

CÔNG TY CỔ PHẦN SỢI PHÚ BÀI
PHU BAI SPINNING MILL JOINT
STOCK COMPANY

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 315 /CV-SPB
No: 315 /CV-SPB

TP. Huế, ngày 25 tháng 08 năm 2026
Hue City, 25th August 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: Sở Giao dịch Chứng khoán Việt Nam / Sở Giao dịch Chứng khoán Hà Nội
To: Vietnam Exchange / Hanoi Stock Exchange

- Tên tổ chức/Name of organization: CÔNG TY CỔ PHẦN SỢI PHÚ BÀI
PHU BAI SPINNING MILL JOINT STOCK COMPANY**
 - Mã chứng khoán/Stock code: SPB / SPB
 - Địa chỉ/Address: KCN Phú Bài, Phường Phú Bài, Thành phố Huế, Việt Nam / Phu Bai Industrial Zone, Phu Bai Ward, Hue City, Vietnam
 - Điện thoại liên hệ/Tel.: (0234)- 3863240; Fax: (0234)- 3863363
 - E-mail: info@phubaipinning.com
- Nội dung thông tin công bố/Contents of disclosure:**
TÀI LIỆU CHÍNH THỨC CỦA ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG – CÔNG TY CỔ PHẦN SỢI PHÚ BÀI
FORMAL DOCUMENTS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS – PHU BAI SPINNING MILL JOINT STOCK COMPANY

(Đối với trường hợp đính chính hoặc thay thế thông tin đã công bố cần giải trình rõ nguyên nhân đính chính hoặc thay thế)/In case of correction or replacement of previously disclosed information, explanation is needed)
- Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 25/08/2026 tại đường dẫn <https://phubaipinning.com/dai-hoi-dong-co-dong>
This information was published on the Company's website on 25/08/2026, as in the link <https://phubaipinning.com/dai-hoi-dong-co-dong>

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố
We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Đại diện tổ chức

Organization representative

Người đại diện theo pháp luật/Người UQ CBTT
Legal representative/ Person authorized to disclose information
(Ký, ghi rõ họ tên, chức vụ, đóng dấu)
(Signature, full name, position, and seal)



Phạm Văn Tân

Tài liệu đính kèm / Attached documents:

Tài liệu liên quan đến nội dung thông tin công bố
/ Documents on disclosed information:

- Tài liệu chính thức về ĐHĐCĐ bất thường của Công ty CP Sợi Phú Bài /
Formal Documents of the Extraordinary General Meeting of Shareholder of Phu Bai Spinning Mill Joint Stock Company

**RESOLUTION
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

GENERAL MEETING OF SHAREHOLDERS

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented in 2022 and 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented in 2024;

Pursuant to the Charter on Organization and Operation of Phu Bai Spinning Mill Joint Stock Company;

Pursuant to the Minutes of the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Joint Stock Company, No. 312/BB-ĐHĐCĐ dated August 24, 2026;

RESOLVES:

Article 1. Approving the Change in the Composition of the Company's Board of Supervisors pursuant to the Proposal No. 309/TTr-HĐQT dated August 24, 2026, as follows:

1- To dismiss Ms. Nguyễn Ngọc Mai Chi from her position as a member of the Company's Board of Supervisors for the 2022–2027 term, due to her resignation, effective upon the conclusion of the Extraordinary General Meeting of Shareholders on August 24, 2026.

2- To elect Ms. Nguyễn Thị Ngọc Diệp as an additional member of the Company's Board of Supervisors for the 2022–2027 term. Ms. Nguyễn Thị Ngọc Diệp shall have all rights, obligations and responsibilities of a Supervisor in accordance with the Company's Charter and the Regulations on the Operation of the Company's Board of Supervisors, effective upon the conclusion of the Extraordinary General Meeting of Shareholders on August 24, 2026.

3- To assign the Head of the Board of Supervisors to organize the allocation and assignment of duties among the members of the Board of Supervisors.

Article 2. Implementation Provisions

1- This Resolution was approved by the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Joint Stock Company and shall take effect from August 24, 2026.

2- The Board of Directors, Board of Supervisors, Executive Management, Chairman of the Board of Directors concurrently serving as the Company's Legal Representative, and the Company's shareholders shall be responsible for implementing and organizing the implementation of this Resolution within their respective authority, functions and duties, in accordance with applicable laws and the Company's Charter./.

**ON BEHALF OF
THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN**

*** Recipients:**

- State Securities Commission of Vietnam (SSC)
- Hanoi Stock Exchange (HNX);
- Shareholders;
- Board of Directors;
- Supervisory Board;
- Company Executive Board;
- Affiliated Units;
- Information Disclosure Officer;
- The Company's Website:
www.phubaispinning.com;
- Archives (Administration,
Accounting & Finance).



Phạm Văn Tân

**RESOLUTION
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

GENERAL MEETING OF SHAREHOLDERS

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented in 2022 and 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented in 2024;

Pursuant to the Charter on Organization and Operation of Phu Bai Spinning Mill Joint Stock Company;

Pursuant to the Minutes of the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Joint Stock Company, No. 312/BB-ĐHĐCĐ dated August 24, 2026;

RESOLVES:

Article 1. Approving to amendment and supplement to the Company's Governance documents:

1- The amendment and supplementation of certain provisions of the Charter on Organization and Operation of Phu Bai Spinning Joint Stock Company.

2- The amendment and supplementation of certain provisions of the Company's Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors of Phu Bai Spinning Mill Joint Stock Company.

3- To assign the Chairman of the Board of Directors; the Chairman of the Board of Directors, concurrently serving as the Company's Legal Representative; and the Head of the Board of Supervisors to organize the review, signing and promulgation of the Company's Charter, Internal Regulations on Corporate Governance, Regulations on the Operation of the Board of Directors, and Regulations on the Operation of the Board of Supervisors, and to notify the competent authorities thereof (if applicable).

Article 2. Implementation Provisions

1- This Resolution was approved by the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Joint Stock Company and shall take effect from August 24, 2026.

2- The Board of Directors, Board of Supervisors, Executive Management, Chairman of the Board of Directors concurrently serving as the Company's Legal Representative, and the Company's shareholders shall be responsible for implementing and organizing the implementation of this Resolution within their respective authority, functions and duties, in accordance with applicable laws and the Company's Charter./.

ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS

*** Recipients:**

- State Securities Commission of Vietnam (SSC)
- Hanoi Stock Exchange (HNX);
- Shareholders;
- Board of Directors;
- Supervisory Board;
- Company Executive Management;
- Affiliated Units;
- Information Disclosure Officer;
- The Company's Website:
www.phubaispinning.com;
- Archives (Administration, Accounting & Finance).

CHAIRMAN



Phạm Văn Tân

**RESOLUTION
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

GENERAL MEETING OF SHAREHOLDERS

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented in 2022 and 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented in 2024;

Pursuant to the Charter on Organization and Operation of Phu Bai Spinning Mill Joint Stock Company;

Pursuant to the Minutes of the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Joint Stock Company, No. 312/BB-ĐHĐCĐ dated August 24, 2026;

RESOLVES:

Article 1. Approving the Change of the Legal Representative of Phu Bai Spinning Joint Stock Company, with the following specific information:

Full name (in capital letters): PHẠM VĂN TÂN

Date of birth: April 30, 1973

Gender: Male Ethnicity: Kinh Nationality: Vietnamese

Personal Identification Number: 001073007442

Date of issue: November 29, 2021 Place of issue: Police Department for Administrative Management of Social Order.

Position: Chairman of the Board of Directors of the Company

Permanent residential address: No. 07, Alley 47, Đội Cấn Street, Ba Đình Ward, Hanoi City, Vietnam

Article 2. The Chairman of the Board of Directors, concurrently serving as the Company's Legal Representative, is hereby assigned to carry out all necessary tasks and procedures related to the amendment of the Company's Enterprise Registration Certificate in accordance with applicable laws and regulations.

Article 3. Implementation Provisions

1- This Resolution was approved by the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Joint Stock Company and shall take effect from August 24, 2026.

2- The Board of Directors, Board of Supervisors, Executive Management, Chairman of the Board of Directors concurrently serving as the Company's Legal Representative, and the Company's shareholders shall be responsible for implementing and organizing the implementation of this Resolution within their respective authority, functions and duties, in accordance with applicable laws and the Company's Charter./.

ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS

*** Recipients:**

- State Securities Commission of Vietnam (SSC)
- Hanoi Stock Exchange (HNX);
- Shareholders;
- Board of Directors;
- Supervisory Board;
- Company Executive Management;
- Affiliated Units;
- Information Disclosure Officer;
- The Company's Website:
www.phubaispinning.com;
- Archives (Administration, Accounting & Finance).



Phạm Văn Tân

No: 312/BB-DHDCD

Hue City, August 24th 2026

MINUTES
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PHU BAI SPINNING MILL JOINT STOCK COMPANY

Today, at 9:00AM on August 24th 2026, the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Mill Joint Stock Company was convened.

Venue: Office of Phu Bai Spinning Mill Joint Stock Company (*Phu Bai Industrial Zone, Phu Bai Ward, Hue City, Vietnam*)

Participants of the Meeting:

- Members of the Board of Directors, Supervisory Board and Company Executive Management

- Shareholders of the Company: Present were 06 individuals (being shareholders and authorized representatives of 23 shareholders).

- **Chairman of the Meeting:** Mr. Pham Van Tan – Chairman of the Board of Directors

- **Secretary of the Meeting:** Mr. Nguyen Tuong Huy

PROCEEDINGS OF THE GENERAL MEETING:

A. OPENING OF THE MEETING:

- Mr. Nguyễn Tường Huy, on behalf of the Organizing Committee, declared the purpose of the meeting and introduced the participants of the General Meeting.

- Mr. Võ Hoàng Phụng – Head of the Shareholder Eligibility Verification Committee – reported on the results of shareholder and proxy eligibility verification:

+ Total number of shareholders summoned: 176 shareholders, representing **13,300,087 shares**, equivalent to 100% of the total voting shares.

+ Number of shareholders present (in person or by proxy): 07 individuals, representing 50 shareholders, holding 9,233,154 shares, equivalent to 69.42% of the total voting shares.

Pursuant to the Law on Enterprises 2020 and the Company's Charter, the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Mill Joint Stock Company is deemed valid and eligible to proceed.

- Mr. Nguyễn Tường Huy, on behalf of the Organizing Committee, presented the Meeting Regulations, which were unanimously approved by the General Meeting with a 100% approval rate.

- Mr. Phạm Văn Tân – Chairman of the General Meeting – presented the Meeting Agenda and introduced the Vote Counting Committee, who would concurrently serve as the Election Committee at the Meeting, including:

+ Mr. Nguyễn Trung Hiếu: Head of the Committee

+ Ms. Ngô Đan Thanh: Member

+ Mr. Nguyễn Tường Huy: Member and Secretary.

The General Meeting voted and approved the Meeting Agenda and elected the Vote Counting and Election Committee with a 100% approval rate.



B. MAIN CONTENT:

Presentation of Proposals:

1- Mr. Phạm Văn Tân – Chairman of the Company's Board of Directors – presented the Proposal regarding the dismissal of Ms. Nguyễn Ngọc Mai Chi from her position as a member of the Board of Supervisors and the proposal for the nomination and election of one (01) additional member of the Company's Board of Supervisors for the 2022–2027 term (*Proposal attached*).

2- Mr. Phạm Văn Tân – Chairman of the Company's Board of Directors – presented the Proposal regarding the proposed amendments and supplements to certain provisions of the Charter on Organization and Operation, the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors of Phu Bai Spinning Mill Joint Stock Company (*Proposal attached*).

C. DISCUSSION AT THE GENERAL MEETING:

The Extraordinary General Shareholders' Meeting of the Company unanimously agreed with the contents of the Reports and Proposals presented at the Meeting.

D. VOTING TO APPROVE THE CONTENTS PRESENTED AT THE GENERAL MEETING:

1- Approving the dismissal of Ms. Nguyễn Ngọc Mai Chi from her position as a member of the Board of Supervisors of Phu Bai Spinning Mill Joint Stock Company, effective upon the closing of the General Meeting; and the election of one (01) additional member of the Company's Board of Supervisors for the 2022 – 2027 term to replace Ms. Nguyễn Ngọc Mai Chi (*Proposal attached*).

Voting Results:

- Number of voting shares in favor: 9,233,154 equivalent to 100% of the total number of voting shares.
- Number of voting shares against: 0, equivalent to 0% of the total number of voting shares.
- Abstentions: 0% of the total number of voting shares.

2. Approving the contents of Proposal No. 310/TTr-HĐQT dated August 24, 2026, submitted by the Board of Directors regarding:

- The amendment and supplementation of certain provisions of the Charter on Organization and Operation of Phu Bai Spinning Joint Stock Company.

- The amendment and supplementation of the Company's Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors of Phu Bai Spinning Joint Stock Company.

❖ Approving the Change of the Legal Representative of Phu Bai Spinning Joint Stock Company, with the following specific information:

Full name (in capital letters): PHẠM VĂN TÂN

Date of birth: April 30, 1973

Gender: Male Ethnicity: Kinh Nationality: Vietnamese

Personal Identification Number: 001073007442

Date of issue: November 29, 2021 Place of issue: Police Department for Administrative Management of Social Order.

