

HUNG YEN GARMENT CORPORATION-JSC

SO 8 – BACH DANG - P. MINH KHAI - TP. HUNG YEN

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**REPORT ON CORPORATE GOVERNANCE
ANNUAL 2024**

Hung Yen, January 2025

Appendix V

CORPORATE GOVERNANCE REPORT

(Issued together with Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Minister of Finance)

HUNG YEN GARMENT CORPORATION
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No: 01/BCQT-MHY

Hung Yen, 25 January 2025

REPORT ON CORPORATE GOVERNANCE

Annual 2024

To: - The State Securities Commission;
- Hanoi Stock Exchange.

- Company name: Hung Yen Garment Corporation - Joint Stock Company
- Head office address: No. 8 Bach Dang, Minh Khai Ward, Hung Yen City, Hung Yen Province
- Phone: 0221 3515079
- Email: hugaco@hugaco.vn
- Charter capital: 195,113,890,000 VND
- Stock code: HUG
- Corporate governance model: + General meeting of shareholders, Board of Directors, Board of Supervisors and General Director
- Regarding the implementation of internal audit function: Implemented.

I. Activities of the General Meeting of Shareholders

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders approved in the form of written opinions:

In 2024, Hung Yen Garment Corporation - Joint Stock Company held 01 General Meeting of Shareholders.

No.	Resolution/Decision No.	Date	Content
01	No. 01/NQĐHĐCĐ-MHY	29/04/2024	Approval of the following contents: <ul style="list-style-type: none">- 2023 business results and 2023 profit distribution;- 2024 business plan;- 2024 machinery and equipment purchase investment plan; factory repair, solar energy system installation.- Plan to transfer from Upcom to HOSE.

N o.	Resolution/D ecision No.	Date	Content	Appr oval rate
1	01/NQHĐQT/ 2024	18/01/2024	Resolution of the Board of Directors meeting in the forth quarter of 2023	100%
2	01/QĐ-HĐQT	03/01/2024	Approve the supplier and purchase of machinery and equipment for production	
3	02/QĐ-HĐQT	28/03/2024	Approve the supplier and purchase of machinery and equipment for production	
4	03/QĐ-HĐQT	15/04/2024	Approve the supplier and purchase of machinery and equipment for production	
5	04/QĐ-HĐQT	20/04/2024	Approve the supplier and purchase of machinery and equipment for production	
6	05/QĐ-HĐQT	24/04/2024	Approve the supplier and purchase of machinery and equipment for production	
7	02/NQHĐQT/ 2024	25/04/2024	Resolution of the Board of Directors meeting in the first quarter of 2024	100%
8	06/QĐ-HĐQT	27/04/2024	Approve the supplier and purchase of machinery and equipment for production	
9	07/QĐ-HĐQT	03/05/2024	Approve the supplier and purchase of machinery and equipment for production	
10	08/QĐ-HĐQT	04/05/2024	Approve the supplier and purchase of machinery and equipment for production	
11	09/QĐ-HĐQT	06/05/2024	Approve the supplier and purchase of machinery and equipment for production	
12	10/QĐ-HĐQT	07/05/2024	Approve the supplier and purchase of machinery and equipment for production	
13	11/QĐ-HĐQT	09/05/2024	Approve the supplier and purchase of machinery and equipment for production	
14	12/QĐ-HĐQT	11/05/2024	Approve the supplier and purchase of machinery and equipment for production	
15	13/QĐ-HĐQT	21/05/2024	Approve the supplier and purchase of machinery and equipment for production	
16	14/QĐ-HĐQT	05/06/2024	Approve the supplier and purchase of machinery and equipment for production	
17	15/QĐ-HĐQT	06/06/2024	Approve the supplier and purchase of machinery and equipment for production	
18	16/QĐ-HĐQT	08/06/2024	Approve the supplier and purchase of machinery and equipment for production	
19	02/NQHĐQT/ 2024	04/07/2024	Approval of 10% cash dividend advance for 2024	100%
20	03/NQHĐQT/ 2024	08/07/2024	Resolution of the Board of Directors meeting in the second quarter of 2024	100%
21	16/QĐ-HĐQT	22/07/2024	Approve the supplier and purchase of machinery and equipment for production	
22	17/QĐ-HĐQT	25/07/2024	Approve the supplier and purchase of machinery and equipment for production	
23	18/QĐ-HĐQT	12/08/2024	Approve the supplier and purchase of machinery and equipment for production	
24	19/QĐ-HĐQT	15/08/2024	Approve the supplier and purchase of machinery and equipment for production	
25	20/QĐ-HĐQT	19/08/2024	Approve the supplier and purchase of machinery and equipment for production	

