

Appendix V
REPORT ON CORPORATE GOVERNANCE

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

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

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No. 142 /BC-HĐQT

Hue, January 30 , 2026

REPORT
On Corporate Governance
(2025)

Company Name: Hue Textiles Garment Joint Stock Company

Head Office Address: 122 Duong Thieu Tuoc Street, Thanh Thuy Ward, Hue City.

Phone: 0234.3864.337

Fax:

Email: contact@huegatex.com.vn

Charter Capital: VND 200,962,590,000.

Stock Code: HDM

Corporate Governance Model: General Meeting of Shareholders, Board of Directors, Board Supervisors, and General Director.

Regarding the implementation of internal audit function: Not yet implemented

I. Activities of the General Meeting of Shareholders

Information on the meetings and Resolutions of the General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders passed by written opinion):

No.	Resolution No./	Date	Content
01	556/NQ-ĐHCD	April 25, 2025	<ul style="list-style-type: none">- Approval of 2024 business results and 2025 plan.- Profit distribution plan for 2024.- Agreed to approve the dividend payment of 30%.- Salary and remuneration of the BOD and BOS 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.

II. Board of Directors:

1. Information on members of the Board of Directors (BOD):

No.	Member of the Board of Directors	Position (Independent Member of the BOD, Non-Executive Member of the BOD)	Date of commencement/cessation as Member of the BOD/Independent Member of the BOD	
			Appointment Date	Dismissal Date
1	Mr. Nguyen Duc Tri	Non-Board of Management Member	05/2020	
2	Mr. Nguyen Van Phong	Non-Board of Management Member	11/2017	
3	Ms. Nguyen Hong Lien	Member of Board of Directors and Deputy General Director	05/2020	
4	Mr. Le Hong Quan	Member BOD and Deputy General Director	04/2023	
5	Mr. Nguyen Ngoc Binh	Non-Board of Management Member	04/2023	04/2025
6	Ms. Tran Thi Thuan	Member BOD and Deputy General Director	04/2025	

2. Board of Directors Meetings: The Board of Directors attended 22 meetings. Both in-person meetings of the Board of Directors and obtaining written opinions from the Board of Directors strictly complied with the provisions of the Law and the Company Charter.

Item No.	Member of the Board of Directors	Number of BOD meetings attended	Attendance Rate	Reason for Non-attendance
1	Mr. Nguyen Duc Tri	22	100%	
2	Mr. Nguyen Van Phong	22	100%	
3	Ms. Nguyen Hong Lien	22	100%	
4	Mr. Le Hong Quan	22	100%	
5	Mr. Nguyen Ngoc Binh	09	40,9%	Did not participate in the Board of Directors from 25/04/2025
6	Ms. Tran Thi Thuan	13	59,1%	Participated in the Board of Directors

				from 25/04/2025
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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 sub-committees of the Board of Directors: The Board of Directors did not establish any sub-committees under the BOD.

5. Resolutions/Decisions of the Board of Directors in 2025:

Item No.	Resolution/Decision No.	Date	Subject	Approval Rate
1	103/QĐ-HĐQT	08/01/2025	Approval of the adjustment to construction drawings and arising cost estimates of the 3-floor Garment Factory investment project	100%
2	123/NQ-HĐQT	13/01/2025	Approval of transactions with related parties in 2025 and change of capital representative at Hanosimex Company	100%
3	124/QĐ-HĐQT	13/01/2025	Appointment of the Company's capital representative at Hanosimex Company	100%
4	125/QĐ-HĐQT	13/01/2025	Regarding the General Director's salary	100%
5	171/NQ-HĐQT	21/01/2025	Approval of bonus payment for the BOD, Executive Board, BOS, and Company's managers	100%
6	289/QĐ-HĐQT	25/02/2025	Approval of adjustment to contractor selection plan – 3-floor Garment Factory investment project	100%
7	302/NQ-HĐQT	28/02/2025	Approval of the plan to organize the 2025 Annual General Meeting of Shareholders	100%
8	347/QĐ-HĐQT	11/03/2025	Establishment of the Organizing Committee for the 2025 Annual General Meeting of Shareholders	100%
9	356/QĐ-HĐQT	13/03/2025	Approval of request dossier for independent audit costs – 3-floor Garment Factory investment project	100%
10	421/NQ-HĐQT	31/03/2025	Approval of additional salary payment	100%