Position: Chairman of the Board of Directors of the Company

Permanent residential address: No. 07, Alley 47, Đội Cấn Street, Ba Đình Ward, Hanoi City, Vietnam

* The Chairman of the Board of Directors, concurrently serving as the Company's Legal Representative, is hereby assigned to carry out all necessary tasks and procedures related to the amendment of the Company's Enterprise Registration Certificate in accordance with applicable laws and regulations.

Voting Results:

- Number of voting shares in favor: 9,233,154 equivalent to 100% of the total number of voting shares.
- Number of voting shares against: 0, equivalent to 0% of the total number of voting shares.
- Abstentions: 0% of the total number of voting shares.

E. ELECTION AND APPROVAL OF THE ADDITIONAL ELECTION RESULTS FOR 01 MEMBER OF THE SUPERVISORY BOARD

The General Meeting has conducted an additional election to select 01 member to the Supervisory Board of the Company for the 2022 – 2027 Term.

1- Approving the Regulations on the Additional Election of 01 Member to the Supervisory Board of Phu Bai Spinning Mill Joint Stock Company, 2022 – 2027 Term. *(As per the attached Regulation on Election)*

Voting Results:

- Number of voting shares in favor: 9,233,154 equivalent to 100% of the total number of voting shares.
- Number of voting shares against: 0, equivalent to 0% of the total number of voting shares.
- Abstentions: 0% of the total number of voting shares.

2- Approving the List of Candidate(s) for the Additional Election to the Supervisory Board of Phu Bai Spinning Mill Joint Stock Company, 2022 – 2027 Term. *(As per the attached Proposal)*

At the time of the General Meeting, there is only one (01) Candidate nominated by the shareholder Vietnam National Textile and Garment Group – Mrs. Nguyễn Thị Ngọc Diệp.

* With the attached Application Dossier of the Candidate Nguyễn Thị Ngọc Diệp for the position of Member of the Supervisory Board of Phu Bai Spinning Mill Joint Stock Company, 2022 – 2027 term.

Voting Results:

- Number of voting shares in favor: 9,233,154 equivalent to 100% of the total number of voting shares.
- Number of voting shares against: 0, equivalent to 0% of the total number of voting shares.
- Abstentions: 0% of the total number of voting shares.

3- The General Meeting conducted the election to add one member to the Supervisory Board of the Company for the 2022 – 2027 term and approved the election results. The details are as follows:

❖ **The Election Results:** Mr. Nguyễn Trung Hiếu, Head of the Vote Counting Committee cum Election Committee, announced the vote counting results for the

additional election of 01 member to the Supervisory Board of the Company for the 2022 – 2027 term, as follows:

- + The Candidate elected to the Supervisory Board of the Company is Mrs. Nguyễn Thị Ngọc Diệp, with a voting rate of 100%.
- + The Supervisory Board of Phu Bai Spinning Mill Joint Stock Company for the 2022 – 2027 term consists of three (03) members: Mrs. Trần Thị Thu Hằng, Mr. Võ Hoàng Phụng and Mrs. Nguyễn Thị Ngọc Diệp.

Voting Results:

- Number of voting shares in favor: 9,233,154 equivalent to 100% of the total number of voting shares.
- Number of voting shares against: 0, equivalent to 0% of the total number of voting shares.
- Abstentions: 0% of the total number of voting shares.

F. APPROVAL OF THE MINUTES AND RESOLUTIONS OF THE GENERAL MEETING:

1- Mr. Nguyễn Tường Huy – Secretary of the General Meeting – presented the Minutes and the Draft Resolution of the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Mill Joint Stock Company.

2- The Chairman of the Meeting called for votes, and the General Meeting unanimously approved the contents of the Minutes and the Resolution, with a 100% approval rate of the total voting shares present at the Meeting.

3- The General Meeting of Shareholders authorized the Board of Directors and the General Director – the Legal Representative of the Company to be responsible for implementing the contents approved by the General Meeting in accordance with the provisions of law and the Charter on the Organization and Operation of Phu Bai Spinning Mill Joint Stock Company.

G. CLOSING OF THE GENERAL MEETING:

Mr. Phạm Văn Tân – the Chairman – summarized and officially declared the closing of the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Mill Joint Stock Company at 12:00AM on the same day.

**SECRETARY
OF THE MEETING**



Nguyễn Tường Huy

**CHAIRMAN
OF THE MEETING**



Phạm Văn Tân

*** Recipients:**

- Hanoi Stock Exchange (HNX);
- State Securities Commission (SSC);
- Board of Directors of the Company;
- Supervisory Board of the Company;
- Company Executive Management;
- Information Disclosure Officer;
- To be published on the website:
www.phubaispinning.com;
- Filing: Administration, Finance - Accounting Department.



PHU BAI SPINNING MILL JOINT STOCK COMPANY

Address: Phu Bai Industrial Zone, Phu Bai Ward, Hue City, Vietnam

Telephone: 0234- 3863240;

Email: info@phubaispinning.com

Website: www.phubaispinning.com

DOCUMENTS

EXTRAORDINARY GENERAL MEETING

OF SHAREHOLDERS

PHU BAI SPINNING MILL JOINT STOCK COMPANY

Huế, 24th August 2026

Hue City, August 24th 2026

**REGULATIONS ON ORGANIZATION OF
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
PHU BAI SPINNING MILL JOINT STOCK COMPANY**

Chapter I

GENERAL PROVISIONS

Article 1: Scope and Subjects of Application

1- These regulations apply to the organization of Extraordinary General Meeting of Shareholders of Phu Bai Spinning Joint Stock Company (hereinafter referred to as the "Meeting").

2- These regulations specifically stipulate the rights and obligations of shareholders or their authorized representatives (shareholders/shareholder representatives) participating in the Meeting, as well as the conditions and procedures for conducting the Meeting.

Article 2: Subjects of Application

Shareholders/authorized representatives of shareholders are responsible for complying with the provisions of these Regulations.

Chapter II

RIGHTS AND OBLIGATIONS OF PARTICIPANTS IN THE GENERAL MEETING

Article 3: Rights and Obligations of Shareholders

1- Conditions for Attending the General Meeting:

Shareholders of the Company listed as of the end of July 24th, 2026 (the record date) have the right to attend the General Meeting in person or authorize a representative in writing to attend on their behalf.

2- Rights and Obligations of Shareholders and Authorized Representatives attending the General Meeting:

2.1- Rights:

- To express opinions, discuss and vote on all matters at Extraordinary General Meeting, within the authority of the General Meeting of Shareholders in accordance with applicable laws and the Charter on Organization and Operation of Phu Bai Spinning Mill Joint Stock Company;

- To be publicly informed and/or provided with the full content of the Meeting Agenda, Meeting Documents, etc.;

- To receive one Voting Card in White, one Voting Ballot in Blue and 01 Additional Election Ballot in Pink (which are pre-printed, stamped by the Company, and directly distributed to shareholders/authorized representatives at the General Meeting, along with the EGM document set);

* The Voting Ballot specifies the shareholder's name or the name of the authorized representative, the total number of voting shares (including shares owned and/or shares



authorized for representation). The total number of voting shares = Total shares owned + Authorized shares (if any);

2.2- Obligations:

- Must be present at the specified time and register for attendance with the Shareholder Eligibility Verification Committee: present a Citizen Identification Card/ID Card; a valid Attendance Confirmation/Authorization Letter for attending the General Meeting, following the Company's prescribed format, with the signature and full name of the authorizing shareholder.

- Strictly comply with the regulations of the General Meeting: Follow the instructions of the Chairman of the Meeting; act in a civilized and respectful manner and refrain from causing disorder;

- Vote on each item clearly stated in the Voting Ballot after listening to the reports on the matters to be approved under the direction of the Chairman; respect the results of the General Meeting;

*** Notes:**

- An authorized representative of a shareholder is not allowed to further delegate their authorization to a third party for attending the General Meeting.

- Shareholders/authorized representatives who arrive late to the General Meeting may register upon arrival and will have the right to participate and vote immediately. However, the Chairman is not responsible for pausing the meeting to allow for their registration, and the validity of previously passed resolutions will not be affected.

- Shareholders/authorized representatives shall bear their own expenses for attending the General Meeting (including travel, meals, accommodation, etc.).

Article 4: Rights and Obligations of the Shareholder Eligibility Verification Committee

The Shareholder Eligibility Verification Committee is appointed by the Company's Board of Directors to perform the following duties:

- Verify the eligibility of shareholders or their authorized representatives attending the General Meeting: check identification documents, Invitations, Attendance Confirmation/Authorization Letters for attending the General Meeting;

- Distribute meeting materials, voting ballots, and other related documents to shareholders or their authorized representatives attending the meeting;

- Report to the General Meeting on the results of the shareholder eligibility verification process.

Article 5: Rights and Obligations of the Chairman, Secretary, Vote Counting Committee and Election Committee

The Board of Directors nominates the Secretary and the Vote Counting Committee concurrently serves as the Election Committee for approval by the General Meeting of Shareholders.

1- Chairman of the General Meeting:

- a) The Chairman of the Board of Directors serves as the Chairman of the General Meeting.

- The Chairman has the authority to decide on the order, procedures, and any unforeseen matters arising outside the scheduled agenda of the General Meeting;

- The Chairman may postpone the meeting with the consensus or at the request of the General Meeting of Shareholders, even if the required quorum has been met;

- The Chairman may take necessary actions to ensure the proper and orderly conduct of the meeting or to reflect the will of the majority of attending delegates.

b) The Chairman of the General Meeting is responsible for:

- Conducting the General Meeting in accordance with the proposed agenda to be approved by the meeting;

- Guiding shareholders and their authorized representatives in discussing the topics on the agenda;

- Resolving issues that arise during the meeting;

- Presenting drafts and summarizing key matters for the General Meeting to vote on;

2- Secretary of the General Meeting:

a) The Secretary of the General Meeting is nominated by the Chairman and approved by the General Meeting through voting. The Secretary is accountable to the Chairman and the General Meeting of Shareholders for their duties and operates under the direction of the Chairman.

b) The Secretary of the General Meeting is responsible for carrying out tasks as assigned by the Chairman, including:

- Accurately and fully recording all proceedings and discussions of the General Meeting;

- Drafting the Minutes and Resolutions/Decisions of the General Meeting;

- Receiving and reviewing requests to speak from shareholders and authorized representatives, then submitting them to the Chairman for decision;

3- Vote Counting Committee and Election Committee at the General Meeting:

a) The Vote Counting Committee concurrently serves as the Election Committee consists of two members, including one Head of the Committee and one Member who also serves as the Secretary. The Chairman of the General Meeting nominates the committee members and their appointment is approved through voting by the General Meeting.

b) The Vote Counting Committee concurrently serves as the Election Committee is responsible for:

- Guiding shareholders attending the General Meeting on how to use the Voting Ballot; Election Rules;

- Checking and recording the voting results of shareholders and their representatives on the matters submitted for approval at the General Meeting;

- Preparing the minutes of the vote counting results, election results and announcing the vote counting and election results to the General Meeting.

Chapter III CONDUCTING THE GENERAL MEETING

Article 6: Conditions for Holding the General Meeting

Extraordinary General Meeting of Shareholders shall be conducted when shareholders or their authorized representatives attending the meeting represent more than 50% of the total voting shares, based on the shareholder list of Phu Bai Spinning Mill Joint Stock Company as recorded on the shareholder record date (July 24th, 2026) for convening the meeting.

Article 7: Procedures for Conducting the General Meeting

1- The General Meeting shall sequentially discuss and vote on each issue in the agenda. The meeting agenda and contents shall be approved by the General Meeting.

1.1- Principles for speaking and discussing at the General Meeting:

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a) Shareholders or their representatives who wish to speak must raise their hand or submit a written request using the question form provided to the Secretary of the General Meeting for submission to the Chairman for consideration. Speaking and discussions shall be conducted under the direction of the Chairman.

b) Comments, discussions, questions, and explanations from shareholders must be concise and relevant to the approved agenda and contents of the General Meeting. Given the limited time of the meeting, shareholders and delegates are requested to adhere to the following speaking time limits:

+ Questioning and raising issues: No more than 2 minutes per turn;

+ Responses and explanations: Within 5 minutes per turn

c) Only comments and discussions that are relevant to the approved agenda and contents of the General Meeting shall be recorded in the Meeting Minutes.

1.2- Responding to Shareholders' questions:

a) Based on the question forms submitted by shareholders or their authorized representatives, the Chairman of the General Meeting or a designated member appointed by the Chairman shall respond to shareholders' inquiries.

b) If time constraints prevent a full discussion of complex issues, the Company will provide written explanations to shareholders after the General Meeting.

1.3- Voting on matters at the General Meeting:

a) Voting rules: Each voting share corresponds to one Voting Ballot. As of the shareholder record date (July 24th, 2026), the total number of shares of the Company is 13,300,087 shares, equivalent to 13,300,087 Voting Ballots.

b) Voting shall be conducted by selecting one of the three options: **"Approve"**, **"Disapprove"** or **"No opinion"**. Shareholders or their authorized representatives shall cast their votes on each matter by marking or writing directly on the Voting Ballot provided at the General Meeting.

c) Completed Voting Ballots must be submitted directly to the Vote Counting Committee.

d) The Vote Counting Committee is responsible for verifying and recording the number of votes cast as **"Approve"**, **"Disapprove"** or **"No opinion"** for each matter and reporting the voting results before the General Meeting.

