

Appendix V
REPORT ON CORPORATE GOVERNANCE

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

**VIETNAM TEXTILE
AND GARMENT GROUP
HUE TEXTILES GARMENT
JOINT STOCK COMPANY**

No. 186/BC-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hue City, January 23, 2025

REPORT ON CORPORATE GOVERNANCE
(2024)

Company name: Hue Textiles Garment Joint Stock Company

Address: No. 122 Duong Thieu Tuoc, Thuy Duong Ward, Huong Thuy Town, Hue City, Vietnam.

Phone number: 0234.3864.337 Fax: 0234.364.338 Email: contact@huegatex.com.vn

Charter Capital: 200.962.590.000 VND

Stock code: HDM

Corporate governance model: the General Meeting of Shareholders, the Board of Directors (BOD), Board of Supervisory, and General Director.

The implementation of internal audit: The company is not obligated to perform internal audits according to Decree No 05/2019/NĐ-CP.

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 adopted in the form of written opinions:

No.	Resolution/ Decision	Date	Content
01	436/NQ-ĐHCD	April 20, 2024	<ul style="list-style-type: none">- Approval of 2023 business results and 2024 plan.- Profit distribution plan for 2023.- Agreed to approve the 2023 dividend payment of 30% in cash.- Salary and remuneration of the Board of Directors and Board of Supervisors of the Company.- Report of the Company's Board of Directors.- Approval of the plan to select an auditor for the Company's financial statements in 2024.

			- Report of the Company's Board of Supervisors.
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II. Board of Directors (2024 Report):

1. Information about Board of Directors members (BOD):

No.	Member of the BOD	Position (independent member of the Board of Directors, non-executive member of the Board of Directors)	Date of appointment/ceasing being a member of the Board of Directors/Independent Board of Directors	
			Date of appointment	Date of ceasing
1	Mr. Nguyen Duc Tri	Non-executive Board Member	May 2020	
2	Mr. Nguyen Van Phong	Member of Board of Directors and General Director	November 2017	
3	Ms. Nguyen Hong Lien	Member of Board of Directors and Deputy General Director	May 2020	
4	Mr. Le Hong Quan	Member of Board of Directors and Deputy General Director	April 2023	
5	Mr. Nguyen Ngoc Binh	Non-executive Board Member	April 2023	

2. Board of Directors meetings: The Board of Directors attended 21 meetings, including 04 face-to-face meetings and 17 meetings in the form of written opinions. The face-to-face meetings of the Board of Directors as well as the written opinions of the Board of Directors were in compliance with the provisions of the Law and the Company's Charter.

No.	Member of the BOD	Number of Board of Directors meetings attended	Meeting attendance rate	Reason for not attending the meeting
1	Mr. Nguyen Duc Tri	21	100%	
2	Mr. Nguyen Van Phong	21	100%	
3	Ms. Nguyen Hong Lien	21	100%	
4	Mr. Le Hong Quan	21	100%	
5	Mr. Nguyen Ngoc Binh	21	100%	

3. Supervisory activities of the Board of Directors over the Board of Management:

- The Board of Directors performs the function of supervising the activities of the Board of

Management to ensure that the Company's activities comply with the law, closely follow the Resolutions of the General Meeting of Shareholders and the Board of Directors to carry out its tasks..

- Monitor and grasp the production and business management process through reports from the Company's Board of Management.

- Check and supervise the implementation, management, organization of production and business and implementation of the Resolutions of the General Meeting of Shareholders and the Board of Directors of the Company's Board of Management..

4. Activities of subcommittees of the Board of Directors (if any): The Board of Directors does not establish subcommittees under the Board of Directors.

