**HCB: Annual Corporate Governance Report 2023**

On January 30, 2024, March 29 Textile – Garment Joint Stock Company announced Report No. 01/BC-HDQT on the corporate governance in 2023 as follows:

Company’s name: March 29 Textile – Garment Joint Stock Company

Head office address: No. 60 Me Nhu, Thanh Khe Tay Ward, Thanh Khe District, Da Nang City

Tel: 0236 3759991 Fax: 0236 3759622

Charter capital: VND 51,992,740,000

Securities code: HCB

Corporate governance model:

* The General Meeting, the Board of Directors, the Supervisory Board, and the Managing Director.
* Internal audit: Unimplemented.

1. Activities of the General Meeting:

The company organized the Annual General Meeting in 2023 on March 29, 2023, at the auditorium of March 29 Textile – Garment Joint Stock Company.

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| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | 01/NQ-DHDCD | March 29, 2023 | 1. Approve the Production and business results in 2022 and the Production and business plan in 2023. 2. Approve the Report on activities in 2022 and operational orientation for 2023 of the Board of Directors. 3. Approve the Report on the appraisal of Financial Statements 2022 and activities of the Supervisory Board. 4. Approve the Plan on profit distribution and dividend payment 2022. 5. Approve the selection list of audit company for the Financial Statements 2023. 6. Approve the addition of business lines and amendments, supplements to new business line: Solar power production and electricity distribution. 7. Approve the adjustment of the implementation schedule for Phase II of the May Duy Investment Project at Tay An Industrial Cluster, Duy Trung Commune, Duy Xuyen District, Quang Nam Province. 8. Approve accepting the transfer of shares of March 29 Textile – Garment Joint Stock Company without conducting a public offering |

1. Board of Directors in 2023
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member 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 | Dismissal date |
| 1 | Mr. Huynh Van Chinh | Chair of the Board of Directors (Non-executive) | March 27, 2007 |  |
| 2 | Mr. Nguyen Dinh Truong | Vice Chair of the Board of Directors (Non-executive) | March 29, 2008 |  |
| 3 | Ms. Pham Thi Xuan Nguyet | Member of the Board of Directors (Legal Representative) | March 27, 2007 |  |
| 4 | Mr. Lam Trong Luong | Member of the Board of Directors (Non-executive) | March 29, 2008 |  |
| 5 | Mr. Nguyen Xuan Tung | Member of the Board of Directors (Non-executive) | March 29, 2017 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- | --- |
| No. | Resolution/Decision | Date | Contents |  |
| 1 | 01 /NQ-HDQT | January 09, 2023 | 1. Approve the Report on production and business results in 2022 and the production and business plan for 2023. 2. Approve to liquidate the remaining equipment of the Textile Enterprise to terminate textile activities in Q2/2023. 3. Approve the 2022 dividend payment rate of 20%/share and in cash. 4. Organization time of the General Meeting 2023: March 29, 2023. |  |
| 2 | 02/NQ-HDQT | March 28, 2023 | 1. Approve Reports and Proposals to submit to the Annual General Meeting 2023 2. Agree to authorize the Managing Director to sign loan contracts with commercial banks to serve production and business: |  |
| 3 | 03 /NQ-HDQT | March 29, 2023 | Approve the record date of the list of shareholders exercising the rights of receiving dividends of 2022 in cash |  |
| 4 | 04/NQ-HDQT | July 18, 2023 | Decision to carry out credit transactions at Phuong Dong Commercial Joint Stock Bank - Trung Viet branch for the purpose of supplementing working capital to serve production and business activities. |  |
| 5 | 05/NQ-HDQT | November 06, 2023 | 1. Approve the report on production and business results in the first 9 months of 2023 and production and business plan in Q4/2023; 2. The Board of Directors agreed to assign the Managing Director to work with the provincial authorities of Quang Nam on the Duy Trung 2 textile investment project. 3. The Managing Director is tasked with monitoring and executing the legal process required for Bao Viet Insurance Corporation for damages. 4. Select Nam Viet Auditing and Accounting Financial Consulting Services Co., Ltd. as an audit company in 2023. |  |
| 6 | 06 /NQ-HDQT | December 11, 2023 | 1. Approve the investment direction for production and business activities at Duy Trung 2 Textile Enterprise for the 2024-2026 period, aiming to meet green factory standards as required by customers and the overall project layout. 2. Approve the selection of ECOVIS AFA VIETNAM Auditing - Appraisal and Consulting Company Limited as the audit company for the Financial Statements 2023. |  |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | |
| Appointment date | Dismissal date |
| 1 | Ms. Le Thi Hai Chau | Chief of the Supervisory Board (Chair of the Union) | March 29, 2012 |  |
| 2 | Ms. Le Thi Thuy Lan | Member of the Supervisory Board | March 29, 2012 |  |
| 3 | Ms. Truong Thi Khanh Hien | Member of the Supervisory Board | April 21, 2022 |  |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as a member of the Executive Board |
| 1 | Ms. Pham Thi Xuan Nguyet | September 01, 1959 | Bachelor in Business Administration | March 27, 2007 |
| 2 | Mr. Tran Xuan Hoe | December 01, 1963 | Dynamic Mechanical Engineer | March 27, 2007 |