1.4 - Election: To be conducted in accordance with the Election Regulations approved by the General Meeting of Shareholders.

Article 8: Conclusion of the General Meeting of Shareholders

1- Approval of the Resolutions/Decisions of the General Meeting:

a) Resolutions/Decisions shall be approved when they receive consent from shareholders representing **at least 50% of the total voting shares** of all shareholders with voting rights present in person or through an authorized representative at the General Meeting.

b) The additional election of a member of the Company's Supervisory Board must be conducted using the cumulative voting method. Accordingly, each shareholder or authorized representative has a total number of votes equal to the number of shares they own multiplied by the number of members to be additionally elected to the Supervisory Board.

Shareholders or authorized representatives may allocate all or part of their total votes to one or several candidates. Elected members of the Supervisory Board shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members is reached.

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In the event that two or more candidates receive the same number of votes for the final seat on the Supervisory Board, a re-election will be conducted among those candidates, or the selection will be made based on criteria set forth in the Election Regulations of the General Meeting of Shareholders.

c) Resolutions/Decisions of the General Meeting shall be considered **legally valid and immediately effective** if they are approved by **100% of the total voting shares**, even if the procedures and formalities for passing such Resolutions/Decisions were not conducted in full compliance with regulations.

2- Approval of the Minutes and Resolutions/Decisions of the General Meeting:

a) The Minutes and Resolutions/Decisions of the General Meeting must be read and approved before the meeting is adjourned.

b) The Chairman shall sign and issue the Minutes and Resolutions/Decisions of the General Meeting and assign the Company to retain them in accordance with regulations.

Chapter IV

IMPLEMENTATION PROVISIONS

Article 9: Implementation Provisions

1- Shareholders, authorized representatives, and all participants of the General Meeting must strictly comply with the Regulations on the Organization of the General Meeting.

2- These Regulations shall take effect immediately upon approval by the General Meeting of Shareholders.

Respectfully submitted.

*** Recipients:**

- Shareholders;
- Board of Directors;
- Supervisory Board;
- Information Disclosure Officer;
- Website: www.phubaispinning.com;
- Archives (Administrative Office).

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



Phạm Văn Tân





PHU BAI SPINNING MILL JOINT STOCK COMPANY

Address: Phu Bai Industrial Zone, Phu Bai Ward, Hue City, Vietnam
Telephone: 0234- 3863240; Email: info@phubaispinning.com
Website: www.phubaispinning.com

Hue City, August 24th 2026

AGENDA EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF

- Time of the Meeting: 09:00AM on August 24th, 2026 (Monday).
- Location: Meeting Room, the 2nd Floor – Administration Building, Phu Bai Spinning Mill Joint Stock Company

Time	Content	Implementer
I- OPENING PROCEDURES		
8:30 – 8:50	- Welcoming the delegates	- Organizing Committee
	- Verifying the eligibility of shareholders and authorized representatives	- Shareholder Eligibility Verification Committee
	- Statement of Purpose and Introduction of Delegates	Organizing Committee
8:50 – 9:00	- Report on the Results of Shareholder Eligibility Verification	Shareholder Eligibility Verification Committee
	- Approval of the General Meeting Organization Regulations	Organizing Committee
	- Introduction of the Chairman of the General Meeting	
	- Introduction and Election of the Secretary; - Introduction and Election of the Voting Committee at the General Meeting - Approval of the General Meeting Agenda	Chairman of the General Meeting
II- MEETING CONTENT		
9:00 – 10:00	Presentation of Proposals: 1- Proposal of: + The dismissal of Ms. Nguyen Ngoc Mai Chi from the position of Member of the Supervisory Board of the Company; + Election of one additional member of the Company's Board of Supervisors for the 2022 – 2027 term to replace Ms. Nguyễn Ngọc Mai Chi.	Chairman of the Board of Directors
	2- Proposal to amend and supplement certain provisions of the Charter on Organization and Operation, the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors of Phu Bai Spinning Joint Stock Company, etc., in order to ensure compliance with applicable laws and regulations.	Chairman of the Board of Directors



Time	Content	Implementer
10:00 – 10:15	<i>The General Meeting takes a break</i>	
10g15– 10g45	Discussion at the Meeting	Chairman of the General Meeting
	Voting on the Resolutions of the General Meeting	Chairman of the General Meeting
	Additional Election of 01 Member to the Supervisory Board for the 2022 – 2027 Term.	Chairman of the General Meeting
10g45– 11g00	+ Checking and announcement of the Voting Results on the Resolutions of the General Meeting. + Counting and announcement of the Voting Results for the Additional Election	Head of the Vote Counting Committee cum Election Committee
11g00– 11g10	Approval of the Minutes and Resolutions of the General Meeting	- Secretary of the General Meeting - Chairman of the General Meeting
III- CLOSING REMARKS AND CONCLUSION		
11g10– 11g20	Closing Remarks and Conclusion of the General Meeting	Chairman of the General Meeting

Respectfully Submitted./.

*** Recipients:**

- Shareholders;
- Board of Directors;
- Supervisory Board;
- Information Disclosure Officer;
- Website:
www.phubaispinning.com;
- Archives (Administrative Office).

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



Phạm Văn Tân



No: 309/TTtr-HĐQT

Hue City, August 24th 2026

PROPOSAL

Reg: Dismissal of Mrs. Nguyen Ngoc Mai Chi from the position of Member of the Supervisory Board and Proposal on the nomination and self-nomination for the election of one (01) additional member of the Supervisory Board for the 2022–2027 term

Respectfully Shareholders and Delegates of Phu Bai Spinning Mill Joint Stock Company

Recently, the Board of Directors and the Supervisory Board have received a resignation letter from **Mrs. Nguyen Ngoc Mai Chi** about her resignation from the position of Member of the Supervisory Board for the 2022 – 2027 term.

*** Reason:** Due to her substantial workload and ongoing professional responsibilities at the Company, Ms. Nguyen Ngoc Mai Chi is unable to continue serving concurrently as a Member of the Supervisory Board of the Company.

The Board of Directors hereby announces the above matter and respectfully requests the Shareholders to carry out the following procedures at Extraordinary General Meeting of Shareholders of the Company:

- 1- To approve the dismissal of Mrs. Nguyen Ngoc Mai Chi from the position of Member of the Supervisory Board of Phu Bai Spinning Mill Joint Stock Company, effective from the closing of Extraordinary General Meeting of Shareholders.
- 2- Elect one (01) additional member of the Supervisory Board for the 2022 – 2027 term to replace Mrs. Nguyen Ngoc Mai Chi.

*** Actions to be carried out:**

- a) All shareholders or groups of shareholders who meet the conditions as specified in Clause 2 and Clause 4 of Article 27; Clause 1 of Article 39, and Clause 2 of Article 40 of the Company's Charter have the right to self-nominate or nominate candidates for the position of Member of the Company's Supervisory Board.
- b) Nomination and candidacy documents (according to the format provided by the General Meeting Organizing Committee), including:
 - Nomination letter or self-nomination for a candidate to join the Company's Supervisory Board, term 2022 – 2027;
 - Curriculum Vitae of the candidate for the Company's Supervisory Board, term 2022 – 2027.

*** The elected candidate must promptly complete the "Information Form for the Newly Elected Member of the Company's Supervisory Board, term 2022 – 2027" for the Company to carry out the information disclosure as required by the law.**

- A copy of the Identity Card / Citizen's Identity Card / Passport;
- A copy of the applicant's degree or professional certification;
- Other documents (if any).

*** Note:** The application for candidacy, nomination, and the candidate's documents for joining the Company's Supervisory Board (according to the attached form) must be



submitted to the Organizing Committee of the General Meeting of Shareholders by
15:30PM on August 19th, 2026.

Respectfully submitted.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

*** Recipients:**

- Shareholders;
- Board of Directors;
- Supervisory Board;
- Information Disclosure Officer;
- The Company's Website;
- Archives (Administration,
Accounting & Finance).



Phạm Văn Tân



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hue, June 09th 2026

LETTER OF RESIGNATION

**From the Position of Supervisory Board Member under Phu Bai Spinning Mill
Joint Stock Company**



Respectfully:

- Shareholders of Phu Bai Spinning Mill Joint Stock Company
- The Supervisory Board of Phu Bai Spinning Mill Joint Stock Company
- The Board of Directors of Phu Bai Spinning Mill Joint Stock Company

My name is NGUYEN NGOC MAI CHI, currently serving as a Member of the Supervisory Board of Phu Bai Spinning Joint Stock Company for the term 2022 – 2027.

I respectfully submit to the General Meeting of Shareholders, the Supervisory Board and the Board of Directors of Phu Bai Spinning Mill Joint Stock Company for consideration and approval of my request as follows:

During my tenure as a Member of the Supervisory Board, I have always made every effort to fulfill my assigned duties and highly appreciate the trust and support extended to me by the General Meeting of Shareholders, the Supervisory Board and the Board of Directors of the Company.

However, for personal reasons and in order to focus on professional responsibilities that are more aligned with my capabilities and career orientation at Phu Bai Spinning Mill Joint Stock Company, I respectfully request the General Meeting of Shareholders, the Supervisory Board and the Board of Directors to approve my resignation from the position of Member of the Supervisory Board of Phu Bai Spinning Mill Joint Stock Company.

I sincerely look forward to receiving the approval of the General Meeting of Shareholders, the Supervisory Board and the Board of Directors of Phu Bai Spinning Mill Joint Stock Company.

Respectfully yours,

Nguyễn Ngọc Mai Chi

Hue, August 24th 2026

**REGULATIONS
ON THE SUPPLEMENTARY ELECTION OF ONE MEMBER OF THE
SUPERVISORY BOARD OF PHU BAI SPINNING JOINT STOCK COMPANY,
TERM 2022 – 2027**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its guiding documents;
- Pursuant to the Charter of Organization and Operation of Phu Bai Spinning Mill Joint Stock Company;

The General Meeting of Shareholders of Phu Bai Spinning Mill Joint Stock Company hereby stipulates the Regulation on the additional election of 01 Member of the Supervisory Board of Phu Bai Spinning Mill Joint Stock Company for the 2022 – 2027 term. The contents are as follows:

Article 1: Election Principles

1.1- The election must comply with the Law and the Company's Charter, ensuring democracy and the legitimate rights of all shareholders.

1.2- The election shall be conducted publicly by secret ballot.

1.3- Cumulative voting method shall be applied.

1.4- Each Shareholder/Authorized Representative of a Shareholder shall be issued one (01) pink ballot for the additional election of a member of the Supervisory Board. The ballot shall clearly state: the name of the shareholder or the authorized representative, and the total number of voting shares.

Article 2: Eligible Voters

All shareholders holding voting shares, or authorized representatives of shareholders holding voting shares who are present at the General Meeting (based on the list of shareholders as of July 24th 2026), are eligible to participate in the election.

Article 3: Conditions for Nominating and Running for the Supervisory Board

3.1- Conditions for Nomination and Candidacy for the Supervisory Board Member:

Shareholders listed in the shareholder list as of July 24th 2026, are entitled to vote or to combine their voting rights to nominate or self-nominate candidates for the position of Member of the Supervisory Board for the 2022 – 2027 term of the Company.

According to Clause 2, Article 27, and Clause 1, Article 39 of the Charter of Phu Bai Spinning Joint Stock Company:

- A shareholder or group of shareholders holding from 10% to under 20% of total voting shares may nominate one (01) candidate;
- A shareholder or group of shareholders holding from 20% to under 30% may nominate up to two (02) candidates;
- A shareholder or group of shareholders holding from 30% to under 40% may nominate up to three (03) candidates;
- A shareholder or group of shareholders holding from 40% to under 50% may nominate up to four (04) candidates;



- A shareholder or group of shareholders holding 50% or more may nominate the maximum number of candidates;

* Candidates running for the position of Member of the Supervisory Board must meet the conditions and qualifications stipulated in Clause 2, Article 40 of the Charter of Phu Bai Spinning Joint Stock Company. Specifically as follows:

- a. Possess full legal capacity and are not subject to any prohibitions on enterprise management as prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b. Must not hold any executive positions within the Company. A member of the Supervisory Board is not required to be a shareholder or an employee of the Company.
- c. Must not work in the accounting or finance department of the Company;
- d. Must not be a member or employee of the independent audit firm that has conducted the audit of the Company's financial statements for the past 3 consecutive years.
- e. Must not be a family member of a member of the Board of Directors, the CEO, or other executives of the Company, nor a family member of the company's managers, auditors, or the parent company; a representative of state capital, a representative of a company's capital at the Company or the parent company..

3.2- Nomination and candidacy documents (according to the format provided by the General Meeting Organizing Committee), including:

- Nomination letter or self-nomination for a candidate to join the Company's Supervisory Board, term 2022 – 2027;
- Curriculum Vitae of the candidate for the Company's Supervisory Board, term 2022 – 2027.

** The elected candidate must promptly complete the "Information Form for the Newly Elected Member of the Company's Supervisory Board, term 2022 – 2027" for the Company to carry out the information disclosure as required by the law.*

- A copy of the Identity Card / Citizen's Identity Card / Passport;
- A copy of the applicant's degree or professional certification;
- Other documents (if any).