5. Resolutions/Decisions of the Board of Directors in 2024:

No.	Resolution/ Decision Number	Date	Content	Approval Rate
1	Resolution No. 125/NQ-HĐQT	January 18, 2024	Approval of 2023 business results and 2024 task plan	100%
2	Decision No. 127/QĐ-HĐQT	January 18, 2024	Decision to approve the General Director's salary in 2024.	100%
3	Decision No. 156/QĐ-HĐQT	January 27, 2024	Decision to approve the renovation of power and lighting systems in the relocation area of the Garment factory 1	100%
4	Resolution No. 167/QĐ-HĐQT	January 29, 2024	Resolution approving transactions with related parties	100%
5	Decision No. 219/QĐ-HĐQT	February 27, 2024	Resolution on final time to close the list of shareholders attending the General Meeting of Shareholders	100%
6	Resolution No. 354/NQ-HĐQT	March 28, 2024	Approval of contents to be submitted to the 2024 Annual General Meeting of Shareholders	100%
7	Resolution No. 355/NQ-HĐQT	March 28, 2024	Approval of the policy of transferring or divesting capital from enterprises in which the Company is contributing capital.	100%
8	Decision No. 381/QĐ-HĐQT	April 08, 2024	Decision approving the adjustment of the budget for renovating the power and lighting systems in the relocation area of the May 1 factory.	100%
9	Decision No. 407/NQ-HĐQT	April 16, 2024	Approving the leadership planning for the period 2025 - 2030	100%
10	Resolution No. 409/NQ-HĐQT	April 16, 2024	Approval of production and business results for the first quarter and plan for tasks for the second quarter of 2024	100%

11	Decision No. 491/QĐ-HĐQT	May 08, 2024	Decide on the salaries of the members of the Company's Board of Management.	100%
12	Resolution No. 492/NQ-HĐQT	May 08, 2024	Approval of the policy of purchasing 7-seat cars to serve guests	100%
13	Decision No. 541/QĐ-HĐQT	May 23, 2024	Approval of construction drawing design and total investment estimate for construction of 3-storey garment factory	100%
14	Decision No. 542/QĐ-HĐQT	May 23, 2024	Approval of adjustment of implementation time of investment project to build 3-storey garment factory	100%
15	Decision No. 564/QĐ-HĐQT	May 28, 2024	Decision to promulgate the salary framework for the Company's Board of Management.	100%
16	Decision No. 565/QĐ-HĐQT	May 28, 2024	Decision on issuing salaries for members of the Company's Board of Management.	100%
17	Resolution No. 606/NQ-HĐQT	June 11, 2024	Approval of interim dividend payment for 2024	100%
18	Resolution No. 750/NQ-HĐQT	July 20, 2024	Approving the business production results of the first 6 months of the year and the plan for the last 6 months of 2024	100%
19	Decision No. 876/NQ-HĐQT	August 27, 2024	Decision to allow bidding for the construction package of the main production workshop under the investment project to build a 3-storey garment factory	100%
20	Resolution No. 987/NQ-HĐQT	September 24, 2024	Approval of borrowing capital at Vietnam Joint Stock Commercial Bank For Industry And Trade - Hue branch	100%
21	Resolution No. 989/NQ-HĐQT	September 24, 2024	Approval of borrowing capital at Joint Stock Commercial Bank For Investment And Development Of Vietnam - Hue branch	100%
22	Resolution No. 991/NQ-HĐQT	September 24, 2024	Approval of the addition of signing contracts with relevant units	100%
23	Decision No. 1047/QĐ-HĐQT	October 8, 2024	Approval of additional cost items for the investment project to build a 3- storey garment factory	100%
24	Decision No.	October 21,	Approval of contractor selection	100%

	1086/QĐ-HĐQT	2024	results for the main production construction package of the 3-storey Garment factory construction investment project	
25	Resolution No. 1096/NQ-HĐQT	October 24, 2024	Approving the business results of the first 9 months of the year and implementing the plan and tasks for the last 3 months of the year, expected results in 2024	100%
26	Resolution No. 1103/NQ-HĐQT	October 24, 2024	Approval of borrowing capital at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Hue branch	100%
27	Resolution No. 1199/NQ-HĐQT	November 21, 2024	Approval of the second interim dividend payment for 2024	100%
28	Resolution No. 1299/NQ-HĐQT	December 24, 2024	Board Resolution on personnel work	100%
29	Decision No. 1301/QĐ-HĐQT	December 24, 2024	Decision to remove Mr. Nguyen Van Phong from the position of General Director	100%
30	Decision No. 1305/QĐ-HĐQT	December 24, 2024	Decision to appoint Ms. Nguyen Hong Lien as General Director	100%
31	Resolution No. 1316/NQ-HĐQT	December 24, 2024	Resolution approving the 2024 business results and 2025 task plan	100%

