**NJC: Annual Corporate Governance Report 2023**

On January 26, 2024, Nam Dinh Garment Joint Stock Company announced Report No. 01/HDQT-BCQT on the corporate governance in 2023 as follows:

* Name of company: Nam Dinh Garment Joint Stock Company - Head office address: Building A, Lot H1+H5, Pham Ngu Lao Street, Hoa Xa Industrial Zone, My Xa Ward, Nam Dinh City
* Tel: 0228-3849037/ 3849038 Fax: 0228-3849451
* Web: [www.nagaco.com](http://www.nagaco.com)
* Charter capital: VND 31,500,000,000
* Securities code (if any): NJC
* Corporate Governance Model:

The General Meeting of Shareholders: The Board of Directors The Supervisory Board and General Manager

1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandate/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders are approved in the form of collecting opinions via a ballot)

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/2023/NQDHCD-MND | April 25, 2023 | At the General Meeting of Shareholders 2023, the Company approved the following contents:* Approve the Report on activities of the Executive Board, the Board of Directors in 2022 and the production and business plan for 2023.
* Approve the Report on the supervision in 2022 and the supervision plan in 2023
* Approve the Audited Financial Statements 2022
* Approve the remuneration of the Board of Directors and the Supervisory Board
* Approve the Plan of profit distribution and appropriation for funds
* Approve the share issuance under the Employee Stock Ownership Plan
* Approve the selection of an audit company in 2023.
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1. Activities of the Board of Directors
2. Information about members of the Board of Directors

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Audit Committee/Internal Audit Committee |
| Appointment date | Dismissal date |
| 1 | Mr. Pham Van Tan | Chair of the Board of Directors | April 22, 2022 |  |
| 2 | Mr. Pham Minh Duc | Member of the Board of Directors | April 20, 2015 |  |
| 3 | Ms. Phi Thi Ngoc Hoa | Member of the Board of Directors | April 26, 2019 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/QD- HDQT | February 06, 2023 | Approve on evaluating the Production and business results in 2022 and the Plan for 2023. |
| 2 | 02/2023/NQ-HDQT | February 06, 2023 | Organize the Annual General Meeting of Shareholders 2023 |
| 3 | 03/2023/QD-HDQT | April 10, 2023 | Change the date of the Annual General Meeting of Shareholders 2023 from April 22, 2023 to April 25, 2023 |
| 4 | 04/2023/NQ-HDQT | August 02, 2023 | Approve on implementing the share issuance under the Employee Stock Ownership Plan (ESOP) in the Company |
| 5 | 05/2023/NQ-HDQT | August 02, 2023 | Approve the share issuance plan under the Employee Stock Ownership Plan in 2023. |
| 6 | 06/2023/NQ-HDQT | August 02, 2023 | Approve the plan to ensure the issuance of shares meets regulations on foreign ownership rate |
| 7 | 07/2023/QD-HDQT | August 02, 2023 | Decision on assigning staff for overseas business trips |
| 8 | 08/2023/NQ-HDQT | October 04, 2023 | Approve on distributing shares under the Employee Stock Ownership Plan in the Company |
| 9 | 09/2023/NQ-HDQT | October 19, 2023 | Approve the handling of the remaining shares of the share issuance under the Employee Stock Ownership Plan |
| 10 | 10/2023/NQ-HDQT | November 10, 2023 | Change the content of business registration and amend the Company's Charter. |
| 11 | 11/2023/NQ-HDQT | November 24, 2023 | Approve on amending and supplementing to the Company’s charter  |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Nguyen Thi Hien Luong | Chief of the Supervisory Board | December 01, 2020 | Bachelor of Accounting |
| 2 | Tran Quoc Tuan | Member of the Supervisory Board | April 20, 2015 | Economic engineer |
| 3 | Ta Huu Doanh | Member of the Supervisory Board | April 20, 2015 | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | QualificationQualification | Date of appointment/dismissal as Member of the Executive Board |
| 1 | Mr. Pham Minh Duc | December 05, 1984 | Bachelor of Economics, Master of Marketing | April 20, 2015 |
| 2 | Ms. Phi Thi Ngoc Hoa | October 10, 1971 | Sewing technology engineer | May 04, 2015 |
| 3 | Mr. Bui Quang Dung | February 16, 1974 | Bachelor of Economics | July 29, 2019 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Appointment date |
| Pham Thi Ngan | July 01, 1980 | Bachelor of Accounting | August 03, 2015 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Semi-annual Report) and transactions of the affiliated persons of the Company with the Company itself.
3. Transactions between the Company and related persons of the Company; or between the Company and majority shareholders, PDMR and related persons of PDMR: None
4. Transactions between the 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 companies where 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 Board of Directors, the Supervisory Board, Manager (General Manager) and other managers are members of the Board of Directors, Executive Manager (General Manager). Manager (General Manager) and other managers are members of the Board of Directors, Executive Manager (General Manager). None
	3. 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, and the Manager (General Manager) and other managers: None

VIII. Share transactions of PDMR and their stakeholders (Annual Report)

1. Transaction of PDMR and affiliated persons related to the Company’s shares:

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| --- | --- | --- | --- | --- | --- |
| No.1 | 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/decrease (purchase, sale, conversion, reward, etc.) |
| Number of offered shares | Rate | Number of offered shares | Rate |
| 1 | Pham Minh Duc |
| 1.1 | Pham Minh Duc |  | 0 | 0% | 52,189 | 1.66% | Buy ESOP shares |
| 1.2 | Pham Thi Thu Trang | Younger sister | 0 | 0% | 11,225 | 0.36% | Buy ESOP shares |
| 2 | Phi Thi Ngoc Hoa |  | 9,900 | 0.33% | 19,900 | 0.63% | Buy ESOP shares |
| 3 | Bui Quang Dung |  | 5,925 | 0.198% | 15,925 | 0.51% | Buy ESOP shares |
| 4 | Nguyen Thi Hien Luong |  | 2,150 | 0.072% | 7,150 | 0.227% | Buy ESOP shares |
| 5 | Tran Quoc Tuan |  | 11,050 | 0.368% | 16,050 | 0.51% | Buy ESOP shares |