

NO: 01/NQĐHĐCĐ-MHY

Hung Yen, April 22, 2026

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**  
**HUNG YEN GARMENT CORPORATION – JSC**

- 
- Based on the current Enterprise Law and Securities Law;
  - Based on the Charter of Organization and Operation of Hung Yen Garment Corporation - JSC;
  - Based on the Minutes of the Annual General Meeting of Shareholders 2026 of Hung Yen Garment Corporation – JSC;

**RESOLUTION:**

**Article 1:** Through the General Director's Report on Business Performance in 2025; the Board of Directors and Supervisory Board's Report on Activities in 2025; the audited financial statements for 2025 and the profit distribution plan for 2025.

Some basic indicators are as follows:

**\*/ Audited business results for 2025:**

- Production revenue: 19.815.854 USD
- Sales revenue: 789.319.259.119 VND
- Profit before tax: 93.728.630.316 VND
- Net profit after tax: 80.628.854.326 VND

**Article 2:** Approval of the profit distribution plan for 2025

- Total accumulated undistributed profits as of December 31, 2025: VND 125,162,797,271

*In there: + Net profit after tax in 2025: VND 80,628,854,326*

*+ Remaining accumulated undistributed profits at the end of the previous period: VND 44,533,942,945*

- **Projected profit distribution for 2025: VND 72,904,243,366**

*In there : + Deduction to reward fund 10%: 8,062,885,433 VND*

*+ Deduction to welfare fund 10%: 8,062,885,433 VND*

*+ Dividend payout of 25%: 48,778,472,500 VND*

*+ Bonus for management and executives who exceeded the 2025 production and business plan=20% of net profit after tax (excess): 20% x (80 billion - 40 billion)= 8.0 billion VND.*

- **Undistributed net profit after tax carried over to 2026: VND 52,258,553,905**

**Article 2:** Through the business and investment plan for 2026, the main contents are as follows:

**1/ Through the 2026 Business Production Plan**





- Production revenue: 17.500.000 usd
- Total revenue + income: 715 billion VND
- Profit before tax: 70 billion VND
- Expected dividend payout ratio: 15-20%

## **2/ Through the 2026 investment plan**

- Invest in upgrading machinery, equipment, technology, and software;
  - Repair and renovate the cutting workshop, finishing area, and warehouses.
- The total investment is estimated at 45 billion VND.

## **3/ Through Labour and Income 2026**

- Average number of employees: 1,730 people.
- The payroll fund allocated to employee compensation costs ranges from 60% to 65% of production revenue.
- Average monthly income per worker: 14,000,000 VND or more.

### **Article 3: Through amendments to certain provisions in the company's charter.**

To improve management efficiency and comply with current laws, the General Meeting unanimously approved the amendments to several articles and clauses in the current Charter of Organization and Operation of the Corporation (detailed table attached).

The General Meeting of Shareholders authorizes the Legal Representative to finalize the amendments and additions to the Charter, sign and issue the new Charter, and send it to the relevant authorities..

### **Article 4: Through amendments to certain provisions in the internal regulations on corporate governance and the operating regulations of the Board of Directors.**

To align with the amendments to certain provisions of the Charter as mentioned above, the General Meeting unanimously approved the corresponding amendments to the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors (detailed table attached).

The General Meeting of Shareholders the Board of Directors to finalize the amendments and additions to the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors, and to sign and issue the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors..

### **Article 5: Through the final settlement and approval of remuneration for the Board of Directors, Supervisory Board, secretary, and annual performance-based bonuses for employees.**

The total annual remuneration fund for members of the Board of Directors, Supervisory Board, and Secretary shall not exceed 3% of the year's pre-tax profit. The remuneration level for each member will be decided by the Board of Directors.

Based on the audited financial statements for 2025, the pre-tax profit reached VND 93,728,630,316. The amount of remuneration for the Board of Directors,



Supervisory Board, and Secretary allowed to be disbursed in 2025 shall not exceed VND 2,811,858,909.

In 2025, the amount of remuneration disbursed to the Board of Directors, Supervisory Board, and Secretary was VND 2,187,333,329, equivalent to 78% of the approved amount.

The total bonus fund for employees with outstanding achievements exceeding the 2026 production and business plan shall be 20% of the year's pre-tax profit, calculated on the excess amount.

**Article 6: Through the selection of the auditing firm.**

The General Meeting of Shareholders authorizes the Board of Directors to select an auditor for the Corporation's 2026 financial statements from the list of qualified auditing firms approved by the State Securities Commission.

**Article 7: Through the dividend payment period**

The Corporation will pay the remaining dividends to shareholders no earlier than 30 days and no later than 60 days from the date of the General Meeting (according to Clause 4, Article 135 of the Enterprise Law No. 59/2020, dividends must be paid in full within 6 months from the date of the General Meeting of Shareholders).

**Article 8: Enforcement Clause**

This resolution was unanimously adopted in full by the 2026 Annual General Meeting of Shareholders and takes effect from the date of signing.