*** Note:** - The application for candidacy, nomination, and the candidate's documents for joining the Company's Supervisory Board (according to the attached form) must be submitted to the Organizing Committee of the General Meeting of Shareholders **by 15:30 on August 19th, 2026.**

- The address for receiving the nomination and candidacy documents of the candidate: Phu Bai Spinning Joint Stock Company (Address: Phu Bai Industrial Park, Phu Bai Ward, Huong Thuy Town, Hue City, Vietnam).

3.3- Based on the nomination or candidacy documents of shareholders or shareholder groups, the Organizing Committee of the General Meeting shall prepare a list of candidates who meet the qualifications specified in Section 3.1 of this Regulation and submit it to the General Meeting of Shareholders for the election process..

Article 4: Number and Qualifications of Members of the Supervisory Board to be Supplemented

4.1- Number: One (01) Member of the Supervisory Board..

4.2- Members of the Supervisory Board must meet the standards and conditions required for being a member of the Supervisory Board as specified in Section 4, Article 27 and Section 2, Article 40 of the Company's Charter.

Article 5: Voting Method

5.1- The election of additional members of the Supervisory Board shall be conducted at the Extraordinary General Meeting of Shareholders (EGM) in 2026 of Phu Bai Spinning Joint Stock Company.

5.2 - According to Section 3, Article 148 of the 2020 Enterprise Law, the election of additional members of the Supervisory Board shall follow the cumulative voting method. Accordingly, each shareholder/authorized representative has a total number of votes (Ballots) corresponding to the total number of shares owned, multiplied by the number of members of the Supervisory Board to be elected. Shareholders/authorized representatives may allocate all or part of their total votes to one or several candidates. The candidate with the highest number of votes will be elected as a member of the Supervisory Board, with the candidates being ranked in descending order of votes until the required number of members is reached. In the case where two or more candidates receive the same number of votes for the last position on the Supervisory Board, the process will be carried out as per the procedures outlined in Article 8 of this Regulation.

Article 6: Voting Procedure

6.1- Ballots and voting process:

a) Each shareholder/authorized representative attending the meeting will be issued one (01) ballot for the election of an additional member of the Supervisory Board (pink-colored ballot). On each ballot, the election committee will clearly state the total number of votes the shareholder has.

+ Valid ballot: A pre-printed ballot issued by the organizing committee of the EGM with the “Phu Bai Spinning Joint Stock Company” seal. Each ballot will clearly state the name of the shareholder or authorized representative voting, along with the total number of votes.

+ Invalid ballot: A ballot that violates any of the following conditions:

- The ballot is not issued by the organizing committee and does not have the company's seal;
- The ballot does not vote for anyone (blank ballot);
- The ballot is crossed out, corrected, altered, or names are written incorrectly, or the names do not belong to the candidates approved by the General Meeting of Shareholders before the voting process;
- The total number of votes marked on the ballot for the candidates (as calculated by the voter or discovered by the vote-counting committee) exceeds the total number of votes stated on the ballot.

b) Shareholders/authorized representatives must fill in the number of votes for the candidates they trust, ensuring that the total number of votes for the candidates does not exceed the total voting rights of each shareholder. In case a shareholder/authorized representative makes a mistake while filling in the ballot (provided the ballot has not yet been placed in the ballot box), they should directly contact the Organizing Committee to exchange the incorrect ballot for a new one and return the old ballot to ensure the rights of the shareholder are protected.

6.2- Voting Method::

a) Determining the total number of votes for a shareholder (or shareholder representative). The total number of votes for a shareholder (or representative) is calculated as follows:

Total number of votes	=	Total number of shares held and/or authorized for representation	x	Number of members to be elected
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Example:

Shareholder X owns 2,000 shares and is authorized to vote on 3,000 additional shares. Therefore, the total number of shares that Shareholder X can vote on at the General Meeting is 5,000 shares. The total number of votes for Shareholder X is as follows:

- Total number of votes for electing Board of Directors members: $5,000 \times 2 = 10,000$ votes

- Total number of votes for electing Supervisory Board members: $5,000 \times 1 = 5,000$ votes

b) Voting process:

- In fact, voting involves distributing all or part of the total votes among one or more candidates, where the number of votes allocated to each candidate can vary depending on the trust placed in that candidate.

- Each shareholder/authorized representative selects candidates by indicating the number of votes they wish to allocate to each selected candidate, ensuring the total number of votes for all chosen candidates is equal to or less than the shareholder's total voting rights. Shareholders may allocate all their votes to one candidate, or distribute them among several candidates from the list.

- In case of modification, the shareholder must strike through the incorrectly marked votes, sign next to the crossed-out part, and correct the number of votes.

Example: Shareholder X can use all of their votes to vote for 1, 2, 3, or more candidates, or use fewer votes to vote for the candidates. If the total number of votes exceeds the shareholder's total voting rights, the ballot will be invalid. Specifically:

When voting for one Member of the Supervisory Board, Mr. X can allocate their total 5,000 votes among the candidates in the list. *For example:*

No	Full Name	Number of voting shares (for each candidate)
1	Nguyễn Văn D	3.000
2	Nguyễn Văn E	1.000
3	Nguyễn Văn F	1.000

Or: Mr. X can allocate all of his votes to one (01) candidate

No	Full Name	Number of voting shares (for each candidate)
1	Nguyễn Văn D	5.000
2	Nguyễn Văn E	
3	Nguyễn Văn F	

Article 7: Ballot Counting Committee

7.1- The Ballot Counting Committee shall be nominated by the Chairman and approved by the General Meeting of Shareholders. Members of the Ballot Counting Committee must not be listed in the Nomination and Election List for the Supervisory Board.

7.2- The vote counting shall take place immediately after the voting ends, under the supervision of shareholders.

7.3- The Ballot Counting Committee is responsible for preparing the vote counting minutes, announcing the results, and resolving any questions or complaints from shareholders (if any) along with the Chairman.

7.4- The ballots and vote counting documents will be sealed by the Head of the Ballot Counting Committee after the counting and can only be opened for inspection if requested by the General Meeting of Shareholders of the Company.

Article 8: Principles for Electing Members of the Supervisory Board:

8.1- The candidates elected as Members of the Supervisory Board are selected based on the number of votes received, from the highest to the lowest, until the required number of members is met.

8.2- In cases where multiple candidates receive the same number of votes and it is necessary to eliminate some to meet the required number of elected members, the candidate with more shares in SPB will be selected. If the number of shares held is also equal, a re-election will be organized among these candidates to make the final selection.

Article 9: Resolving Complaints

9.1- Each shareholder/authorized representative has the right to question the General Meeting about issues related to the election process if there are signs of violations of the Law and the Company's Charter.

9.2- In case of doubts or complaints regarding the procedure or election results, the Ballot Counting Committee will review the matter and immediately seek the opinion of the General Meeting for the Chairman to consider and make a decision during the meeting.

9.3- Shareholders/authorized representatives cannot protest the election results after the General Meeting has concluded.

Article 10: Announcement of New Members of the Company's Supervisory Board

Once elected by the General Meeting of Shareholders, the new member of the Supervisory Board of Phu Bai Spinning Joint Stock Company for the 2022 – 2027 term will be fully recorded with their name and title in the Minutes and Resolution of Extraordinary General Meeting of Shareholders.

This regulation shall take effect immediately after being approved by the Extraordinary General Meeting of Shareholders of the Company in 2026.

Respectfully submitted.

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

*** Recipients:**

- Shareholders;
- Board of Directors;
- Supervisory Board;
- Information Disclosure Officer;
- The Company's Website;
- Archives (Administration, Accounting & Finance).



Phạm Văn Tân

THỦY THƯ

PROPOSAL
LIST OF CANDIDATES FOR THE SUPERVISORY BOARD OF PHU BAI SPINNING
MILL JOINT STOCK COMPANY, 2022 – 2027 TERM

Respectfully Shareholders and Delegates of Phu Bai Spinning Mill Joint Stock Company

Pursuant to the Law on Enterprises No. 59/2020/QH14 approved on June 17, 2020, and its guiding documents;;

Pursuant to the Law on Securities No. 54/2019/QH14 approved on November 26, 2019, and its guiding documents;

Pursuant to the Charter on the Organization and Operation of Phu Bai Spinning Joint Stock Company;

The Board of Directors respectfully submits to the General Shareholders' Meeting for consideration and voting on the list of candidates to be elected as additional members of the Supervisory Board of the Company for the 2022 – 2027 term:

Until now, there is only one (01) candidate nominated by the shareholder Vietnam National Textile and Garment Group (VINATEX), namely Nguyễn Thị Ngọc Diệp.

** With the attached application dossier of candidate Nguyễn Thị Ngọc Diệp for the position of Member of the Supervisory Board of Phu Bai Spinning Mill Joint Stock Company, 2022 – 2027 term.*

Respectfully submitted./.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

*** Recipients:**

- Shareholders;
- Board of Directors;
- Supervisory Board;
- The Company's Website;
- Information Disclosure Officer;
- Archives (Administration, Accounting & Finance).



Phạm Văn Tân



PHU BAI SPINNING MILL JOINT STOCK COMPANY

Address: Phu Bai Industrial Zone, Phu Bai Ward, Hue City, Vietnam
Telephone: 0234- 3863240; Email: info@phubaispinning.com
Website: www.phubaispinning.com

**NOMINATION FORM FOR CANDIDATE TO THE SUPERVISORY BOARD OF
PHU BAI SPINNING MILL JOINT STOCK COMPANY, TERM 2022 – 2027**

Respectfully!- The General Meeting of Shareholders of Phu Bai Spinning Mill Joint Stock Company

- The Board of Directors of Phu Bai Spinning Mill Joint Stock Company
- The Supervisory Board of Phu Bai Spinning Mill Joint Stock Company

Name of the Nominating Organization: **VIETNAM NATIONAL TEXTILE AND GARMENT GROUP**

Business Registration Certificate No.: 0100100008, First registered on October 27, 2010

Issuing authority: Business Registration and Corporate Finance Division

Address: 25 Ba Trieu Street, Cua Nam Ward, Hanoi City, Vietnam

Tel: (+84) 24 3825 7700

Number of shares owned: **8,076,800** shares, accounting for **60.73%** of the total ordinary shares of the Company.

And authorized shares: None, representing 0% of the total ordinary shares of the Company.

Considering that We meet all the conditions as stipulated in Clause 2 and Clause 4, Article 27; Clause 1, Article 39; and Clause 2, Article 40 of the Company's Charter, We hereby submit this application to nominate:

Ms. NGUYEN THI NGOC DIEP

ID/Citizen ID No.: 046197000947 Date of Issue: 22/04/2021

Place of Issue: Police Department for Administrative Management of Social Order
Permanent Address: No. 3/10 Duong Khue Street, Phu Nam 1 Residential Group, Huong Thuy Ward, Hue City

Phone: 0359325136 Email: diepntn@phubaispinning.com

Education Level: 12/12

Professional Qualifications and Language Proficiency: Bachelor's degree in International Business

Shares owned and represented: 0 shares, accounting for 0% of the total ordinary shares of the Company

We hereby nominate Ms. **NGUYEN THI NGOC DIEP** to participate as a candidate for the Supervisory Board Member for the term 2022 – 2027 of Phu Bai Spinning Joint Stock Company.

We confirm that the above information and the accompanying personal documents are valid and correct. In case of any violations, We take full responsibility before the law.

Sincerely thank you!

Attached Documents:

1. The curriculum vitae (CV) completed by the candidate.
2. A valid copy of the candidate's identity card / citizenship card / passport, and the candidate's academic certificates.

Hanoi, August 17th, 2026
Shareholder
(Sign & write full name)
TỔNG GIÁM ĐỐC
Cao Hữu Hiền

CURRICULUM VITAE

(For the Candidate Nominee to the Supervisory Board of Phu Bai Spinning Mill Joint Stock Company,
Term 2022 – 2027)

- Full Name: Nguyen Thi Ngoc Diep Gender: Female
- Date of Birth: 23/07/1997 Nationality: Vietnamese
- ID Card/CCCD/Passport Number: 046197000947 Date of Issue: 22/04/2021
- Place of Issue: Police Department for Administrative Management of Social Order
- Permanent Address: Thuy Chau Residential Group, Huong Thuy Ward, Hue City
- Contact Address: Phu Bai Spinning Mill Joint Stock Company (Address: Phu Bai Industrial Zone, Phu Bai Ward, Hue City, Vietnam)
- Phone Number: 0359325136
- Email: diepntn@phubaispinning.com
- Education Level: 12/12
- Professional Qualifications and Language Proficiency:
Bachelor's degree in International Business

<i>Month and Year</i>	<i>Work History, Profession, and Past Positions (What have you done and where?)</i>
2019-2020	Customer Service Staff – Saigon Ground Services Joint Stock Company – Da Nang Branch
From 2021 till now	Sales & Import-Export Staff – Phu Bai Spinning Mill Joint Stock Company

3. Companies where the nominee currently holds the position of Member of the Supervisory Board and other management positions:

4. Related interests with the Company (if any):

5. Name of the shareholder or group of shareholders nominating the candidate (if any):

6. Other information (if any):

7. Commitment of the Candidate:

- I confirm that the information above is true and I fully accept responsibility before the law for the information I have provided.

- I commit to performing the duties of a Member of the Supervisory Board with integrity if elected by the Shareholders' General Meeting of the Company.

Hue City, August 17th, 2026

Candidate

(Sign & write full name)



Nguyen Thi Ngoc Diep

SOCIALIST REPUBLIC OF VIETNAM

RECTOR OF
UNIVERSITY OF ECONOMICS,
THE UNIVERSITY OF DANANG

has conferred

THE DEGREE OF BACHELOR
IN INTERNATIONAL BUSINESS

Upon: **Ms. NGUYEN THI NGOC DIEP**

Date of birth: **23 July 1997**

Year of graduation: **2019**

Degree classification: **Good**

Mode of study: **Full-time**

Danang, 14 June 2019



Reg. No:

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM



HIỆU TRƯỞNG
TRƯỜNG ĐẠI HỌC KINH TẾ, ĐẠI HỌC ĐÀ NẴNG

cấp

BẰNG CỬ NHÂN
NGÀNH KINH DOANH QUỐC TẾ

Cho: **Bà NGUYỄN THỊ NGỌC DIỆP**

Ngày sinh: **23/7/1997**

Năm tốt nghiệp: **2019**

Xếp loại tốt nghiệp: **Khá**

Hình thức đào tạo: **Chính quy**

Đà Nẵng, ngày 14 tháng 6 năm 2019



HIỆU TRƯỞNG

PGS. TS. NGUYỄN MẠNH TOÀN

Số hiệu: DND.6. **0110475**

Số vào sổ cấp bằng: **DDQ.6.0364.19**

Test Report Form

ACADEMIC

NOTE Admission to undergraduate and post graduate courses should be based on the ACADEMIC Reading and Writing Modules.
GENERAL TRAINING Reading and Writing Modules are **not** designed to test the full range of language skills required for academic purposes.
It is recommended that the candidate's language ability as indicated in this Test Report Form be re-assessed **after two years** from the date of the test.

Centre Number

VN276

Date

13/APR/2019

Candidate Number

000132

Candidate Details

Family Name

NGUYEN

First Name

THI NGOC DIEP

Candidate ID

192096810



Date of Birth

23/07/1997

Sex (M/F)

F

Scheme Code

Private Candidate

Country or Region
of Origin

Country of
Nationality

VIETNAM

First Language

VIETNAMESE

Test Results

Listening

5.5

Reading

6.0

Writing

5.5

Speaking

5.5

Overall
Band
Score

5.5

CEFR
Level

B2

Administrator Comments

Centre stamp



Validation stamp



Administrator's
Signature

[Handwritten Signature]

Date

25/04/2019

Test Report Form
Number

19VN000132NGUT276A



CHỨNG CHỈ ỨNG DỤNG CÔNG NGHỆ THÔNG TIN NÂNG CAO

Cấp cho: NGUYỄN THỊ NGỌC DIỆP

Sinh ngày: 23/7/1997 Nơi sinh: Thừa Thiên Huế

Đạt Chuẩn kỹ năng sử dụng CNTT nâng cao theo Thông tư 03/2014/TT-BTTTT.

Hội đồng thi: Trung tâm Phát triển Phần mềm - Đại học Đà Nẵng, khóa thi ngày 15-17/9/2017

Kết quả các mô đun (Điểm trắc nghiệm - Điểm thực hành):

1. IU07 (8,5 - 7); 2. IU08 (7 - 8,5); 3. IU09 (6,5 - 5).

Đà Nẵng, ngày 16 tháng 10 năm 2017



Số hiệu: DND.I2. **0000324**

Số vào sổ cấp chứng chỉ: DND.281.I2.17

GIÁO DỤC
ĐẠI HỌC
ĐÀ NẴNG
GS.TS. TRẦN VĂN NAM



CHỨNG CHỈ ỨNG DỤNG CÔNG NGHỆ THÔNG TIN CƠ BẢN

Cấp cho: NGUYỄN THỊ NGỌC DIỆP

Sinh ngày: 23/7/1997 Nơi sinh: Thừa Thiên Huế

Đạt Chuẩn kỹ năng sử dụng CNTT cơ bản theo Thông tư 03/2014/TT-BTTTT.

Hội đồng thi: Trung tâm Phát triển Phần mềm - Đại học Đà Nẵng, khóa thi ngày 12&13/8/2017

Kết quả: Điểm trắc nghiệm 9,0 Điểm thực hành 8,0

Đà Nẵng, ngày 11 tháng 9 năm 2017



Số hiệu: DND.I1. **0003845**

Số vào sổ cấp chứng chỉ: DND.2857.I1.17

GIÁO DỤC
ĐẠI HỌC
ĐÀ NẴNG
GS.TS. TRẦN VĂN NAM

BẢN CUNG CẤP THÔNG TIN

CIRRICULLUM VITAE

(Ban hành kèm theo Thông tư số 96/2020/TT-BTC ngày 16 tháng 11 năm 2020 của Bộ trưởng Bộ Tài chính)

(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020 of the Minister of Finance)

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập - Tự do - Hạnh phúc

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Huế, ngày 17 tháng 08 năm 2026

Hue, day 17 month 08 year 2026

BẢN CUNG CẤP THÔNG TIN/CIRRICULLUM VITAE

Kính gửi: - Ủy ban Chứng khoán Nhà nước;
- Sở Giao dịch chứng khoán.

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

1/ Họ và tên/Full name: **Nguyễn Thị Ngọc Diệp**

2/ Giới tính/Sex: **Nữ / Female**

3/ Ngày tháng năm sinh/Date of birth: **23/07/1997**

4/ Nơi sinh/Place of birth: **Phường Hương Thủy, Thành phố Huế, Việt Nam / Hương Thủy Ward, Hue City, Vietnam**

5/ Số CMND (hoặc số hộ chiếu)/ID card No. (or Passport No.): **046197000947** Ngày cấp/Date of issue: **22/04/2021** Nơi cấp/Place of issue: **Cục Cảnh sát Quản lý Hành chính về Trật tự Xã hội / Police Department for Administrative Management of Social Order**

6/ Quốc tịch/Nationality: **Việt Nam/Vietnam**

7/ Dân tộc/Ethnic: **Kinh/Kinh**

8/ Địa chỉ thường trú/Permanent residence: **Tổ dân phố Thủy Châu, Phường Hương Thủy, Thành phố Huế / Thuý Chau Residential Group, Hương Thủy Ward, Hue City**

9/ Số điện thoại/Telephone number: **0359325136**

10/ Địa chỉ email/Email: **diepntn@phubaispinning.com**

11/ Tên tổ chức là đối tượng công bố thông tin/Organisation's name subject to information disclosure rules: **Công Ty Cổ phần Sợi Phú Bài / Phu Bai Spinning Mill Joint Stock Company**

12/ Chức vụ hiện nay tại tổ chức là đối tượng công bố thông tin/Current position in an organization subject to information disclosure: **Nhân viên Phòng Kế hoạch – Kinh doanh Xuất Nhập Khẩu / Sales & Import-Export Staff**

13/ Các chức vụ hiện đang nắm giữ tại tổ chức khác/Positions in other companies:

14/ Số CP nắm giữ:....., chiếm.....% vốn điều lệ, trong đó/Number of owning shares....., accounting for.....% of charter capital, of which:

+ Đại diện (tên tổ chức là Nhà nước/cổ đông chiến lược/tổ chức khác) sở hữu/Owning on behalf of (the State/strategic investor/other organisation):

+ Cá nhân sở hữu/Owning by individual:

15/ Các cam kết nắm giữ (nếu có)/Other owning commitments (if any):

16/ Danh sách người có liên quan của người khai/List of affiliated persons of declarant:

* Người có liên quan theo quy định tại khoản 46 Điều 4 Luật Chứng khoán ngày 26 tháng 11 năm 2019
Affiliated persons are stipulated in Article 4, clause 46 of the Law on Securities dated 26th Nov 2019

17/ Lợi ích liên quan đối với công ty đại chúng, quỹ đại chúng (nếu có)/*Related interest with public company, public fund (if any):*

18/ Quyền lợi mâu thuẫn với công ty đại chúng, quỹ đại chúng (nếu có)/*Interest in conflict with public company, public fund (if any).*

Tôi cam đoan những lời khai trên đây là đúng sự thật, nếu sai tôi xin hoàn toàn chịu trách nhiệm trước pháp luật/
I hereby certify that the information provided in this CV is true and correct and I will bear the full responsibility to the law.

**NGƯỜI KHAI/
DECLARANT**

(Ký, ghi rõ họ tên)
(Signature, full name)



Nguyễn Thị Ngọc Diệp

Stt No.	Mã CK Securities symbol	Họ tên Name	Tài khoản giao dịch chứng khoán (nếu có) Securities trading accounts (if available)	Chức vụ tại công ty (nếu có) Position at the company (if available)	Mối quan hệ đối với công ty/người nội bộ Relationship with the company/ internal person	Loại hình Giấy NSH (*) (CMND/Passport/ Giấy ĐKKD) Type of documents(ID/ Passport/ Business Registration Certificate)	Số Giấy NSH (*)/ NSH No.	Ngày cấp Date of issue	Nơi cấp Place of issue	Địa chỉ trụ sở chính/Địa chỉ liên hệ Address /Head office address	Số cổ phiếu sở hữu cuối kỳ Number of shares owned at the end of the period	Tỷ lệ sở hữu cổ phiếu cuối kỳ Percentage of shares owned at the end of the period	Thời điểm bắt đầu là người có liên quan của công ty/người nội bộ Time the person became an affiliated person/ internal person	Thời điểm không còn là người có liên quan của công ty/người nội bộ Time the person ceased to be an affiliated person/ internal person	Lý do (khi phát sinh thay đổi liên quan đến mục 13 và 14) Reasons (when arising changes related to sections of 13 and 14)	Ghi chú (về việc không có số Giấy NSH và các ghi chú khác) Notes (i.e. not in possession of a NSH No. and other notes)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
1		Nguyễn Thị Ngọc Diệp		Nhân viên Phòng Kế hoạch – Kinh doanh Xuất Nhập Khẩu / Sales & Import- Export Staff		CMND ID Card No.	046197000947	22/04/2021	Cục Cảnh sát Quản lý Hành chính về Trật tự XH / Police Department for Administrative Management of Social Order	KCN Phú Bãi, Phường Phú Bãi, Thành phố Huế/ Phu Bai industrial zone, Phu Bai ward, Hue City						
1.01		Bạch Thị Ngọc Anh			Me Mother	CMND ID Card No.	046163008750	11/08/2021	Cục Cảnh sát Quản lý Hành chính về Trật tự XH / Police Department for Administrative Management of Social Order	9/30 Hoàng Phan Thái, Hương Thủy, Huế/ No. 9/30 Hoang Phan Thai, Huong Thuy, Hue						

Stt No.	Mã CK Securities symbol	Họ tên Name	Tài khoản giao dịch chứng khoán (nếu có) Securities trading accounts (if available)	Chức vụ tại công ty (nếu có) Position at the company (if available)	Mối quan hệ đối với công ty/người nội bộ Relationship with the company/ internal person	Loại hình Giấy NSH (*) (CMND/Passport/ Giấy ĐKKD) Type of documents(ID/ Passport/ Business Registration Certificate)	Số Giấy NSH (*) NSH No.	Ngày cấp Date of issue	Nơi cấp Place of issue	Địa chỉ trụ sở chính/Địa chỉ liên hệ Address /Head office address	Số cổ phiếu sở hữu cuối kỳ Number of shares owned at the end of the period	Tỷ lệ sở hữu cổ phiếu cuối kỳ Percentage of shares owned at the end of the period	Thời điểm bắt đầu là người có liên quan của công ty/người nội bộ Time the person became an affiliated person/ internal person	Thời điểm không còn là người có liên quan của công ty/người nội bộ Time the person ceased to be an affiliated person/ internal person	Lý do (khi phát sinh thay đổi liên quan đến mục 13 và 14) Reasons (when arising changes related to sections of 13 and 14)	Ghi chú (về việc không có số Giấy NSH và các ghi chú khác) Notes (i.e. not in possession of a NSH No. and other notes)
1.02		Lê Thanh Hùng			Bố chồng Father-in-law	CMND ID Card No.	046070001795	16/04/2021	Cục Cảnh sát Quản lý Hành chính về Trật tự Xã hội / Police Department for Administrative Management of Social Order	3/10 Dương Khuê, Hương Thủy, Huế/ No. 3/10 Duong Khue, Huong Thuy, Hue						
1.03		Trần Thị Thanh Tâm			Mẹ chồng Mother-in-law	CMND ID Card No.	046174001821	16/04/2021	Cục Cảnh sát Quản lý Hành chính về Trật tự XH / Police Department for Administrative Management of Social Order	3/10 Dương Khuê, Hương Thủy, Huế/ No. 3/10 Duong Khue, Huong Thuy, Hue						