			for the BOD, Executive Board, BOS, managers, and employees in Q1/2025	
11	424/NQ-HĐQT	31/03/2025	Approval of the contents to be submitted to the 2025 AGM	100%
12	428/QĐ-HĐQT	31/03/2025	Approval of final settlement of machinery investment for the 2023 Yarn Factory Equipment Supplementation Project	100%
13	453/NQ-HĐQT	08/04/2025	Evaluation of Q1/2025 business performance and implementation of Q2/2025 tasks	100%
14	492/QĐ-HĐQT	08/04/2025	Regarding the salaries of the Deputy General Directors	100%
15	489/QĐ-HĐQT	15/04/2025	Appointment of Mr. Dao Van Tu	100%
16	492/QĐ-HĐQT	15/04/2025	Appointment of Ms. Tran Thi Thuan	100%
17	531/NQ-HĐQT	21/04/2025	Additional content for the 2025 AGM	100%
18	556/NQ-ĐHCD	25/04/2025	Resolution of the Company's 2025 AGM	100%
19	598/QĐ-HĐQT	07/05/2025	Assignment of tasks to members of the BOD	100%
20	699/QĐ-HĐQT	02/06/2025	Issue of the Company's Financial Regulations	100%
21	700/QĐ-HĐQT	02/06/2025	Issue of the Company's Investment Regulations	100%
22	755/QĐ-HĐQT	19/06/2025	Approval of the project on additional depth investment in Yarn Factory equipment in 2024	100%
23	798/QĐ-HĐQT	08/07/2025	Regarding the approval of the total estimated budget for the 2025 Yarn Equipment Deepening Investment Project	100%
24	800/QĐ-HĐQT	09/07/2025	Regarding the approval of the investment policy for renovating the steam and electrical systems at Quang Binh Branch	100%
25	809/NQ-HĐQT	09/07/2025	Regarding the evaluation of business performance results for the first 6 months of the year, and the direction and tasks for the last 6 months of the year	100%
26	810/NQ-HĐQT	09/07/2025	Regarding rewards for the first 6 months of the year	100%
27	888/QĐ-HĐQT	25/07/2025	Regarding the reorganization of the organizational model of Hue Textiles Garment Joint Stock Company	100%

28	1054/NQ-HĐQT	29/08/2025	Regarding borrowing capital from the Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) – Hue Branch	100%
29	1081/QĐ-HĐQT	29/08/2025	Regarding the approval of the investment policy for the smart raw material warehouse project	100%
30	1094/NQ-HĐQT	12/09/2025	Regarding borrowing capital from Vietnam Joint Stock Commercial Bank for Industry and Trade – Hue Branch	100%
31	1190/NQ-HĐQT	07/10/2025	Regarding the evaluation of Business Performance Results for the first 9 months of 2025	100%
32	1191/NQ-HĐQT	07/10/2025	Regarding rewards for achieving the targets for the first 9 months of 2025	100%
33	1319/NQ-HĐQT	17/11/2025	Regarding the advance payment of 2025 dividends	100%

III. Board of Supervisors:

1. Information on members of the Board of Supervisors:

No.	Full Name	Position	Professional Qualification	Start date as a member of the BOS	End date as a member of the BOS
1	Ms. Phan Nu Quynh Anh	Head of the Board	Bachelor	05/2020	
2	Mr. Ho Nam Phong	Member	Master	03/2015	
3	Ms. Pham Thi Van Ha	Member	Master	03/2018	

2. Meetings of the Board of Supervisors: 02

No.	Member of the Board of Supervisors	Number of meetings attended	Meeting attendance rate	Reason for non-attendance
1	Ms. Phan Nu Quynh Anh	02	100%	
2	Mr. Ho Nam Phong	02	100%	
3	Ms. Pham Thi Van Ha	02	100%	

3. Supervisory activities of the SB towards the Management Board and shareholders:

- During the year, the Board of Supervisors held 02 meetings to evaluate the production and business activities of the BOD and the Company's Executive Board. Concurrently, the Board of Supervisors met and unanimously approved the selection of KPMG Co., Ltd. as the auditing unit for the Company's Financial Statements for 2025.