The members of the Board of Directors, Supervisory Board, Executive Board, and shareholders of Hung Yen Garment Corporation - JSC are responsible for implementing this resolution and organizing its execution within their respective authority and functions, in accordance with the law and the Charter of Organization and Operation of Hung Yen Garment Corporation - JSC.

**On behalf of the General Meeting of Shareholders**

**Chairman**



**Le Tien Truong**

**SUMMARY TABLE OF AMENDMENTS AND ADDITIONS TO SOME ARTICLES AND CLAUSES OF THE  
STATUTES - HUNG YEN GARMENT CORPORATION - JSC**

No	Current regulations	Draft of the amended Charter	Reason
<b>1</b>	<b>Article 1. Definitions of terms in the Charter</b>		
	<i>Not regulated</i>	<p>Add the following after point (o) of Clause 1, Article 1:</p> <p>p) "Beneficial owner of HUGACO" means an individual who meets one of the following conditions:</p> <ul style="list-style-type: none"> <li>- An individual who directly owns 25% (twenty-five percent) or more of the total voting shares;</li> <li>- An individual who indirectly owns 25% (twenty-five percent) or more of the total voting shares through another organization;</li> <li>- An individual who has the right to control the approval of at least one of the following matters: Appointment, dismissal or removal of the majority or all members of the Board of Directors, Chairman of the Board of Directors, legal representative, General Director; amendment or supplementation of the Charter; change of organizational structure; reorganization or dissolution of HUGACO.</li> </ul>	<p>Supplemented by provisions of the Enterprise Law No. 76/2025 amending and supplementing the Enterprise Law No. 59/2020 and Article 17 of Decree 168/2025/ND-CP</p>
<b>2</b>	<b>Article 2. Name, form, head office, branches, representative offices, business locations and operating period of the Company</b>		
	<p>3. Registered office of HUGACO:</p> <p>- Main office address: No. 8 Bach Dang Street, Minh Khai Ward, Hung Yen City, Hung Yen Province.</p>	<p>3. Registered headquarters of HUGACO:</p> <p>- Main office address: No. 8 Bach Dang Street, Pho Hien Ward, Hung Yen Province.</p>	<p>Updated address after the implementation of the two-tiered local government system.</p>
<b>3</b>	<b>Article 5. Objectives of HUGACO's operations</b>		
	<p>Other specialized wholesale trade not classified elsewhere</p> <p>Details: Wholesale of garment accessories</p> <p>Code: 4669</p>	<p>Other specialized wholesale trade not classified elsewhere</p> <p>Details: Wholesale of garment accessories</p> <p>Code: 4679</p>	<p>Update the industry codes according to Decision 36/2025/QĐ-TTg</p>
	<p>Retail sale of fabrics, wool, yarn, sewing thread and other textiles in specialized stores</p>	<p>Retail sale of fabrics, wool, yarn, sewing thread and other textiles.</p>	<p>Update the names of business sectors and</p>





No	Current regulations	Draft of the amended Charter	Reason
	Code: 4751 Retail sale of clothing, footwear, leather and imitation leather goods in specialized stores Code: 4771	Mã số: 4751 Retail sale of clothing, footwear, leather and imitation leather goods Code: 4771	occupations according to Decision 36/2025/QĐ-TTg
4	<b>Article 14. Obligations of Shareholders</b>		
	<i>Not regulated</i>	8. Provide HUGACO with complete and accurate information about the beneficial owner of HUGACO as prescribed by law within five (05) working days from the date of becoming or having a change in information about the beneficial owner of HUGACO;  Other items will be adjusted in corresponding order number when this item is added.	This is to supplement the information in accordance with point b, clause 1, Article 1, and to provide a basis and data for reporting to the competent state agency regarding the beneficial owners of HUGACO
5	<b>Article 21. Conditions for the adoption of a resolution of the General Meeting of Shareholders</b>		
	1. Resolutions on the following matters shall be adopted if they are approved by shareholders representing 65% or more of the total voting rights of all shareholders present and voting at the meeting, except as stipulated in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law: a) Types of shares and the total number of shares of each type; b) Changes to the date, profession, and business field; c) Changes to the organizational structure of HUGACO's management; d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in HUGACO's most recent audited financial statement; e) Reorganization or dissolution of HUGACO;	1. Resolutions on the following matters shall be adopted if they are approved by shareholders representing 75% or more of the total voting rights of all shareholders present and voting at the meeting, except as stipulated in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law: a) Types of shares and the total number of shares of each type; b) Changes to the date, profession, and business field; c) Changes to the organizational structure of HUGACO's management; d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in HUGACO's most recent audited financial statement; e) Reorganization or dissolution of HUGACO; f) Amendments and supplements to HUGACO's Charter.	Modified to meet HUGACO's administrative requirements.