Stt No.	Mã CK Securities symbol	Họ tên Name	Tài khoản giao dịch chứng khoán (nếu có) Securities trading accounts (if available)	Chức vụ tại công ty (nếu có) Position at the company (if available)	Mối quan hệ đối với công ty/người nội bộ Relationship with the company/ internal person	Loại hình Giấy NSH (*) (CMND/Passport/ Giấy ĐKKD) Type of documents(ID/ Passport/ Business Registration Certificate)	Số Giấy NSH (*)/ NSH No.	Ngày cấp Date of issue	Nơi cấp Place of issue	Địa chỉ trụ sở chính/Địa chỉ liên hệ Address /Head office address	Số cổ phiếu sở hữu cuối kỳ Number of shares owned at the end of the period	Tỷ lệ sở hữu cổ phiếu cuối kỳ Percentage of shares owned at the end of the period	Thời điểm bắt đầu là người có liên quan của công ty/người nội bộ Time the person became an affiliated person/ internal person	Thời điểm không còn là người có liên quan của công ty/người nội bộ Time the person ceased to be an affiliated person/ internal person	Lý do (khi phát sinh thay đổi liên quan đến mục 13 và 14) Reasons (when arising changes related to sections of 13 and 14)	Ghi chú (về việc không có số Giấy NSH và các ghi chú khác) Notes (i.e. not in possession of a NSH No. and other notes)
1.04		Lê Thanh Sơn		Bảo trì Worker	Chồng Husband	CMND ID Card No.	046095009541	15/08/2021	Cục Cảnh sát Quản lý Hành chính về Trật tự XH / Police Department for Administrative Management of Social Order	3/10 Dương Khue, Hương Thủy, Huế/ No. 3/10 Duong Khue, Huong Thuy, Hue						
1.05		Lê Thanh Minh Quân			Con trai Son	Không có				3/10 Dương Khue, Hương Thủy, Huế/ No. 3/10 Duong Khue, Huong Thuy, Hue						Lý do không có số Giấy NSH: còn nhỏ

Stt No.	Mã CK Securities symbol	Họ tên Name	Tài khoản giao dịch chứng khoán (nếu có) Securities trading accounts (if available)	Chức vụ tại công ty (nếu có) Position at the company (if available)	Mối quan hệ đối với công ty/người nội bộ Relationship with the company/ internal person	Loại hình Giấy NSH (*) (CMND/Passport/ Giấy ĐKKD) Type of documents(ID/ Passport/ Business Registration Certificate)	Số Giấy NSH (*)/ NSH No.	Ngày cấp Date of issue	Nơi cấp Place of issue	Địa chỉ trụ sở chính/Địa chỉ liên hệ Address /Head office address	Số cổ phiếu sở hữu cuối kỳ Number of shares owned at the end of the period	Tỷ lệ sở hữu cổ phiếu cuối kỳ Percentage of shares owned at the end of the period	Thời điểm bắt đầu là người có liên quan của công ty/người nội bộ Time the person became an affiliated person/ internal person	Thời điểm không còn là người có liên quan của công ty/người nội bộ Time the person ceased to be an affiliated person/ internal person	Lý do (khi phát sinh thay đổi liên quan đến mục 13 và 14) Reasons (when arising changes related to sections of 13 and 14)	Ghi chú (về việc không có số Giấy NSH và các ghi chú khác) Notes (i.e. not in possession of a NSH No. and other notes)
1.06		Nguyễn Xuân Nghiêm			Anh trai Older brother	CMND ID Card No.	046086010541	27/12/2021	Cục Cảnh sát Quản lý Hành chính về Trật tự XH / Police Department for Administrative Management of Social Order	9/30 Hoàng Phan Thái, Hương Thủy, Huế/ No. 9/30 Hoang Phan Thai, Huong Thuy, Hue						
1.07		Nguyễn Thị Ngọc Thúy			Chị gái Older sister	CMND ID Card No.	046192017907	26/02/2022	Cục Cảnh sát Quản lý Hành chính về Trật tự XH / Police Department for Administrative Management of Social Order	Thôn Dâu Sơn, xã Cam Lâm, tỉnh Khánh Hòa/ Dau Son Hamlet, Cam Lam Commune, Khanh Hoa Province						

Stt No.	Mã CK Securities symbol	Họ tên Name	Tài khoản giao dịch chứng khoán (nếu có) Securities trading accounts (if available)	Chức vụ tại công ty (nếu có) Position at the company (if available)	Mối quan hệ đối với công ty/người nội bộ Relationship with the company/ internal person	Loại hình Giấy NSH (*) (CMND/Passport/ Giấy ĐKKD) Type of documents(ID/ Passport/ Business Registration Certificate)	Số Giấy NSH (*)/ NSH No.	Ngày cấp Date of issue	Nơi cấp Place of issue	Địa chỉ trụ sở chính/Địa chỉ liên hệ Address /Head office address	Số cổ phiếu sở hữu cuối kỳ Number of shares owned at the end of the period	Tỷ lệ sở hữu cổ phiếu cuối kỳ Percentage of shares owned at the end of the period	Thời điểm bắt đầu là người có liên quan của công ty/người nội bộ Time the person became an affiliated person/ internal person	Thời điểm không còn là người có liên quan của công ty/người nội bộ Time the person ceased to be an affiliated person/ internal person	Lý do (khi phát sinh thay đổi liên quan đến mục 13 và 14) Reasons (when arising changes related to sections of 13 and 14)	Ghi chú (về việc không có số Giấy NSH và các ghi chú khác) Notes (i.e. not in possession of a NSH No. and other notes)
1.08		Nguyễn Thị Ngọc Huyền			Chị gái Older sister	CMND ID Card No.	046195001182	22/04/2021	Cục Cảnh sát Quản lý Hành chính về Trật tự XH / Police Department for Administrative Management of Social Order	9/30 Hoàng Phan Thái, Hương Thủy, Huế/ No. 9/30 Hoang Phan Thai, Huong Thuy, Hue						
1.09		Nguyễn Thị Thu Sương			Chị dâu Sister-in-law	CMND ID Card No.	046187001265	19/04/2021	Cục Cảnh sát Quản lý Hành chính về Trật tự XH / Police Department for Administrative Management of Social Order	Thôn Phú Thành, xã Phú Riềng, TP Đồng Nai/ Phu Thanh Hamlet, Phu Rieng Commune, Dong Nai City						

Stt No.	Mã CK Securities symbol	Họ tên Name	Tài khoản giao dịch chứng khoán (nếu có) Securities trading accounts (if available)	Chức vụ tại công ty (nếu có) Position at the company (if available)	Mối quan hệ đối với công ty/người nội bộ Relationship with the company/ internal person	Loại hình Giấy NSH (*) (CMND/Passport/ Giấy ĐKKD) Type of documents(ID/ Passport/ Business Registration Certificate)	Số Giấy NSH (*)/ NSH No.	Ngày cấp Date of issue	Nơi cấp Place of issue	Địa chỉ trụ sở chính/Địa chỉ liên hệ Address /Head office address	Số cổ phiếu sở hữu cuối kỳ Number of shares owned at the end of the period	Tỷ lệ sở hữu cổ phiếu cuối kỳ Percentage of shares owned at the end of the period	Thời điểm bắt đầu là người có liên quan của công ty/người nội bộ Time the person became an affiliated person/ internal person	Thời điểm không còn là người có liên quan của công ty/người nội bộ Time the person ceased to be an affiliated person/ internal person	Lý do (khi phát sinh thay đổi liên quan đến mục 13 và 14) Reasons (when arising changes related to sections of 13 and 14)	Ghi chú (về việc không có sổ Giấy NSH và các ghi chú khác) Notes (i.e. not in possession of a NSH No. and other notes)
1.10		Nguyễn Văn Lý			Anh rể Brother-in- law	CMND ID Card No.	066089006741	28/06/2021	Cục Cảnh sát Quản lý Hành chính về Trật tự XH / Police Department for Administrative Management of Social Order	Thôn Dấu Sơn, xã Cam Lâm, tỉnh Khánh Hòa/ Dau Son Hamlet, Cam Lam Commune, Khanh Hoa Province						
1.11		Bùi Bá Khanh			Anh rể Brother-in- law	CMND ID Card No.	046090010871	15/03/2022	Cục Cảnh sát Quản lý Hành chính về Trật tự XH / Police Department for Administrative Management of Social Order	9/30 Hoàng Phan Thái, Hương Thụy, Huế/ No. 9/30 Hoang Phan Thai, Huong Thuy, Hue						

Stt No.	Mã CK Securities symbol	Họ tên Name	Tài khoản giao dịch chứng khoán (nếu có) Securities trading accounts (if available)	Chức vụ tại công ty (nếu có) Position at the company (if available)	Mối quan hệ đối với công ty/người nội bộ Relationship with the company/ internal person	Loại hình Giấy NSH (*) (CMND/Passport/ Giấy ĐKKD) Type of documents(ID/ Passport/ Business Registration Certificate)	Số Giấy NSH (*)/ NSH No.	Ngày cấp Date of issue	Nơi cấp Place of issue	Địa chỉ trụ sở chính/Địa chỉ liên hệ Address /Head office address	Số cổ phiếu sở hữu cuối kỳ Number of shares owned at the end of the period	Tỷ lệ sở hữu cổ phiếu cuối kỳ Percentage of shares owned at the end of the period	Thời điểm bắt đầu là người có liên quan của công ty/người nội bộ Time the person became an affiliated person/ internal person	Thời điểm không còn là người có liên quan của công ty/người nội bộ Time the person ceased to be an affiliated person/ internal person	Lý do (khi phát sinh thay đổi liên quan đến mục 13 và 14) Reasons (when arising changes related to sections of 13 and 14)	Ghi chú (về việc không có số Giấy NSH và các ghi chú khác) Notes (i.e. not in possession of a NSH No, and other notes)
1.12		Lê Thị Cầm Nhưng			Em chồng / Husband's sister	CMND ID Card No.	046199009363	06/12/2024	Bộ Công An / Ministry of Public Security	Dạ Lê, Phường Thanh Thủy, Huế / Đa Lê, Thanh Thủy Ward, Hue						
1.13		Lê Thị Cầm Vân			Em chồng / Husband's sister	CMND ID Card No.	046301000862	29/01/2026	Bộ Công An / Ministry of Public Security	3/10 Dương Khue, Hương Thủy, Huế / No. 3/10 Dương Khue, Huong Thủy, Hue						

Sit No.	Mã CK Securities symbol	Họ tên Name	Tài khoản giao dịch chứng khoán (nếu có) Securities trading accounts (if available)	Chức vụ tại công ty (nếu có) Position at the company (if available)	Mối quan hệ đối với công ty/người nội bộ Relationship with the company/ internal person	Loại hình Giấy NSH (*) (CMND/Passport/ Giấy ĐKKD) Type of documents(ID/ Passport/ Business Registration Certificate)	Số Giấy NSH (*)/ NSH No.	Ngày cấp Date of issue	Nơi cấp Place of issue	Địa chỉ trụ sở chính/Địa chỉ liên hệ Address /Head office address	Số cổ phiếu sở hữu cuối kỳ Number of shares owned at the end of the period	Tỷ lệ sở hữu cổ phiếu cuối kỳ Percentage of shares owned at the end of the period	Thời điểm bắt đầu là người có liên quan của công ty/người nội bộ Time the person became an affiliated person/ internal person	Thời điểm không còn là người có liên quan của công ty/người nội bộ Time the person ceased to be an affiliated person/ internal person	Lý do (khi phát sinh thay đổi liên quan đến mục 13 và 14) Reasons (when arising changes related to sections of 13 and 14)	Ghi chú (về việc không có số Giấy NSH và các ghi chú khác) Notes (i.e. not in possession of a NSH No. and other notes)
1.14		Nguyễn Trung Cường			Em rể chồng/ Brother-in- law	CMND ID Card No.	046091013606	15/08/2021	Cục Cảnh sát Quản lý Hành chính về Trật tự XH / Police Department for Administrative Management of Social Order	Dã Lễ, Phường Thanh Thủy, Huế / Da Le, Thanh Thuy Ward, Hue						

No: 310/TTr-HĐQT

Hue City, August 24th 2026

PROPOSAL

Reg: Amendment and supplementation of certain provisions of the Company's Charter, Internal Regulations on Corporate Governance, Regulations on the Operation of the Board of Directors, and Regulations on the Operation of the Supervisory Board

Respectfully Shareholders and Delegates of Phu Bai Spinning Mill Joint Stock Company

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and the Law on Enterprises amending and supplementing certain provisions, No. 76/2025/QH15 dated June 17, 2025, promulgated by the National Assembly of the Socialist Republic of Vietnam;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and the Law on Securities amending and supplementing certain provisions, No. 56/2024/QH15 dated November 29, 2024, promulgated by the National Assembly of the Socialist Republic of Vietnam;

Pursuant to Government Decree No. 155/2020/ND-CP dated December 31, 2020, and Government Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing Decree No. 155/2020/ND-CP detailing the implementation of certain provisions of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020;

The Charter on Organization and Operation of Phu Bai Spinning Mill Joint Stock Company (the "Company Charter") and the Regulations on the Operation of the Board of Directors were approved by the General Meeting of Shareholders ("GMS") on April 18th, 2025; the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Supervisors were approved by the General Meeting of Shareholders on April 23rd, 2021.