1. Chief Accountant:

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date as the Chief Accountant |
| Ms. Nguyen Thi Kim Lien | September 10, 1982 | Bachelor in Accounting | May 03, 2022 |

1. Training on corporate governance. None
2. List of related persons of the Public Company (2023) and transactions between the related persons of the Company with the Company itself.
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR, related persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
|  | None |  |  |  |  |  |  |  |

1. Transactions between PDMR of the Company, related persons of PDMR and subsidiaries, companies under the control of the Company:

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at listed companies | ID card/Passport No., Date of issue, Place of issue | Address | Name of subsidiaries or companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction | Notes |
|  | None |  |  |  |  |  |  |  |  |

1. Transactions between the Company and other entities
   1. Transactions between the Company and companies that members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director), and other managers are founding members or members of the Board of Directors or Executive Manager (Managing Director) within the past three years (at the date of reporting):

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of member of the Board of Directors/Supervisory Board/Managing Director | Position at the listed company | Name of the company that has been in transaction | NSH No.\*, date of issue, place of issue | Address | Transaction contract | Position at the company that has been in transaction |
| 1 | Nguyen Dinh Truong | Vice Chair of the Board of Directors | * Branch of Viet Tien Garment Corporation Joint Stock Company - Viet Tien Garment Corporation Joint Stock Company - M&S VTEC SHIPPING LTD. | 0300401524-0220300401524 | 102 Nguyen Van Linh, Nam Duong Ward, Hai Chau District, Da Nang City;  63 Xuan Hong, Ward 12, Tan Binh District, Ho Chi Minh City | * Contract to supply equipment and devices and garment accessories. * Contract on shipping and logistic services. | Vice Chair of the Board of Directors |

* 1. Transactions between the Company and the companies that 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 and Executive Manager (Managing Director).
  2. Other transactions of the Company (if any) that can bring about 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

1. Share transactions of PDMR and related persons of PDMR in 2023.
2. Transaction of PDMR and related persons related to the Company’s shares:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Full name | Securities trading account (if any) | Position at the Company (if any) | Number of shares owned at the beginning of the period | Share ownership rate at the end of the period | Note |
| 1 | Nguyen Xuan Anh | 069C202442 at Saigon - Hanoi Securities JSC |  | 1,068,916 | 20.56% | Husband - Managing Director of the Company |
| 2 | Truong Thi Khanh Hien | 069C203253 at Saigon - Hanoi Securities JSC | Employee of the Export-Import Department. | 0 | 0.00% | Member of the Supervisory Board |
| 3 | Le Thi Thuy Lan | 069C202552 at Saigon - Hanoi Securities JSC |  | 9,912 | 0.19% | Member of the Supervisory Board |

1. Other significant issues: