**HSM: Annual General Mandate 2024**

On April 24, 2024, Hanoi Textile and Garment Joint Stock Corporation announced General Mandate No. 01/NQ-DHCD as follows

Article 1: Approve the production and business Results in 2023, and the production and business plan for 2024 with main contents as follows:

* 1. Production and business results 2023

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | Results 2022 | In 2023 | | % Comparison | |
| Results  2023/  Results 2022 | Results 2023/  Plan 2023 |
| Plan | Results |
| 1 | Charter capital | Million VND | 205,000 | 205,000 | 205,000 | 100.00% | 100.00% |
| 2 | Consolidated revenue | Million VND | 1,697,773 | 1,390,000 | 1,312,885 | 77.33% | 94.45% |
|  | In which: Holding  Company | “ | 1,233,728 | 950,000 | 887,443 | 71.93% | 93.42% |
| 3 | Consolidated Profit before tax | Million VND | 23,397 | 16,000 | (113,767) |  |  |
|  | In which: Holding  Company | “ | 19,547 | 10,000 | (110,941) |  |  |
| 4 | Average labor | Person | 4,139 | 4,185 | 3,421 | 82.65% | 81.74% |
|  | In which: Holding  Company | “ | 2,845 | 2,850 | 2,177 | 76.52°% | 76.39% |
| 5 | Average income  (person/month) | VND | 8,342,000 | 8,440,000 | 7,910,000 | 94.82% | 93.72% |
|  | In which: Holding  Company | “ | 8,204,000 | 8,500,000 | 8,008,000 | 97.61% | 94.21% |

* 1. Production and business plan for 2024

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | Plan 2023 |
| 1 | Consolidated revenue | Million VND | 1,319,400 |
|  | In which: Holding Company | “ | 856,000 |
| 2 | Consolidated Profit beore tax | Million VND | 6,400 |
|  | In which: Holding Company | “ |  |
| 3 | Average labor | Person | 3,186 |
|  | In which: Holding Company | “ | 2,080 |
| 4 | Average income (VND/person/month) | Thousand VND | 8,474 |
|  | In which: Holding Company | “ | 8,300 |

Article 2: Approve the audited Financial Statements of the holding company and the consolidated Financial Statements by Anviet Auditing Company Limited in Proposal No. 18/TTr-HDQT dated April 24, 2024 with basic targets as follows:

1. Consolidated business results

* Revenue: VND 1,312,885 Million.
* Profit before tax: VND (113,767) Million.

1. Business result of the Holding company:

* Revenue: VND 887,443 Million.
* Profit before tax: VND (110,942) Million.

Article 3: Approve the Proposal on restructuring member units and subsidiaries of Hanoi Textile and Garment Joint Stock Corporation in Proposal No. 19/TTr-HDQT dated April 24, 2024 by the Board of Directors as follows:

1. Currently, Hanosimex-Haiphong Trade Joint Stock Company’s land has been recovered for Hai Phong city to implement the “Investment Project to build a Resettlement and Urban Renovation Area” and the Company has received compensation, the compensation is not enough to maintain the Company’s production and business activities effectively. The Board of Directors consults the General Meeting to divest all contributed capital of Hanosimex-Haiphong Trade Joint Stock Company (if a partner is found) or dissolve the company to recover contributed capital.
2. In 2023, the production and business situation of Hanoi Textile and Garment Joint Stock Corporation is at a loss. To recover the contributed capital and reduce the impact on the Corporation's production and business. The Board of Directors consults the General Meeting to divest all contributed capital of the Corporation at Hanosimex-Haiphong Trade Joint Stock Company
3. Currently, the Corporation's garment Production and Business is inefficient, in order to take advantage of external resources in terms of orders, human resources, production management... The Board of Directors consults the General Meeting on the policy of restructuring Nam Dan 1, Nam Dan 2, and Nghi Loc garment factories in Nghe An according to equitization, sale, or lease plans.
4. Hanoi Textile and Garment Joint Stock Corporation holds 51.32% of charter capital at Hanoi Textile & Garment Joint Stock Company. Currently, Hanoi Textile & Garment Joint Stock Company leases the Corporation’s factory and part of its machinery and equipment for production and business. For the production and business activities of Hanoi Textile & Garment Joint Stock Company to be stable and have plan on investment development. The Board of Directors consults the General Meeting to select restructuring according to the following plan:

Contribute increased capital to Hanoi Textile & Garment Joint Stock Company with the advantage of land, factories and machinery that Hanoi Textile & Garment Joint Stock Company is currently renting when Hanoi Textile & Garment Joint Stock Company increases its charter capital or find a partner to sublease all operations or transfer assets and divest capital at Hanoi Textile & Garment Joint Stock Company.

Approve on authorizing the Board of Directors implement the above restructuring work, decide on the time, method, and strategic partners to ensure compliance with the provisions of law and the Corporation's Charter of Operations, on the principle of preserving and maximizing investment capital recovery.

Article 4: Approve the Proposal on salary and remuneration of the Board of Directors, the Supervisory Board, and Secretariat of the Board of Directors in 2023 and the salary, remuneration plan for the Board of Directors, the Supervisor, and Secretariat of the Board of Directors in Proposal No. 20/TTr-HDQT dated April 24, 2024 by the Board of Directors with the following contents:

1. The salary and remuneration plan for the Board of Directors and the Supervisory Board in 2023 is VND 887,057,969. Specifically:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Content | Number of people | Salary, remuneration in 2023 (VND) | | Rate  (%) |
| Plan | Results |  |
| 1 | Board of Directors | 5 | 690,000,000 | 553,827,324 | 80 |
| 2 | Supervisory Board | 3 | 402,000,000 | 297,230,645 | 74 |
| 3 | Secretariat | 01 | 36,000,000 | 36,000,000 | 100 |
|  | Total |  | 1,128,000,000 | 887,057,969 | 79 |

1. Plan for salary and remuneration payment in 2024 is VND 878 million Specifically:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Content | Number of people | Salary and remuneration plan for 2024 (VND) | Note |
| 1 | The Board of Directors | 5 | 440,000,000 |  |
| 2 | The Supervisory Board | 3 | 402,000,000 | 01 executive member |
| 3 | Secretariat | 01 | 36,000,000 |  |
|  | Total |  | 878,000,000 |  |

Article 5: Approve the Proposal on the selection of an audit company for the Financial Statement 2023 in Proposal No. 21/TTr-HDQT dated April 24, 2024 by the Company’s Supervisory Board.

Approve on authorizing the Board of Directors to decide to select one out of the three following auditing companies to review and audit the Corporation's Financial Statements 2024 and assign the General Manager to sign the Contract to provide auditing services with the selected auditing company, ensuring quality, efficiency, reasonable costs and in accordance with current legal regulations.

1. KPMG Limited.
2. An Viet Auditing Company Limited
3. Ernst & Young Vietnam Limited

Article 6: Approve the Inspection Report on production, business, and financial activities in 2023 of the Supervisory Board.

Article 7: Approve the Report of the Board of Directors in 2023 and the Plan for 2024 by the Board of Directors;

Article 8: Approve the election result of additional members to the Board of Directors for the term of 2023-2028:

1. List of elected members of the Board of Directors:

* Mr. Cao Huu Hieu
* Mr. Nguyen Tri Son

Approve the election result of Mr. Cao Huu Hieu as the Chair of the Board of Directors of Hanoi Textile and Garment Joint Stock Corporation for the term 2023-2028.

Article 9: Terms of enforcement

1. This General Mandate is approved by the Annual General Meeting 2024 by Hanoi Textile and Garment Joint Stock Corporation.
2. The Board of Directors, the Supervisory Board, Managing Director, Executive Board and all shareholders of Hanoi Textile and Garment Joint Stock Corporation are responsible for implementing this General Mandate according to their authorities, functions, duties and under applicable laws and the Charter on organization and operations of Hanoi Textile and Garment Joint Stock Corporation.