26	21/QĐ-HĐQT	20/08/2024	Approve the supplier and purchase of machinery and equipment for production	
27	22/QĐ-HĐQT	13/09/2024	Approve the supplier and purchase of machinery and equipment for production	
28	23/QĐ-HĐQT	16/09/2024	Approve the supplier and purchase of machinery and equipment for production	
29	24/QĐ-HĐQT	20/09/2024	Approve the supplier and purchase of machinery and equipment for production	
30	04/NQHĐQT/2024	14/10/2024	Resolution of the Board of Directors meeting in the third quarter of 2024	100%
31	25/QĐ-HĐQT	22/10/2024	Approve the supplier and purchase of machinery and equipment for production	
32	26/QĐ-HĐQT	13/11/2024	Approve the supplier and purchase of machinery and equipment for production	
33	05/NQHĐQT/2024	03/12/2024	Approval of 5% cash dividend advance for 2024	100%
34	27/QĐ-HĐQT	05/12/2024	Approve the supplier and purchase of machinery and equipment for production	
35	28/QĐ-HĐQT	06/12/2024	Approve the supplier and purchase of machinery and equipment for production	
36	29/QĐ-HĐQT	23/12/2024	Approve the supplier and purchase of machinery and equipment for production	

III. Board of Supervisors

Information about the members of the Board of Supervisors:

Stt	Members of the Board of Supervisors	Position	Date of starting/cease being a member of the Supervisory Board/Audit Committee	Qualifications
1	Ms. Dinh Thi Thu Huong	Technical Manager	From 04/05/2020	University
2	Mr. Hoang Xuan Nam	HR and Administration Manager	From 04/05/2020	University
3	Mr. Nguyen Van Hai	Deputy General Director and Head of Accounting Department, Phu Hung Joint Stock Company (Member Company)	From 04/05/2020	University

1. Board of Supervisors meeting:

Stt	Members of the Board of Supervisors	Number of meetings	Meeting attendance rate	Approval rate	Absent reason
1	Ms. Dinh Thi Thu Huong	02	100%	100%	

2	Mr. Hoang Xuan Nam	02	100%	100%	
3	Mr. Nguyen Van Hai	02	100%	100%	

2. Supervisory activities of the Supervisory Board towards the Board of Directors, the Executive Board and shareholders:

- The Board of Directors and the Executive Board maintain regular contact with the Supervisory Board. The Head of the Supervisory Board is invited to attend meetings of the Board of Directors.

- During the working process, the Supervisory Board is provided with files and documents related to the working program and content.

3. Coordination of activities between the Supervisory Board and the Board of Directors, the Executive Board and other managers:

On behalf of the General Meeting of Shareholders, the Supervisory Board supervises the Board of Directors, the General Director and managers in governance, management and operation activities. The Supervisory Board has the following comments:

- The Board of Directors always closely follows the Resolutions of the General Meeting of Shareholders of the Corporation, actively organizes and directs the implementation of the Resolutions.

- The meetings, Resolutions and Decisions of the Board of Directors have been carried out in accordance with the procedures and processes prescribed by law, the operating regulations of the Board of Directors and the Charter of the Corporation.

- The Board of Directors closely follows the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors, proactively and flexibly organizes and implements the production and business plan in a market condition that still faces many difficulties due to the shortage of orders, small and difficult orders; low signing prices.

4. Other activities of the Board of Directors (if any): None

IV. Executive board

STT	Member of the Executive board	Date of birth	Qualification	Date of appointment/ dismissal
1	Mrs. Pham Thi Phuong Hoa	26/4/1967	University	12/5/2020
2	Mrs. Bui Thi Ly	20/10/1967	University	12/5/2020
3	Mr. Chu Huu Nghi	30/10/1971	University	12/5/2020
4	Mr. Nguyen Van Trung	08/11/1966	University	12/5/2020
5	Mr. Nguyen Van Hoa	14/03/1980	University	18/12/2024

V. Chief Accountant

<i>Name</i>	<i>Date of birth</i>	<i>Qualification</i>	<i>Date of appointment/ dismissal</i>
Mrs. Tran Thi Huong	23/01/1981	University	12/5/2020

VI. Corporate governance training:

Corporate governance training courses attended by members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and the Company Secretary in accordance with the regulations on corporate governance: In 2024, the Company will organize training classes for team leaders and managers at the company and send people to participate in training classes on accounting, investment, and management organized by Vietnam Textile and Garment Group

VII. List of related persons of the public company and transactions of related persons of the company with the Company itself

1. List of related persons of the company

No.	Name/Organization	Security account	Position (if any)	date of issue, place of issue	Address	Time of becoming a related person	Time of no longer a related person	Reason	Relationship with the company
1	Vietnam National Textile and Garment Group		Director	0100100008	No. 41A Ly Thai To, Hoan Kiem, Hanoi	From T1/2005			Major shareholder
2	Phu Hung JSC		Member of The Director board	0900297829	Dinh Cao Commune - Phu Cu - Hung Yen				Associated company from 01/6/2023
3	Tien Hung JSC		Member of The Director board	0900270351	Vuong Town - Tien Lu District - Hung Yen				Associated company
4	Ninh Binh Garment Export Joint Stock Company			2700224400	No. 40 Nguyen Cong Tru, Ninh Son Ward, Ninh Binh City, Ninh Binh				Associated company
5	Nguyen Xuan Duong		Chairman						
6	Pham Thi Phuong Hoa		Member of The Director board						