In recent years, there have been a number of amendments and supplements to the applicable laws, notably the Law on Securities amended and supplemented on November 29, 2024, the Law on Enterprises amended and supplemented on June 17, 2025, and Government Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing Decree No. 155/2020/ND-CP detailing the implementation of certain provisions of the Law on Securities. Therefore, in order to ensure that the Charter and the Company's internal corporate governance regulations, rules and procedures comply with applicable laws and to further enhance the effectiveness and efficiency of corporate governance, the Board of Directors ("BOD"), together with the Board of Supervisors ("BOS") and the Executive Management ("EM"), has reviewed and proposed amendments and supplements to certain provisions of the Charter, the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors of Phu Bai Spinning Mill Joint Stock Company. These amendments and supplements are intended to ensure that such documents are increasingly complete, comprehensive and rigorous, and consistent with the latest applicable legal requirements, without changing the fundamental nature or objectives of the Company's governance, thereby promptly addressing shortcomings and limitations arising during implementation.



The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following matters:

1. Approval of the proposed amendments and supplements to certain provisions of the Charter on Organization and Operation of Phu Bai Spinning Mill Joint Stock Company; and the proposed amendments and supplements to certain provisions of the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors of Phu Bai Spinning Mill Joint Stock Company.
 - *Details of certain articles and clauses to be amended and supplemented: As set out in the accompanying explanatory tables, including:*
 1. *Explanatory Statement on the amendments and supplements to the Company Charter (11th amendment);*
 2. *Explanatory Statement on the amendments and supplements to the Internal Regulations on Corporate Governance;*
 3. *Explanatory Statement on the amendments and supplements to the Regulations on the Operation of the Company's Board of Directors;*
 4. *Explanatory Statement on the amendments and supplements to the Regulations on the Operation of the Company's Board of Supervisors.*
2. Based on the matters set out in Section 1 above, the General Meeting of Shareholders authorizes the Chairperson of the Board of Directors, or the General Director, or the Company's Legal Representative, or the Head of the Board of Supervisors, depending on the respective authority of each level as prescribed by law, to be responsible for organizing and completing the following tasks:
 - a. Proactively update and incorporate the amendments and supplements proposed in the Submission and other contents (if necessary) into the Company Charter, the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Company's Board of Directors, and the Regulations on the Operation of the Company's Board of Supervisors, including matters of form and presentation, ensuring consistency with the contents newly approved by the Extraordinary General Meeting of Shareholders and compliance with the Law on Enterprises, the Law on Securities, other relevant applicable laws and regulations, while ensuring the legitimate rights and interests of the Company's shareholders.
 - b. Sign and promulgate; register and/or submit the officially promulgated Charter and Regulations to the competent authorities or relevant entities, as required.

The officially promulgated new Charter and Regulations approved by the General Meeting of Shareholders shall replace the existing Charter and Regulations previously approved by the General Meeting of Shareholders of Phu Bai Spinning Mill Joint Stock Company.

Respectfully submitted.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

*** Recipients:**

- Shareholders;
- Board of Directors;
- Supervisory Board;
- Information Disclosure Officer;
- The Company's Website;
- Archives (Administration, Accounting & Finance).



Phạm Văn Tân

EXPLANATORY TABLE

CERTAIN AMENDMENTS AND SUPPLEMENTS IN THE DRAFT CHARTER ON ORGANIZATION AND OPERATION OF PHU BAI SPINNING MILL JOINT STOCK COMPANY – 11th AMENDMENT

(Enclosed with Submission No. 310/TTTr-HĐQT dated 24/08/2026)

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
PREAMBLE			
	This Charter was adopted under Resolution No. 147/NQ-DHĐCĐ-2025 dated 18 April 2025 of the 2025 Annual General Meeting of Shareholders of Phu Bai Spinning Mill Joint Stock Company.	The Charter on organization and operation of Phu Bai Spinning Mill Joint Stock Company (hereinafter referred to as “this Charter”) is the legal basis for all activities of Phu Bai Spinning Mill Joint Stock Company (hereinafter referred to as the “Company”) in the form of a joint stock company in accordance with the Law on Enterprises and other relevant provisions of law. This Charter, together with the resolutions of the General Meeting of Shareholders, the resolutions of the Board of Directors and other decisions issued by the Company, if duly adopted in accordance with the provisions of law, shall be the binding rules and regulations governing the conduct of the Company’s business. This Charter was adopted under Resolution No. /NQ-DHĐCĐBT dated 24 August 2026 of the General Meeting of Shareholders (hereinafter referred to as the “Charter”) and is made in both Vietnamese and English. In the event of any discrepancy in content between the English Charter and the Vietnamese Charter, the Vietnamese Charter shall prevail.	- To affirm the legal validity and effect of the Charter. - Under point e, clause 1, Article 11 of Circular 96/2020/TT-BTC, the Company must disclose information when amending /supplementing the Charter; and under clause 1, Article 4 of Circular 68/2024/TT-BTC, the Company (owner’s equity of VND 262 billion as of 31/3/2026, being a large-scale public company) must make extraordinary disclosures in English (including Charter amendments) alongside Vietnamese from 01/01/2026.

No.	Current provision <i>(Italic, bold, strikethrough = deleted or amended)</i>	Draft provision <i>(Italic, bold = amended/supplemented)</i>	Reason
CHAPTER I. GENERAL PROVISIONS			
1	Article 1. Interpretation of terms		
	1. In this Charter, the following terms are understood as follows: [...] c. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17 June 2020; d. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 26 November 2019; [...] j. "Major shareholder" means a shareholder prescribed in clause 18, Article 4 of the Law on Securities; [...] n. <i>Not yet provided</i> o. <i>Not yet provided</i> p. <i>Not yet provided</i>	1. In this Charter, the following terms are understood as follows: [...] c. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed on 17 June 2020 and any laws amending, supplementing or replacing it (if any) in effect at the time of adoption of this Charter; d. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed on 26 November 2019 and any laws amending, supplementing or replacing it (if any) in effect at the time of adoption of this Charter; [...] j. "Major shareholder" means a shareholder owning five (05)% or more of the total voting shares of the Company; [...] n. "Legal papers of an individual" means one of the following: Identity card, Citizen Identity card, Passport, or other lawful personal identification papers; o. "Person having a family relationship" includes spouse, biological/adoptive parents, parents-in-law, biological/adopted children, children-in-law, siblings, siblings-in-law, and the siblings of the spouse; p. "Beneficial owner of the Company" means one or more individuals who ultimately, directly or indirectly, own or in fact control the Company, or the manager	- To cover the amending/supplementing laws: the 2022 and 2025 laws amending the Law on Enterprises; - To cover the 2024 law amending the Law on Securities. - To specify clause 18, Article 4 of the 2019 Law on Securities. - Added under point (c), clause 1, Article 1 of the 2025 amended Law on Enterprises; a term frequently used in this Charter. - Added under clause 22, Article 4 of the 2020 Law on Enterprises; a frequently used term.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
		<i>with the greatest authority to act on behalf of the Company, as determined by law.</i>	- Added under point (d), clause 1, Article 1 of the 2025 Law on Enterprises; Article 17 of Decree 168/2025/ND-CP (amended by Article 3 of Decree 296/2026/ND-CP).
CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY			
2	Article 2. Name, form, head office, branches, representative offices, business locations and operating term of the Company		
	3. The registered head office of the Company is: - Address: Phu Bai Industrial Park, Phu Bai Ward, Huong Thuy Town , Hue City, Vietnam.	3. The registered head office of the Company is: - Address: Phu Bai Industrial Park, Phu Bai Ward, Hue City, Vietnam.	Updated in line with the two-tier local government arrangement.
3	Article 3. Legal representative of the Company		
	1. The Company has one (01) legal representative who is the General Director .	1. The Company has one (01) legal representative who is the Chairperson of the Board of Directors .	Changed from the General Director to the Chairperson of the Board of Directors.
	2. The powers and obligations of the legal representative are exercised in accordance with Article 37 of this Charter and relevant law.	2. The powers and obligations of the legal representative are exercised in accordance with clause 3, Article 30 of this Charter and relevant law.	Because clause 3, Article 30 on the rights and responsibilities of the Chairperson as legal representative is newly added, a specific cross-reference is needed.
	3. Not yet provided	3. The legal representative of the Company shall bear personal liability under the law for any damage caused to the Company due to a breach of the responsibilities prescribed in clause 1, Article 13 of the Law on Enterprises.	Added under clause 4, Article 1 of the 2025 Law on Enterprises.

No.	Current provision (Italic, bold, strikethrough = deleted or amended)	Draft provision (Italic, bold = amended/supplemented)	Reason
CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY			
4	Article 4. Business lines and operating objectives of the Company		
	1. The Company's business lines are all business lines in accordance with the Company's Enterprise Registration Certificate.	1. The Company's business lines are all business lines not prohibited by law and approved by the General Meeting of Shareholders <i>At the same time, certain names and codes of the Company's business lines are amended (see details in the 11th Draft Charter)</i>	- The Enterprise Registration Certificate no longer records business lines; the law allows enterprises to conduct any non-prohibited lines. - To conform with Decision 36/2025/QĐ-TTg on the Vietnamese economic sector system.
5	Article 5. Scope of business and operations		
	1. The Company may plan and conduct all business activities under its registered business lines, having notified changes to the business registration authority and published them on the National Business Registration Portal. 2. The Company may conduct business in other fields permitted by law and approved by the General Meeting of Shareholders.	Delete entirely (From here on, subsequent articles and cross-references are renumbered/updated)	This Article duplicates Article 4 of the Draft Charter (after amendment).
CHAPTER IV. CHARTER CAPITAL, SHARES			
6	Article 5. Charter capital, shares		
	6. The name, address, number of shares and other information on the founding shareholders as prescribed by the Law on Enterprises are set out in Appendix I attached. This Appendix is part of this Charter.	Delete this content in full together with Appendix 1.	The Company has operated for more than 3 years; information on founding shareholders is not necessarily required.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
7	Article 9. Other securities certificates		
	The Company may issue bonds, convertible bonds and other bonds as prescribed by law. The Board of Directors decides the type of bonds, the total value of bonds and the time of issuance.	1. The Company may issue bonds, convertible bonds and other bonds as prescribed by law. The Board of Directors <i>proposes to the General Meeting of Shareholders the issuance of bonds convertible into shares and bonds with warrants allowing the holder to purchase shares at a predetermined price. Except for the two above types, the Board of Directors may decide the issuance of other bonds, the total value and time of issuance, but must report to the General Meeting of Shareholders at the nearest meeting.</i>	Added to clarify the scope of authority of the General Meeting of Shareholders and the Board of Directors, and to provide flexibility when issuing non-convertible securities (to be reflected in the rights/obligations of the GMS and BOD in this Draft Charter).
CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS			
8	Article 13. Rights of shareholders		
	2. Ordinary shareholders have the following rights: a. To attend and speak at meetings of the GMS and to vote directly or through an authorized representative or by another form (such as remote voting) as prescribed by law. Each ordinary share carries one vote; [...] g. Where the Company is dissolved or bankrupt, to receive a portion of the remaining assets in proportion to their shareholding;	2. Ordinary shareholders have the following rights: a. To attend and speak at meetings of the GMS and to vote directly or through an authorized representative <i>or to vote by sending ballots by post, or by voting at an online conference, electronic voting or other electronic form as prescribed by law.</i> Each ordinary share carries one (01) vote; [...] g. Where the Company is dissolved or bankrupt, to receive a portion of the remaining assets in proportion to their shareholding <i>after the Company has paid its debts (including obligations to the State, taxes and fees) and paid shareholders holding other classes of shares as prescribed by law;</i>	Listing the voting forms for convenience, flexibility in practice and best protection of ordinary shareholders' rights. Added to clarify and conform with the rules on dissolution (Art. 208.6 of the 2020 LOE) and bankruptcy (Art. 46.2 of the 2025 Law on Recovery and Bankruptcy).