III. Board of Supervisors (2024):

1. Information about Board of Supervisors members:

No.	Board of Supervisors members	Position	Professional qualifications	Start/End Date as a Member of the Board of Supervisors/Audit Committee
1	Ms. Phan Nu Quynh Anh	Head of Board of Supervisors	Bachelor's degree	May 2020
2	Mr. Ho Nam Phong	Member of Board of Supervisors	Master's degree	March 2015
3	Ms. Pham Thi Van Ha	Member of Board of Supervisors	Master's degree	March 2018

2. Meeting of Board of Supervisors: 03

No.	Board of Supervisors members	Number of meetings attended	Meeting attendance rate	Reason for not attending the meeting
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1	Ms. Phan Nu Quynh Anh	03	100%	
2	Mr. Ho Nam Phong	03	100%	
3	Ms. Pham Thi Van Ha	03	100%	

3. Supervisory activities of the Board of Supervisors, the Board of Managements and shareholders:

- During the year, the Board of Supervisors held 03 meetings to evaluate the production and business activities of the Board of Directors and the Board of Managements of the Company. At the same time, the Board of Supervisors met and unanimously approved the selection of KPMG Limited as the auditor of the Company's 2024 Financial Statements.

- The Head of the Supervisory Board attends meetings of the Board of Directors and participates in signing written opinions on events.

4. Coordination of activities between the Board of Supervisors, the Board of Managements and other management staff: The Board of Supervisors has been facilitated by the Board of Directors and the Board of Managements of the Company in updating the production and business activities, collecting information and documents to serve the supervision work..

IV. Board of Managements

No.	Member of the Board of Managements	Date of birth	Professional qualifications	Date of appointment/ceasing being a member of the Board of Managements
01	Mr. Nguyen Van Phong General Director	June 11, 1961	Bachelor's degree	March 2018
02	Mr. Ho Ngoc Lan Deputy General Director	August 14, 1963	Engineer	Dismissed since October 2024
03	Mr. Le Hong Quan Deputy General Director	July 2, 1974	Engineer	July 2022
04	Mr. Nguyen Tien Hau Deputy General Director	September 20, 1965	Bachelor's degree	June 2023
05	Ms. Nguyen Hong Lien Deputy General Director	November 8, 1978	Master's degree	November 2023
06	Mr. Dao Van Tu Chief Executive Officer	October 20, 1970	Bachelor's degree	October 2021
07	Ms. Tran Thi Thuan Chief Executive Officer	October 10, 1972	Bachelor's degree	July 2022
08	Mr. Nguyen Ba Khanh Tung Chief Executive Officer	September 30, 1986	Bachelor's degree	July 2022

V. Chief Accountant

No.	Full name	Date of birth	Professional qualifications	Date of appointment
01	Ms. Nguyen Khanh Chi	December 16, 1982	Bachelor's degree	January 2020

VI. Training on corporate governance: The Company sends representatives to participate in programs and seminars on corporate governance organized by the State Securities Commission and a number of other organizations..

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

1. List of related persons of the Company: **According to Appendix 01 attached to the report.**

2. Transactions between the company and related persons of the company; or between the company and major shareholders, insiders, and related persons of insiders: **According to Appendix 02 attached to the report.**

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

4. Transactions between the company and other entities

a. Transactions between the company and companies in which members of the Board of Directors, members of the Board of Supervisors, General Director and other managers have been and are founding members or members of the Board of Directors, General Director within the past three (03) years (calculated at the time of preparing the report): **According to Appendix 03 attached to the report.**

b. 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, General Director. **According to Appendix 04 attached to the report.**

c. 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: None

VIII. Stock transactions of insiders and related parties of insiders:

1. List of insiders and related persons of insiders: **According to Appendix 05 attached to the report.**

2. Transactions of insiders and related persons on company shares according to the closing list on December 25, 2024: **According to Appendix 06 attached to the report.**