			- General Director						
7	Nguyen Van Trung		Member of The Director board - Deputy General Director						
8	Bui Thi Ly		Member of The Director board - Deputy General Director						
9	Vuong Duc Anh		Member of The Director board						
10	Chu Huu Nghi		Deputy General Director						
11	Tran Thi Huong		KTT						

Note: NSH Certificate number*: ID card/Passport number (for individuals) or Business Registration Certificate number, Business License or equivalent legal documents (for organizations)

2. Transactions between the company and related persons of the company; or between the company and major shareholders, insiders, related persons of insiders: none

3. Transactions between insiders of the company, related persons of insiders and subsidiaries, companies controlled by the company: none

4. Transactions between the company and other entities

4.1. Transactions between the company and companies in which members of the Board of Directors, members of the Board of Supervisors, General Directors and other managers have been and are founding members or members of the Board of Directors, General Directors in the past three (03) years (calculated at the time of preparing the report)

4.2. Transactions between the company and companies in which related persons of members of the Board of Directors, members of the Board of Supervisors, General Director and other managers are members of the Board of Directors, Executive Director

4.3. Other transactions of the company (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Board of Supervisors, General Director and other managers

VIII. Stock transactions of insiders and related persons of insiders (Six-month/annual reports)

1. List of insiders and related persons of insiders

No.	Name	Security account	Position	ID card/Passport number, date of issue, place of issue	Address	Number of shares owned at the end of the period	Ratio of shares owned at the end of the period	Remark
A	Company Insider							
1	Nguyen Xuan Duong		Chairman			615,466	3.15%	
3	Pham Thi Phuong Hoa		Member of The Director board – General Director			188,592	0.97%	
4	Nguyen Van Trung		Member of The Director board – Deputy General Director			224,893	1.15%	
5	Bui Thi Ly		Member of The Director board – Deputy General Director			83,154	0.43%	
6	Chu Huu Nghi		Deputy General Director			47,444	0.24%	

7	Dinh Thi Thu Huong		Board of Supervisors			27,652	0.14%	
8	Hoang Xuan Nam		Board of Supervisors			43,200	0.22%	
09	Nguyen Duc Hai		Board of Supervisors			-	0.00%	
10	Tran Thi Huong		Chief Accountant			9,872	0.05%	
B	Name of related person of insider							
1	Nguyễn Xuân Dương		Chủ tịch HĐQT			615,466	3.15%	
	Nguyễn Thị Him		None			110,169	0.56%	Wife

	Nguyễn Thị Hiên		None			227,049	1.16%	Daughter
	Trần Thị Chuyên		Nhân viên			58,809	0.30%	Daughter-in-law
2	Phạm Thị Phương Hoa		Member of The Director board – General Director			188,592	0.97%	
	Phạm Hữu Lợi		None			57,024	0.29%	Husband
	Phạm Thị Phương Mai		None			79,642	0.41%	Daughter
	Phạm Thị Mai Phương		None			85,155	0.44%	Daughter
	Phạm Thị Thanh Tuyết		None			138,240	0.71%	Sister

	Phạm Anh Đông	None			62,953	0.32%	Brother
3	Nguyễn Văn Trung	Member of The Director board – Deputy General Director			224,893	1.15%	
	Trần Thị Yên	None			88,354	0.45%	Wife
	Nguyễn Quang Duy	None			144,000	0.74%	Son
	Nguyễn Huy Hoàng	None			144,000	0.74%	Son
4	Chu Hữu Nghị	Deputy General Director			47,444	0.24%	
	Vũ Thị Giáng Hương	None			27,360	0.14%	Wife

5	Đinh Thị Thu Hường		Board of Supervisors			27,652	0.14%	
	Trần Văn Chính		None			43,448	0.22%	Husband
6	Hoàng Xuân Nam		Board of Supervisors			43,200	0.22%	
	Nguyễn Thanh Huyền		None			43,977	0.23%	Wife
7	Nguyễn Đức Hải		Board of Supervisors			-	0.00%	
	Nguyễn Minh Quân		None			39,432	0.20%	Son
	Nguyễn Việt Hoàng		None			40,024	0.21%	Son

8	Nguyen Van Hoa				27.000	0.138%	
	Pham Thuy Lien				0	0	Wife
	Nguyen Chan Hung				0	0	Son
	Nguyen Quynh Anh				0	0	Daughter
	Nguyen Thi Phuong				0	0	Morther
	Nguyen Van Thien				0	0	Father

Transactions of insiders and related persons on company shares: none.

IX. Other issues to note: none

CHAIRMAN OF THE BOARD OF DIRECTORS

(Sign, print full name and seal)



NGUYỄN XUÂN DƯƠNG