No	Current regulations	Draft of the amended Charter	Reason
	f) Other matters as stipulated in the company's charter		
6	<b>Article 25. Nomination and candidacy of Board of Directors members</b>		
	4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law, the company's charter, and the Board of Directors' operating regulations.	4. Members of the Board of Directors must meet the following standards and conditions: a) Members of the Board of Directors must be individuals who meet the qualifications and conditions for being a member of the Board of Directors as stipulated in Article 155 of the Enterprise Law; b) The Chairman of the Board of Directors may not simultaneously hold the position of General Director of HUGACO; c) Members of the Board of Directors of HUGACO may only simultaneously be members of the Board of Directors or Board of Members in a maximum of 05 other companies. Mở trong Google Dịch.	Citing only Article 155 of the Law on Enterprises is insufficient. The conditions in points b and c are as stipulated in Article 275 of Decree 155/2020/ND-CP (amended and supplemented by Clause 78, Article 1 of Decree 245/2025/ND-CP)
7	<b>Article 26. Composition and term of office of the Board of Directors members</b>		
	3. The structure of the Board of Directors is as follows: The structure of HUGACO's Board of Directors must ensure that at least 1/3 of the total number of Board members are non-executive members. HUGACO minimizes the number of Board members who also hold executive positions within HUGACO to ensure the independence of the Board of Directors.	3. The structure of the Board of Directors is as follows: a) There must be at least 1 non-executive member in the case where the number of Board members is from 3 to 5; There must be at least 2 non-executive members in the case where the number of Board members is from 6 to 8. HUGACO minimizes the number of Board members who also hold executive positions at HUGACO to ensure the independence of the Board of Directors.	Amended according to Clause 79, Article 1 of Decree No. 245/2025/ND-CP.



## SUMMARY TABLE OF AMENDMENTS AND ADDITIONS TO SOME ARTICLES AND CLAUSES OF THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

numerical order	Current internal regulations on Hugaco governance	Hugaco's internal governance regulations have been revised.	Reason
1	<b>Article 6. Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors</b>		
	<p>2. Structure, standards, and conditions for members of the Board of Directors.</p> <p>a) The structure of the Board of Directors is as follows: The total number of non-executive members of the Board of Directors must ensure a minimum of one-third (1/3) of the total number of members of the Board of Directors.</p> <p>b) The standards and conditions for members of the Board of Directors shall comply with the provisions of Clauses 1 and 2 of Article 155 of the Enterprise Law and the HUGACO Charter.</p>	<p>2. Structure, Standards, and Conditions for Board of Directors Members.</p> <p>a) The structure of the Board of Directors is as follows: There must be at least one non-executive member if the Board of Directors has 3 to 5 members; There must be at least two non-executive members if the Board of Directors has 6 to 8 members.</p> <p>b) Standards and conditions for Board of Directors members:</p> <ul style="list-style-type: none"> <li>- Board members must meet the standards and conditions for being a member of the Board of Directors as stipulated in Article 155 of the Enterprise Law;</li> <li>- The Chairman of the Board of Directors may not simultaneously hold the position of General Director of HUGACO;</li> <li>- A member of the Board of Directors of HUGACO may only simultaneously be a member of the Board of Directors or the Board of Members in a maximum of 5 other companies.</li> </ul>	<p>Amendments have been made to comply with the provisions of the Law and the amended Statutes.</p>





**SUMMARY TABLE OF AMENDMENTS AND ADDITIONS TO CERTAIN ARTICLES AND CLAUSES OF THE REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS**

	<b>Current regulations governing the operation of the Board of Directors</b>	<b>Amended Rules of Operation of the Board of Directors</b>	<b>Reason</b>
<b>1</b>	<b>Article 6. Standards and conditions for membership of the Board of Directors</b>		
	<p>1. Members of the Board of Directors must meet all the standards and conditions for membership in the Board of Directors as stipulated in Article 155 of the Enterprise Law.</p> <p>2. Members of the HUGACO Board of Directors may simultaneously be members of the Boards of Directors of other companies.</p> <p>3. The structure of the HUGACO Board of Directors must ensure that at least one-third of the total number of members are non-executive members. HUGACO minimizes the number of Board members holding executive positions within HUGACO to ensure the independence of the Board of Directors.</p>	<p>1. Members of the Board of Directors are individuals who meet the qualifications and conditions for membership in the Board of Directors as stipulated in Article 155 of the Enterprise Law;</p> <p>2. Members of the Board of Directors of HUGACO may simultaneously be members of the Board of Directors or the Board of Members in a maximum of 05 other companies.</p> <p>3. The structure of the HUGACO Board of Directors must ensure: At least 01 non-executive member in the case of a Board of Directors with 03 to 05 members; At least 02 non-executive members in the case of a Board of Directors with 06 to 08 members.</p> <p>The Chairman of the Board of Directors may not concurrently hold the position of General Director of HUGACO;</p>	<p>Amendments have been made to comply with the provisions of the Law and the amended Statutes</p>