IX. Other issues to note: None.

Recipient:

- As above;

- Archive: Clerical office

**On behalf of the BOARD OF DIRECTORS
CHAIRMAN**



Nguyễn Đức Trí

Corporate Governance Report 2024
Appendix 01: List of related persons of the Company

No.	Organization/ Individual Name	Securities trading account	Position in the company	ID card number/ Business registration number	Date of issue	Place of issue	Head office address/ Contact address	Starting date as a related person of the Company/ insider	Time of no longer being a related person of the Company/ insider	Reason	Relationship to Company/ insider
I Related Person - Board of Directors (Term 2023-2028)											
1	Nguyen Duc Tri		Chairman of the Board of Director					05/2020			Insider
2	Nguyen Van Phong		Member of Board of Director					03/2018			Insider
3	Nguyen Hong Lien		Member of Board of Director					06/2019			Insider
4	Le Hong Quan		Member of Board of Director					07/2022			Insider
5	Nguyen Ngoc Binh		Member of Board of Director					04/2023			Insider
II Related Person - Board of Supervisors (Term 2023-2028)											
1	Phan Nu Quynh Anh		Head of Supervisory Board					05/2020			Insider
2	Ho Nam Phong		Member of Supervisory Board					03/2018			Insider
3	Pham Thi Van Ha		Member of Supervisory Board					03/2018			Insider
III Related Person - Executive Board											
1	Nguyen Van Phong		General Director					03/2018			Insider
2	Nguyen Hong Lien		Deputy General Director					06/2019			Insider
3	Le Hong Quan		Deputy General Director					07/2022			Insider
4	Nguyen Tien Hau		Deputy General Director, Person in charge of corporate governance, Authorized person to disclose information					03/2018			Insider
5	Dao Van Tu		Chief Operations Officer					10/2021			Insider
6	Tran Thi Thuan		Chief Operations Officer					07/2022			Insider

7	Nguyen Ba Khanh Tung		Chief Operations Officer					07/2022			Insider
8	Nguyen Khanh Chi		Chief Accountant					01/2020			Insider
IV Related Person - Company Secretary											
1	Huynh Quang Nhat		Company Secretary					03/2018			Insider
V Other related people											
1	Vietnam National Textile And Garment Group										Parent company
1,1	Cao Huu Hieu										Legal representative of Vietnam Textile and Garment Group
2	Hoa Tho Textile - Garment Joint Stock Corporation							05/2020			
2,1	Nguyen Duc Tri		Chairman of the Board of Director					05/2020			Mr. Nguyen Duc Tri is a member of the Board of Directors.
2,2	Nguyen Ngoc Binh		Member of Board of Director					04/2023			Mr. Nguyen Ngoc Binh is a member of the Board of Directors and General Director.
3	Hoa Tho Quang Nam Garment Joint Stock Company	-						30/03/2010			
3,1	Nguyen Duc Tri		Member of Board of Director					30/03/2010			Mr. Nguyen Duc Tri is Chairman of the Board of Directors.
4	Hoa Tho - Thang Binh Fiber Joint Stock Company							09/03/2015			
4,1	Nguyen Ngoc Binh		Member of Board of Director					09/03/2015			Mr. Nguyen Ngoc Binh is Chairman of the Board of Directors.
5	Hoa Tho Construction Mechanical Company Limited							12/11/2015			

5,1	Nguyen Ngoc Binh		Member of Board of Director					12/11/2015			Mr. Nguyen Ngoc Binh is Chairman of the Board of Directors.
6	Viet Thang Corporation							15/03/2012			
6,1	Nguyen Ngoc Binh		Member of Board of Director					12/11/2015			Mr. Nguyen Ngoc Binh is a member of the Board of Directors.
7	Hanoi Textile and Garment Joint Stock Corporation							01/11/2024			
7,1	Nguyen Ba Khanh Tung		Chief Operations Officer					01/11/2024			Mr Nguyen Ba Khanh Tung is Deputy General Director

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Appendix 02: Transactions between the Company and related persons of the Company or between the Company and major shareholders, insiders, and related persons of insiders

