Yen My, Hung Yen | 2023 | Buy goods and services | 14,810,543,438 |
| Sell goods and services | 19,429,455,190 |
| 3 | Hanosimex Ha Dong Textile JSC | Related organization of Mr. Nguyen Song Hai - Chair of the Board of Directors, Mr. Ho Le Hung - Member of the Board of Directors | 0500476693April 26, 2022 Department of Planning and Investment of Ha Nam province | Lots 2,3,4 Dong Van 2 Industrial Zone, Bach Thuong Ward, Duy Tien District, Ha Nam | 2023 | Sell goods and services | 102,049,998,128 |
| 4 | Dong My Hanosimex Joint Stock Company | Related organization of Mr. Nguyen Song Hai - Chair of the Board of Directors, Mr. Nguyen Quang Huy - Manager | 0101862182July 07, 2020Hanoi Department of Planning and Investment | Hamlet 2, Dong My Commune, Thanh Tri District, Hanoi | 2023 | Sell goods and services | 102,500,000 |
| Buy goods and services | 155,000,000 |
| 5 | Vinatex - Hong Linh Joint Stock Company | Related organization of Mr. Nguyen Song Hai - Chair of the Board of Directors | 3001124028January 20, 2017Department of Planning and Investment of Ha Tinh province | Nam Hong Industrial Cluster, Hong Linh Town, Ha Tinh | 2023 | Sell goods and services | 362,500,000 |
| 6 | Dong Xuan Knitting Company Limited | Related organization of Mr. Nguyen Song Hai - Chair of the Board of DirectorsChair of the Board of Directors | 0100100583July 03, 2021Hanoi Department of Planning and Investment | No. 524, Minh Khai Street, Vinh Tuy Ward, Hai Ba Trung District, Hanoi | 2023 | Sell goods and services | 27,523,467,348 |
| 7 | Hanosimex Fashion Joint Stock Company | Related organization of Mr. Ho Le Hung - Chair of the Board of Directors, Ms. Le Thi Thu Huong - Member of the Board of Directors | 0102819373April 22, 2022 Hanoi Department of Planning and Investment | 1st & 7th Floor, Nam Hai Lakeview Building, Lot 1-9A Vinh Hoang Urban Area, Hoang Van Thu Ward, Hoang Mai District, Hanoi | 2023 | Sell goods and services | 5,902,233,013 |
| Buy goods and services | 34,710,480 |
| 9 | Hai Phong Hanosimex Commercial Company | Related organization of Ms. Le Thi Thu Huong - Chair of the Board of Directors | No. 0200736929 datedJanuary 17, 2024Department of Planning and Investment of Hai Phong province | 508 Le Thanh Tong, Van My Ward, Ngo Quyen District, Hai Phong City | 2023 | Sell goods and services | 95,068,494 |
| Buy goods and services | 9,786,432,075 |
| 10 | Halotexco Garment Joint Stock Company | Related organization of Mr. Nguyen Quang Huy - Chair of the Board of Directors | 2901087962August 29, 2022Department of Planning and Investment of Nghe An province | Hamlet 6, Phuc Tho Commune, Nghi Loc District, Nghe An | 2023 | Sell goods and services | 442,735,655 |
| Buy goods and services | 2,211,786,370 |

APENDIX 4: TRANSACTIONS BETWEEN PDMR, RELATED INDIVIDUALS/ORGANIZATIONS OF PDMR WITH SUBSIDIARY COMPANIES OF HANOI TEXTILE AND GARMENT JOINT STOCK CORPORATION

(Attached report on the management situation of Hanoi Textile and Garment Joint Stock Corporation in 2023)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Corporation | ID card/passport No., Date of issue, Place of issue | Head office address/Contact address | Subsidiaries | Time of transaction with the Corporation | Transaction content | Transaction value: (VND) |
| 1 | Hanosimex Knitting Joint Stock Company | Related organization of Mr. Nguyen Song Hai - Chair of the Board of Directors | 0900294225November 01, 2018Department of Planning and Investment of Hung Yen province | Pho Noi B Textile Industrial Park, Yen My, Hung Yen | Hanosimex Ha Dong Textile JSC | 2023 | Sell goods and services | 1,574,640 |
| 2 | Hanosimex Ha Dong Textile JSC | Related organization of Mr. Nguyen Song Hai - Chair of the Board of Directors | 0500476693April 26, 2022Department of Planning and Investment of Ha Nam province | Lots 2,3,4 Dong Van 2 Industrial Zone, Bach Thuong Ward, Duy Tien District, Ha Nam | Hanosimex Ha Dong Textile JSC | 2023 | Sell goods and services | 1,176,284,584 |
| Buy goods and services | 117,006,378 |
| 3 | Dong My Hanosimex Joint Stock Company | Related organization of Mr. Nguyen Song Hai - Chair of the Board of Directors | 0101862182July 07, 2020Hanoi Department of Planning and Investment | Hamlet 2, Dong My Commune, Thanh Tri District, Hanoi | Hanosimex Ha Dong Textile JSC | 2023 | Sell goods and services | 119,676,680 |
| 4 | Vinatex - Hong Linh Joint Stock Company | Related organization of Mr. Nguyen Song Hai - Chair of the Board of Directors | 3001124028January 20, 2017. Department of Planning and Investment of Ha Tinh province | Nam Hong Industrial Cluster, Hong Linh Town, Ha Tinh | Hanosimex Ha Dong Textile JSC | 2023 | Sell goods and services | 12,890,067,649 |
| 5 | Dong Xuan Knitting Company Limited | Related organization of Mr. Nguyen Song Hai - Chair of the Board of Directors | 0100100583July 3, 2021Hanoi Department of Planning and Investment | 524 Minh Khai, Vinh Tuy Ward, Hai Ba Trung District, Hanoi | Hanosimex Ha Dong Textile JSC | 2023 | Buy goods and services | 424,548,000 |
| Sell goods and services | 56,779,860 |
| 6 | Hanosimex Fashion Joint Stock Company | Related organization of Mr. Ho Le Hung - Chair of the Board of Directors | 0102819373April 22, 2022Hanoi Department of Planning and Investment | 1st & 7th Floor, Nam Hai Lakeview Building, Lot 1-9A Vinh Hoang Urban Area, Hoang Van Thu Ward, Hoang Mai District, Hanoi | Hai Phong Stock Commercial Company | 2023 | Buy goods and services | 613,314,751 |
| Sell goods and services | 795,566,061 |