- The Head of the Board of Supervisors attended the meetings of the BOD and participated in signing opinions regarding events requiring written consultation.

4. Coordination of activities among the SB, the Executive Board, and other management personnel: The Board of Supervisors was facilitated by the BOD and the Company's Board of Management in updating the production and business operational status, and in collecting information and documents necessary for supervision work.

IV. Board of Management (BOM)

No.	Full name	Date of birth	Professional qualifications	Date of appointment as a member of the BOM	Date of dismissal as a member of the BOM
01	Mr. Nguyen Van Phong (*) General Director	11/06/1961	Bachelor	03/2018	01/01/2025
02	Ms. Nguyen Hong Lien (*) General Director	08/11/1978	Master	06/2019	
03	Mr. Le Hong Quan Deputy General Director	02/07/1974	Engineer	07/2022	
04	Mr. Nguyen Tien Hau Deputy General Director	20/09/1965	Bachelor	03/2018	
05	Mr. Dao Van Tu Deputy General Director	20/10/1970	Bachelor	10/2021	
06	Ms. Tran Thi Thuan Deputy General Director	10/10/1972	Bachelor	07/2022	
07	Nguyen Ba Khanh Tung Executive Director	30/09/1986	Bachelor	07/2022	

(*) Note: On December 24, 2024, the Board of Directors decided to appoint Ms. Nguyen Hong Lien as General Director, replacing Mr. Nguyen Van Phong (as he retired under the State's regime). The decision takes effect from January 01, 2025.

V. Chief Accountant

No.	Full name	Date of birth	Professional qualifications and expertise	Date of appointment
01	Ms. Nguyen Khanh Chi	16/12/1982	Bachelor	01/2020

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

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

1. List of the Company's related persons: **As per Appendix 01 attached to the report.**

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

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

4. Transactions between the company and other parties

a. Transactions between the company and companies where members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have been or are currently founding members or members of the Board of Directors, or Chief Executive Officers within the last three (03) years (calculated at the time of preparing the report): **As per Appendix 03 attached to the report.**

b. Transactions between the company and companies where related persons of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are members of the Board of Directors or Chief Executive Officers: **Appendix 04 attached to the report**

c. Other transactions of the company (if any) that may bring material or non-material benefits to members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers: None

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

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

2. Transactions of insiders and related persons regarding company shares based on the list finalized on 25/12/2025: **Appendix 06 attached to the report.**

IX. Other matters requiring attention: None.

Recipients:

- As above;
- Archive: Office.

**ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



NGUYEN DUC TRI

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4	Nguyen Tien Hau		Deputy General Director, Person in charge of corporate governance, Authorized person to disclose information					03/2018			Insider
4.1	And related person of Mr. Nguyen Tien Hau are presented in Appendix 5: List of Insiders and related persons of the Company's insiders										
5	Dao Van Tu		Deputy General Director					10/2021			Insider
5.1	And related person of Mr. Dao Van Tu are presented in Appendix 5: List of Insiders and related persons of the Company's insiders										
6	Tran Thi Thuan		Deputy General Director					07/2022			Insider
6.1	And related person of Ms. Tran Thi Thuan are presented in Appendix 5: List of Insiders and related persons of the Company's insiders										
7	Nguyen Ba Khanh Tung	009C114938	Executive Director					07/2022			Insider
7.1	And related person of Mr. Nguyen Ba Khanh Tung are presented in Appendix 5: List of Insiders and related persons of the Company's insiders										
8	Nguyen Khanh Chi		Chief Accountant					01/2020			Insider
8.1	And related person of Ms. Nguyen Khanh Chi are presented in Appendix 5: List of Insiders and related persons of the Company's insiders										
IV Related Person - Company Secretary											
1	Huynh Quang Nhat		Company Secretary					03/2018			Insider
1.1	And related person of Mr. Huynh Quang Nhat are presented in Appendix 5: List of Insiders and related persons of the Company's insiders										
V Other related person											
1	Vietnam Textile and Garment Group										Parent company
1.1	Cao Huu Hieu										Legal representative of Vietnam Textile and Garment Group
2	Hoa Tho Textile and Garment Joint Stock Corporation							05/2020			
2.1	Nguyen Duc Tri		Chairman of BOD					05/2020			Mr. Nguyen Duc Tri is a member of the BOD.
2.2	Nguyen Ngoc Binh		Member of BOD					04/2023	25/04/2025	Resigned	Mr. Nguyen Ngoc Binh is a member of the BOD and General Director.
3	Hoa Tho Quang Nam Garment Joint Stock Company							30/03/2010			