No.	Name of organization/ individual	Related Relationships with the Company	ID card number/ Business registration number	Date of issue	Place of issue	Head office address/ Contact address	Time of transaction	Resolution/ Decision number approved by the General Meeting of Shareholders/ Board of Directors (if any, specify the date of issue)	Content, quantity, total transaction value	Note
1	Vietnam National Textile And Garment Group	Major shareholder – Parent company	100100008	06/10/2021	Department of Planning and Investment of Hanoi City	25 Ba Trieu, Hang Bai, Hoan Kiem, Hanoi	2024	Resolution 167/NQ-HĐQT dated 29/01/2024	Property leasing, sales agency, loan transactions	- Regular transactions, less than 20% of the Company's total assets recorded in the most recent financial statements; - Regular lending transactions less than 10% of the Company's total assets according to the most recent report
2	Hoa Tho Textile - Garment Joint Stock Corporation	Organization related to insider	400101556	28/06/2022	Department of Planning and Investment of Da Nang City	36 Ong Ich Duong, Hoa Tho Dong, Cam Le, Da Nang	2024	Resolution 167/NQ-HĐQT dated 29/01/2024	Garment processing. Buying and selling goods.	Regular transactions, less than 20% of the Company's total assets recorded in the most recent financial statements
3	Thien An Phat Textile Garment Investment Joint Stock Company	Organization related to insider	3300542464	22/02/2024	Department of Planning and Investment of Thua Thien Hue province	Road No. 5, An Hoa Industrial Park, An Hoa, Hue City	2024	Resolution 167/NQ-HĐQT dated 29/01/2024	Garment processing, embroidery processing, laundry processing. Buying and selling raw materials and accessories for the garment industry.	Regular transactions, less than 20% of the Company's total assets recorded in the most recent financial statements

4	Thien An Thinh Textile Garment Investment Joint Stock Company	Organization related to insider	3301532155	28/12/2023	Department of Planning and Investment of Thua Thien Hue province	Phu Bai Industrial Park, Phu Bai Ward, Huong Thuy Town, Thua Thien Hue Province,	2024	Resolution 167/NQ-HĐQT dated 29/01/2024	Fabric processing.	Irregular transactions, less than 20% of the Company's total assets recorded in the most recent financial statements
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Appendix 03: Transactions between the Company and Companies in which members of the Board of Directors, members of the Board of Supervisors, General Director and other managers have been and are founding members or members of the Board of Directors, General Director within the past 3 years

No.	Name of organization/ individual	Related Relationships with the Company	ID card number/ Business registration number	Date of issue	Place of issue	Head office address/ Contact address	Time of transaction	Resolution/ Decision number approved by the General Meeting of Shareholders/ Board of Directors (if any, specify the date of issue)	Content, quantity, total transaction value	Note
1	Hoa Tho Textile - Garment Joint Stock Corporation	Organization related to insider	400101556	28/06/2022	Department of Planning and Investment of Da Nang City	36 Ong Ich Duong, Hoa Tho Dong, Cam Le, Da Nang	2024	Resolution 167/NQ-HĐQT dated 29/01/2024	Garment processing. Buying and selling goods.	Regular transactions, less than 20% of the Company's total assets recorded in the most recent financial statements
2	Thien An Phat Textile Garment Investment Joint Stock Company	Organization related to insider	3300542464	22/02/2024	Department of Planning and Investment of Thua Thien Hue province	Road No. 5, An Hoa Industrial Park, An Hoa, Hue City	2024	Resolution 167/NQ-HĐQT dated 29/01/2024	Garment processing, embroidery processing, laundry processing. Buying and selling raw materials and accessories for the garment industry.	Regular transactions, less than 20% of the Company's total assets recorded in the most recent financial statements
3	Thien An Thinh Textile Garment Investment Joint Stock Company	Organization related to insider	3301532155	28/12/2023	Department of Planning and Investment of Thua Thien Hue province	Phu Bai Industrial Park, Phu Bai Ward, Huong Thuy Town, Thua Thien Hue Province,	2024	Resolution 167/NQ-HĐQT dated 29/01/2024	Fabric processing.	Irregular transactions, less than 20% of the Company's total assets recorded in the most recent financial statements

