**NTT: Annual Corporate Governance Report 2023**

On January 30, 2024, Nha Trang Textile & Garment Joint Stock Company announced Report No. 22-2023/BC.DMNT on the corporate governance in 2023 as follows:

* Name of company: Nha Trang Textile & Garment Joint Stock Company
* Head office address: Km 1447, National Highway 1A, Vinh Phuong Commune, Nha Trang City, Khanh Hoa Province, Vietnam
* Tel: 02583.727236 - Fax: 02583.727227 - Email: [info@vina-ntt.com](mailto:info@vina-ntt.com)
* Charter capital: VND 235,000,000,000
* Securities code: NTT
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Board of Managers.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:

In 2023, Nha Trang Textile & Garment Joint Stock Company held 01 Annual General Meeting of Shareholders and promulgated General Mandates:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | 56/NQ-DMNT | April 28, 2023 | Annual General Meeting of Shareholders 2023 of the Company approved the following contents:   * Reports: Report of the Board of Directors in 2022, Report on Production and Business activities 2022 and Production and Business Plan for 2023; Audited Financial Statements 2022; * Dividend and profit distribution plan for 2022; * Remuneration for members of the Board of Directors, the Supervisory Board in 2022 and Remuneration Plan for members of the Board of Directors, the Supervisory Board for 2023; * Selection of AFC Vietnam Auditing Company Limited to audit the Financial Statements 2023 of the Company. * Report on the activities of the Supervisory Board in 2022. |

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

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| --- | --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Dang Vu Hung | Chair | February 18, 2020 | - |
| 2 | Mr. Tran Hoang Thao | Non-executive member | February 18, 2020 | - |
| 3 | Ms. Nguyen Thi Hong Phuong | Member | June 27, 2020 | - |
| 4 | Mr. Nguyen Chi Truc | Member | June 27, 2020 | July 01, 2023 |
| 5 | Mr. Phan Minh Tien | Member | April 29, 2022 | - |

1. Board Resolutions/Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 31/NQ-HDQT | March 14, 2023 | Board Resolution on organizing the Annual General Meeting of Shareholders 2023 |
| 2 | 38/NQ-HDQT | April 04, 2023 | Board Resolution on changing the Company's logo |
| 3 | 54/NQ-HDQT | April 27, 2023 | Board Resolution on establishing the Shareholder's Eligibility Verification Committee for the Annual General Meeting of Shareholders 2023 |
| 4 | 92/NQ-HDQT | July 18, 2023 | Board Resolution on receiving the resignation letter of Mr. Nguyen Chi Truc for the position of member of the Board of Directors from July 01, 2023 |
| 5 | 111/NQ-HDQT | August 16, 2023 | Board Resolution on approving the dismissal from Deputy General Manager of Mr. Nguyen Chi Truc from August 01, 2023 |
| 6 | 122/NQ-HDQT | October 09, 2023 | Board Resolution on approving the dismissal from Executive Manager of Mr. Pham Ngoc Tuan from September 16, 2023 |
| 7 | 188/NQ-HDQT | December 27, 2023 | Board Resolution on approving the appointment as Person in charge of corporate governance for Ms. Pham Thi Thu |

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

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board | Date of dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Phan Thi Kieu Oanh | Chief | February 18, 2020 | - | Bachelor |
| 2 | Ms. Mai Thi Tinh | Member | April 26, 2019 | - | Bachelor |
| 3 | Ms. Nguyen Thi Cam Van | Member | April 26, 2019 | - | Bachelor |

1. The Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Position | Qualification | Appointment date | Dismissal date |
| 1 | Mr. Nguyen Chi Truc | Deputy General Manager | - | August 01, 2020 | August 01, 2023 |
| 2 | Ms. Dang Thi Ngoc Bich | Deputy General Manager | - | September 25, 2019 | - |
| 3 | Ms. Pham Thi Huong Lan | Deputy General Manager | - | August 04, 2020 | - |
| 4 | Mr. Nguyen Hai Son | Deputy General Manager | - | February 24, 2021 | - |
| 5 | Mr. Pham Ngoc Tuan | Executive Manager | - | January 04, 2021 | September 16, 2023 |
| 6 | Mr. Phan Minh Tien | Executive Manager | - | March 18, 2019 | - |

1. The Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Full name | Position | Qualification | Appointment date | Dismissal date |
| Ms. Nguyen Thi Hoang Quyen | Chief Accountant | - | May 01, 2020 | - |

1. Training on corporate governance: None
2. List of affiliated persons of the Public Company and transactions between the Company’s affiliated persons with the Company itself.
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated 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 | Approved General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Contents, quantity, total value of transaction | Note |
| 01 | Phong Phu Corporation | Related company | 0301446006 | No. 48 Tang Nhon Phu Street, Tang Nhon Phu B Ward, Thu Duc District, Ho Chi Minh City |  |  |  |  |
| 02 | Phong Phu International Joint Stock Company | Related company | 0304995318 | No. 48 Tang Nhon Phu Street, Tang Nhon Phu B Ward, Thu Duc District, Ho Chi Minh City |  |  |  |  |
| 03 | Ho Chi Minh City Branch Vinatex International Joint Stock Company | Related company | 0106234350001 | No. 167/2 Nguyen Anh Thu Street, Trung My Tay Ward, District 12, Ho Chi Minh City, Vietnam. |  |  |  |  |
| 04 | Vinatex International Joint Stock Company | Related company | 0106234350 | No. 48 Tang Nhon Phu Street, Tang Nhon Phu B Ward, Thu Duc District, Ho Chi Minh City | First 6 months of 2023 | 73/NQ-DHDCD dated April 29, 2022 | VND 50,000,000,000 |  |
| 05 | Vinatex International Fabric Company Limited | Related company | 0401871798 | Lot M, Road 3, Hoa Khanh Industrial Park, Hoa Khanh Bac Ward, Lien Chieu District, Da Nang City, Vietnam |  |  |  |  |
| 06 | Sinnika Vietnam Joint Stock Company | Related company | 0311520259 | No. 48 Tang Nhon Phu Street, Tang Nhon Phu B Ward, Thu Duc District, Ho Chi Minh City |  |  |  |  |
| 07 | VTJ Toms Textile And Garment Company Limited | Related company | 3200613168 | Dien Sanh Industrial Cluster, Hai Lang Town, Quang Tri Province |  |  |  |  |

1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the listed company:

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at the listed company | 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 | Note |
|  | None |  |  |  |  |  |  |  |  |

1. Transactions between the Company and other entities
   1. Transactions between the Company and the company 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 (calculated at the time of reporting): None
   2. Transactions between the Company and companies in which the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Executive Manager (the General Manager) and other managers are members of the Board of Directors, the Executive Manager (the General Manager): None
   3. Other transactions of the Company (if any) that can bring material or non-material benefits to the members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) and other managers: None
2. Share transactions of PDMR and affiliated persons of PDMR:
   * + 1. Transaction of PDMR and affiliated persons related to the Company’s shares:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relation with internal shareholders/major shareholders | 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 (%) |
| 01 | Nguyen Hai Son | Deputy General Manager | 0 | 0 | 1,500 | 0.0064 | Buy |

* Other transactions: None.

1. Other significant issues: None.