3.1	Nguyen Duc Tri		Member of BOD					30/03/2010			Mr. Nguyen Duc Tri is Chairman of the BOD.
4	Hoa Tho - Thang Binh Fiber Joint Stock Company							09/03/2015	25/04/2025	Mr. Nguyen Ngoc Binh is no longer a member of BOD	
4.1	Nguyen Ngoc Binh		Member of BOD					09/03/2015			Mr. Nguyen Ngoc Binh is Chairman of the BOD.
5	Viet Thang Corporation - JSC							15/03/2012	25/04/2025	Mr. Nguyen Ngoc Binh is no longer a member of BOD	
5.1	Nguyen Ngoc Binh		Member of BOD					12/11/2015			Mr. Nguyen Ngoc Binh is a member of the BOD.
6	Hanoi Textile and Garment Joint Stock Corporation							01/11/2024			
6.1	Nguyen Ba Khanh Tung		Executive Director					07/2022			Mr. Nguyen Ba Khanh tung is a member of the BOD, Deputy General Director
7	Vinatex Phu Hung Joint Stock Company							03/2018			
7.1	Pham Thi Van Ha		Member of BOS					03/2018			Ms. Pham Thi Van Ha is a member of BOS

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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

No.	Name of organization/ individual	Related Relationships with the Company	Certificate number	Date of issue	Place of issue	Head office address/ Contact address	Time of transaction with the Company	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 Textile and Garment Group	Major shareholder – Parent company	100100008	06/10/2021	Department of Planning and Investment of Hanoi City	25 Ba Trieu, Cua Nam Ward, Hanoi	2025	Resolution 123/NQ-HĐQT dated January 13, 2025	Asset 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 and 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, Cam Le, Da Nang	2025	Resolution 123/NQ-HĐQT dated January 13, 2025	Garment processing. Trading of goods.	Regular transactions, less than 20% of the Company's total assets recorded in the most recent financial statements
3	Vinatex Phu Hung Joint Stock Company	Organization related to insider	3301622257	11/01/2018	Department of Planning and Investment of Thua Thien - Hue Province	Phu Bai Industrial Zone, Phu Bai Ward, Hue City.	2025	Resolution 123/NQ-HĐQT dated January 13, 2025	Trading of raw materials in the textile industry	Non-Regular transactions, less than 20% of the Company's total assets recorded in the most recent financial statements
4	Dong Xuan Knitting One Member Limited Liability Company	Organization related to major shareholder	0100100583	03/07/2021	Department of Planning and Investment of Ha Noi	524 Minh Khai, Hanoi City	2025	Resolution 123/NQ-HĐQT dated January 13, 2025	Buying and selling garments	Regular transactions, less than 20% of the Company's total assets recorded in the most recent financial statements