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Appendix 04: Transactions between the Company and the Company in which related persons of members of the Board of Directors, members of the Supervisory

No.	Name of organization/ individual	Related Relationships with the Company	ID card number/ Business registration number	Date of issue	Place of issue	Head office address/ Contact address	Time of transaction	Resolution/ Decision number approved by the General Meeting of Shareholders/ Board of Directors (if any, specify the date of issue)	Content, quantity, total transaction value	Note
1	Thien Tin Company Limited	Ms. Pham Thi My, wife of Mr. Nguyen Duc Tri - Chairman of the Board of Directors of the Company	400509320	22/01/2024	Department of Planning and Investment of Da Nang City	19-21 Cam Bac 1, Hoa Tho Dong, Cam Le, Da Nang	2024	Resolution No. 991/NQ-HĐQT, dated 24/09/2024	Garment processing. Buying and selling goods.	Regular transactions, less than 20% of the Company's total assets recorded in the most recent financial statements

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Appendix 05: List of Insiders and related persons of the Company's insiders as of December 31, 2024

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3	Le Hong Quan		2,4					-	-	07/2022		Insider
3.1	Nguyen Van Binh											Father in law
3.2	Nguyen Thi Dung											Wife
3.3	Le Viet Quoc Hung											Son
3.4	Le Quoc Cuong											Son
3.5	Le Thi Bich Thuy											Sister
3.6	Le Thi Thu Hien											Younger sister
3.7	Le Hong Ky											Younger brother
3.8	Ha Huu Co											Brother in law
3.9	Dao Huu Manh											Brother in law
4	Nguyen Hong Lien		2,4					49.187	0,24%	06/2019		Insider
4.1	Nguyen Van Lai											Biological father
4.2	Nguyen Kim Huong											Biological mother
4.3	Nguyen Duc Dung											Husband
4.4	Nguyen Gia Han											Biological child
4.5	Nguyen Hong Linh											Brother
4.6	Nguyen Thi Bao Chau											Sister in law
4.7	Nguyen Thi Kim Tuyet											Mother in law
5	Nguyen Ngoc Binh		2					-	-	04/2023		Insider
5.1	Nguyen Ngoc Hoa											Biological father
5.2	Vo Thi Xuan											Biological mother
5.3	Do Phu Lang											Father in law
5.4	Tran Thi Hong Thu											Mother in law
5.5	Do Thi Bao Quyen											Wife
5.6	Nguyen Ngoc Bao Nhi											Daughter
5.7	Nguyen Ngoc Bao Thi											Daughter
5.8	Nguyen Thi Thu Ha											Younger sister
5.9	Bui Thien Chuong											Brother in law
5.10	Hoa Tho Textile - Garment Joint Stock Corporation											Related organizations - Board member, General Director
5.11	Hoa Tho - Thang Binh Spinning Joint Stock Company											Related Organization - Chairman of the Board of Directors, General Director

[illegible]

[illegible]

[illegible]

Corporate Governance Report 2024

Appendix 06: Transactions of insiders and related persons on the Company's shares

No.	The person who makes the transaction	Insider Relations	Number of shares owned at the beginning of the		Number of shares owned at the end of the period		Reason for increase, decrease (buy, sell, convert, reward ...)
			Number of shares	Ratio	Number of shares	Ratio	
1	Mrs. Nguyen Khanh Chi	Insider - Chief Accountant	33.566	0,17	27.266	0,14	Stock trading on the stock exchange
2	Ms. Pham Thi Van Ha	Insider - Member of Supervisory Board	5.800	0,03	4.000	0,02	Stock trading on the stock exchange
3	Ms. Nguyen Thi Huyen Chau	Son of Mr. Nguyen Van Phong - Board Member, General Director of the Company	5.660	0,03	5.550	0,03	Stock trading on the stock exchange
4	Huynh Van Hoa	Father of Mr. Huynh Quang Nhat - Company Secretary	2.077	0,01	0	0	Stock trading on the stock exchange