5	Hanoi Textile and Garment Joint Stock Corporation	Organization related to insider and major shareholder	0100100826	20/10/2021	Department of Planning and Investment of Ha Noi	25, Alley 13, Linh Nam Street, Vinh Tuy Ward, Hanoi City.	2025	Resolution 123/NQ-HĐQT dated January 13, 2025	Garment processing.	Regular 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	Certificate number	Date of issue	Place of issue	Head office address/ Contact address	Time of transaction with the Company	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 and Garment Joint Stock Corporation	Organization related to insider	0400101556	28/06/2022	Department of Planning and Investment of Da Nang City	36 Ong Ich Duong, Cam Le, Da Nang	2025	Resolution 123/NQ-HĐQT dated January 13, 2025	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	Hanoi Textile and Garment Joint Stock Corporation	Organization related to insider and major shareholder	0100100826	20/10/2021	Department of Planning and Investment of Ha Noi	25, Alley 13, Linh Nam Street, Vinh Tuy Ward, Hanoi City.	2025	Resolution 123/NQ-HĐQT dated January 13, 2025	Garment processing.	Regular 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 Board, Directors (General Directors) and other managers are members of the Board of Directors, Directors (General Directors) and executives

No.	Name of organization/ individual	Related Relationships with the Company	Certificate number	Date of issue	Place of issue	Head office address/Contact address	Time of transaction with the Company	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 Production and Trading Company Limited	Ms. Pham Thi My, wife of Mr. Nguyen Duc Tri - Chairman of the Board of Directors of the Company	0400509320	22/01/2024	Department of Planning and Investment of Da Nang City	19-21 Cam Bac 1, Cam Le, Da Nang	2025	Resolution 123/NQ-HĐQT dated January 13, 2025	Garment processing.	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 25/12/2025

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2.11	Nguyen Duy Hoang											younger brother
2.12	Truong Thi Huong											sister in law
2.13	Ta Ngan Hoai Thy											sister in law
2.14	Nguyen Thi Thu Trinh											sister in law
2.15	Phan Phu											brother in law
3	Nguyen Hong Lien		2,4					66.687	0,33%	06/2019		Insider
3.1	Nguyen Van Lai											biological father
3.2	Nguyen Kim Huong											biological mother
3.3	Nguyen Duc Dung											Husband
3.4	Nguyen Gia Han											biological child
3.5	Nguyen Hong Linh											brother
3.6	Nguyen Thi Kim Tuyet											Mother in law
4	Le Hong Quan		2,4					-	-	07/2022		Insider
4.1	Nguyen Van Binh											father in law
4.2	Nguyen Thi Dung											Wife
4.3	Le Viet Quoc Hung											Son
4.4	Le Quoc Cuong											Son
4.5	Le Thi Bich Thuy											Sister
4.6	Le Thi Thu Hien											younger brother
4.7	Le Hong Ky											younger brother
4.8	Ha Huu Co											brother in law
4.9	Dao Huu Manh											brother in law
5	Nguyen Ngoc Binh		2					-	-	04/2023	25/04/2025	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											Son
5.7	Nguyen Ngoc Bao Thi											Son
5.8	Nguyen Thi Thu Ha											Younger sister
5.9	Bui Thien Chuong											brother in law
5.10	Hoa Tho Textile and Garment Joint Stock Corporation											Related organizations - Member of BOD, CEO
5.11	Hoa Tho - Thang Binh Fiber Joint Stock Company											Related Organization - Chairman of the Board of Directors

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Appendix 06: Transactions of insiders and related persons on the Company's shares (as of 25/12/2025)

No.	The person who makes the transaction	Insider Relations	Number of shares owned at the beginning		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	Ms Nguyen Hong Lien	Insider - Member of BOD	49.187	0,24	66.687	0,33	Stock trading on the stock exchange
2	Ms Tran Thi Thuan	Insider - Member of BOD	23.453	0,12	27.253	0,14	Stock trading on the stock exchange
3	Mr Dao Van Tu	Insider - Member of BOM	39.960	0,20	43.090	0,21	Stock trading on the stock exchange
4	Ms Nguyen Khanh Chi	Insider - Chief Accountant	27.266	0,14	13.000	0,06	Stock trading on the stock exchange
5	Ms Pham Thi Van Ha	Insider - Member of BOS	4.000	0,02	3.600	0,02	Stock trading on the stock exchange