No.	Current provision <i>(Italic, bold, strikethrough = deleted or amended)</i>	Draft provision <i>(Italic, bold = amended/supplemented)</i>	Reason
	3. A shareholder or group holding five (05)% or more of the total ordinary shares has the following rights: a. To request the convening of a GMS in the following cases: [...] <i>Not yet provided</i>	3. A shareholder or group holding five (05)% or more of the total ordinary shares has the following rights: a. To request the convening of a GMS in the following cases: [...] <i>A request to convene a GMS must be in writing and contain the full name, contact address, nationality and personal legal-paper number for individual shareholders; the name, head-office address, enterprise code or legal-paper number for institutional shareholders; the number of shares and time of share registration of each shareholder, the total shares of the group and their shareholding ratio; the reason and purpose of the request; and bear the full signatures of the shareholders concerned, or be made in several counterparts collecting their signatures.</i> <i>The request must be accompanied by documents and evidence of the Board of Directors' violations, the level thereof, or the decision beyond authority. The shareholder(s) are fully liable before the law for the accuracy and truthfulness of the documents and evidence provided.</i>	Under clause 18, Article 1 of the 2025 LOE, and to clarify the cases and accompanying dossier for shareholders to request a GMS.
9	Article 14. Obligations of shareholders <i>7. Not yet provided</i> <i>8. Not yet provided</i>	<i>7. To provide full and accurate information within five (05) working days from receipt of the Company's written request or upon any change of information, so that the Company can determine its beneficial owner as prescribed by law;</i> <i>8. To bear personal liability for the costs of directly or jointly requesting the convening of a GMS for inappropriate reasons;</i>	So that the Company can determine and declare the beneficial owner under Article 4 of Decree 296/2026/NĐ-CP, shareholders must provide full and accurate information. Under clause 20, Article 1 of the 2025 LOE, only reasonable costs

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
			of convening/conducting a GMS are reimbursed; hence a shareholder convening for inappropriate reasons bears personal liability for the costs.
10	Article 15. The General Meeting of Shareholders		
	4. Convening an extraordinary GMS The Board of Directors must convene a GMS within thirty (30) days from the date the remaining number of BOD members, non-executive BOD members or Supervisory Board members falls below point (b), clause 3 of this Article, or upon receipt of the request under points (c) and (d), clause 3. Where the Board of Directors fails to convene a GMS under point (a), clause 4 of this Article, within the following thirty (30) days the Supervisory Board must, in place of the Board of Directors, convene the GMS.	4. Convening an extraordinary GMS The Board of Directors must convene a GMS within thirty (30) days from the date the remaining number of BOD members, non-executive BOD members or Supervisory Board members falls below point (b), clause 3 of this Article, or upon receipt of the request under points (c) and (d), clause 3. <i>Where the Board of Directors fails to convene the GMS as prescribed, the Chairperson and the members of the Board of Directors shall be liable before the law and must compensate for the damage caused to the Company;</i> Where the Board of Directors fails to convene a GMS under point (a), clause 4 of this Article, within the following thirty (30) days the Supervisory Board must, in place of the Board of Directors, convene the GMS. <i>Where the Supervisory Board fails to convene the GMS as prescribed, the Supervisory Board shall be liable before the law and must compensate for the damage caused to the Company;</i>	Added under clause 2, Article 140 of the 2020 LOE to clarify the Board of Directors' responsibility. Added under clause 3, Article 140 of the 2020 LOE to clarify the Supervisory Board's responsibility.
11	Article 16. Rights and obligations of the General Meeting of Shareholders		
	1. The GMS has the following rights and obligations: [...]	Merge clauses 1 and 2 into clause 1, removing duplication without changing content: 1. The GMS has the following rights and obligations:	Clauses 1 and 2 had similar content; merged and de-duplicated to make the Charter more concise.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>) (See details in the 11th Draft Charter)	Reason
	2. The annual and extraordinary GMS adopt decisions on the following matters:		
12	Article 17. Authorized representative and person authorized to attend the General Meeting of Shareholders		
	1. An institutional shareholder may appoint one or more authorized representatives to exercise its shareholder rights as prescribed by law.	1. An institutional shareholder may appoint one or more authorized representatives to exercise its shareholder rights as prescribed by law. An institutional shareholder holding at least ten (10)% of the total voting ordinary shares may appoint up to five (05) authorized representatives. The appointment, termination or change in this case must be notified in writing to the Company as soon as possible, with the following principal contents: a. Name, enterprise code or establishment-decision number of the Shareholder; b. Number and class of shares and the date of shareholder registration at the Company; c. Number, full name, contact address and personal legal-paper number of the authorized representative(s); d. Number of shares and ratio under authorized representation; e. Term of authorized representation (stating the commencement or termination date (if any)); f. Full name and signature of the authorized representative and the legal representative of the shareholder.	Amended/supplemented under point b, clause 2 and clause 4, Article 14 of the 2020 LOE to clarify the number and notification procedure for authorized representatives of institutional shareholders.
	5. The person convening the GMS may reject proposals relating to clause 4 of this Article in the following cases:	5. The person convening the GMS may reject proposals relating to clause 4 of this Article in the following cases: When rejecting a proposal in the above cases, the convener must reply in writing to the shareholder(s)	Added under clause 3, Article 142 of the 2020 LOE to clarify the convener's responsibility and avoid disputes.

No.	Current provision (Italic, bold, strikethrough = deleted or amended)	Draft provision (Italic, bold = amended/supplemented)	Reason
		that made the proposal, clearly stating the reason, at least two (02) working days before the opening date of the GMS.	
13	Article 22. Conditions for a resolution of the General Meeting of Shareholders to be adopted		
	3. Not yet provided	3. The election of BOD members and Supervisors shall be by cumulative voting, whereby each shareholder has a total number of votes equal to the total shares owned multiplied by the number of BOD members or Supervisors to be elected, and may cast all or part of their votes for one or several candidates. Elected persons are determined by votes from highest to lowest until the required number is reached. Where two (02) or more candidates have equal votes for the last seat, a re-election is held among them or a selection is made under the election regulations. Where the number is insufficient, the GMS re-elects until complete.	Added under clause 3, Article 148 of the 2020 LOE to make the Charter clearer and more complete.
14	Article 23. Authority and procedures for collecting written opinions of shareholders to adopt a GMS resolution		
	Not yet provided	1. Any GMS resolution may be adopted by collecting written opinions of shareholders, except the annual GMS and resolutions on the following matters, which must be adopted at a meeting of the GMS: a. Election, dismissal or removal of BOD members and the Supervisory Board (Supervisors); b. Reorganization or dissolution of the Company.	Added to reduce GMS meeting procedures by allowing written opinion collection, saving costs while complying with law.
15	Article 24. Minutes of the General Meeting of Shareholders		
	1. The GMS meeting must be minuted and may be audio-recorded or stored electronically. The minutes must be in Vietnamese, and may also be	1. The GMS meeting must be minuted and may be audio-recorded or stored electronically. The minutes must be made in Vietnamese and English, both of equal legal	- Added under Article 11 of Circular 96/2020/TT-BTC and clause 1, Article 4 of Circular

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	made in a foreign language, and contain the following principal contents: Name, head office address, enterprise code; Time and venue of the GMS; agenda and content of the meeting; Full names of the chairperson and secretary; Summary of the proceedings and opinions expressed on each agenda item; Number of shareholders and total votes of attendees, appendix listing registered shareholders/representatives with corresponding shares and votes; Total votes on each matter, specifying the voting method, valid/invalid votes, in favour/against/abstention, and corresponding ratios; Matters adopted and corresponding voting ratios; Full names and signatures of the chairperson and secretary. Where they refuse to sign, the minutes are effective if signed by all other attending BOD members and containing the required content; the minutes must note the refusal to sign.	<i>validity, and contain all the contents prescribed in clause 1, Article 150 of the Law on Enterprises; in the event of any discrepancy between the Vietnamese and English minutes, the Vietnamese minutes prevail.</i>	68/2025/TT-BTC: a large-scale public company must make extraordinary disclosures in both Vietnamese and English. - Trimming content and cross-referencing clause 1, Article 150 of the LOE for the main content of GMS minutes to make the Charter more concise.
CHAPTER VII. THE BOARD OF DIRECTORS			
16	Article 26. Self-nomination and nomination of members of the Board of Directors 1. Where BOD candidates have been pre-determined, ... [...]	1. Where BOD candidates have been pre-determined, ... [...]	Added under clause 78, Article 1 of Decree 245/2025/NĐ-CP.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	e. The companies in which the candidate holds the position of BOD member and other managerial titles;	e. The companies in which the candidate holds the position of BOD member <i>or member of the Members' Council and/or</i> other managerial titles;	
	4. Standards and conditions for BOD membership: [...] c. For a subsidiary in which the State owns more than 50% of Charter capital, a BOD member may not be the spouse, biological/adoptive parent, biological/adopted child, sibling, or sibling-in-law of the General Director and other managers; may not be a related person of the manager or of the person authorized to appoint managers of the parent company. d. <i>Not yet provided</i> e. <i>Not yet provided</i>	4. Standards and conditions for BOD membership: [...] c. <i>Not being a person having a family relationship with the General Director and other managers of the Company; or with the manager or person with management authority of the parent company;</i> d. <i>A BOD member of the Company may concurrently be a BOD member or Members' Council member of at most five (05) other companies;</i> e. <i>The Chairperson of the Board of Directors may not concurrently hold the position of General Director of the Company.</i>	Amended under point d, clause 1, Article 155 of the 2020 LOE and made concise since "person having a family relationship" is now defined in Article 1 of this Draft Charter. Added under clause 3, Article 275 of Decree 155/2020/NĐ-CP (amended by clause 78, Article 1 of Decree 245/2025/NĐ-CP). Moved up from clause 2, Article 30, since the Chairperson is also a BOD member and the Charter has no separate standards for the Chairperson.
17	Article 27. Composition and term of members of the Board of Directors		
	3. The composition of BOD members is as follows: The BOD composition must ensure at least one third (1/3) of the total BOD members are non-executive members.—The Company minimizes BOD members concurrently holding executive positions to ensure BOD independence. The	3. The composition of BOD members is as follows: a. <i>At least one (01) non-executive member where the BOD has three (03) to five (05) members;</i> b. <i>At least two (02) non-executive members where the BOD has six (06) to eight (08) members;</i>	Amended under clause 79, Article 1 of Decree 245/2025/NĐ-CP.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	minimum number of non-executive members is determined by founding down.	c. <i>At least three (03) non-executive members where the BOD has nine (09) to eleven (11) members.</i> The Company minimizes BOD members concurrently holding executive positions to ensure BOD independence.	
18	Article 28. Powers and obligations of the Board of Directors		
	2. The powers and obligations of the BOD are prescribed by law, the Charter and the GMS. Specifically, the BOD has the following powers and <i>duties</i>: a. To decide the strategy, medium-term development plan and annual business plan of the Company; [...] d. To decide the offering of bonds, shares and convertible securities where authorized by the GMS; e. To decide the buy-back of shares under clauses 1 and 2, Article 133 of the LOE;	2. The powers and obligations of the BOD are prescribed by law, this Charter, the Company's internal management regulations and GMS resolutions. Specifically: a. To decide the strategy, medium-term development plan and annual production/business plan (<i>including market, customer, product and new-product development plans; financial plans; annual/medium-term investment plans or project portfolios</i>) on the basis of the General Director's proposal; [...] d. <i>To propose the issuance of convertible bonds and bonds with warrants at a predetermined price; except for these two types, the BOD may decide issuing other bonds, the total value and time of issuance but must report to the GMS at the nearest meeting</i>, to decide the offering price of bonds, shares and convertible securities; e. To decide <i>the buy-back of no more than ten (10)% of the total shares of each class within twelve (12) months</i>, to decide the buy-back price under clause 2, Article 133 of the LOE;	Added to clearly establish the BOD's governance authority over business plans, markets, customers and new-product development; and to ensure the BOD has sufficient access to information, supervision and the right to require explanations without directly performing the General Director's day-to-day executive functions.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	p. To decide issuing the BOD Operating Regulation and the Internal Corporate Governance Regulation after GMS approval; to decide issuing the Information Disclosure Regulation; 4. Unless the law and this Charter provide otherwise [...] A BOD member may request the General Director, Deputy General Directors and executives to provide information and documents on the financial and business situation of the Company and its units. Those requested must provide timely, full and accurate information as requested. r. Not yet provided	representative offices and business locations and capital contribution/purchase of shares or sale of contributed capital/shares in other enterprises; p. To decide issuing the BOD Operating Regulation and Internal Corporate Governance Regulation after GMS approval; to decide issuing the Company's Information Disclosure Regulation and other internal regulations within BOD authority; to approve or comment on internal regulations within the General Director's issuing authority; The BOD and each member, within their functions, may directly request, access, look up and query the necessary information, records and data of the Company, including organization-personnel, investment-assets, finance-accounting, production-quality-materials, market and business operations; all information on existing customers; customer retention/development plans and prospective new-customer plans of the business unit; order status, selling prices, commercial terms, receivables, feedback, complaints, returns, penalties, compensation and risks materially affecting customer relationships or business results. The General Director, Deputy General Directors, Chief Accountant, head of the business unit and related persons must provide full, truthful, timely information and explanations upon request; r. The BOD may delegate to the General Director one or several of its powers and obligations by BOD resolution;	

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	3. The BOD must report to the GMS on its results under Article 280 of Decree 155/2020/ND-CP dated 31 December 2020 detailing the Law on Securities.	3. The BOD must report to the GMS on its results under <i>the law and this Charter.</i>	Amended because Decree 155/2020/ND-CP may be repealed at any time and Article 1 does not stipulate that references to this Decree include amending/replacing documents.
	5. <i>Not yet provided</i>	5. <i>Disclosure of interests:</i> <i>a. A BOD member who, directly or indirectly, benefits from a contract or transaction concluded or intended with the Company must disclose the nature and content of that interest at the meeting at which the BOD first considers the matter (if then aware), or at the first BOD meeting after becoming aware of the interest;</i> <i>b. BOD members and their related persons, when transacting in the Company's shares, must report to the State Securities Commission and disclose such transactions as prescribed by law.</i>	Added under Article 164 of the 2020 LOE, the 2019 Law on Securities and Circular 96/2020/TT-BTC.
19	Article 31. Meetings of the Board of Directors		
	3. The Chairperson must convene an extraordinary BOD meeting, without undue delay, upon a written request stating the purpose and matters, from one of the following: [...] <i>d. Not yet provided</i>	3. The Chairperson must convene an extraordinary BOD meeting, without undue delay, upon a written request stating the purpose and matters, from one of the following: [...] <i>d. At the request of the independent auditor, where a BOD meeting is needed to discuss the audit report and the Company's financial situation.</i>	Point d, clause 2, Article 157 of the 2020 LOE allows the Charter to provide otherwise, so a commonly occurring case is added.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
CHAPTER VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES			
20	Article 34. Organization of the management apparatus		
	The Company's management system must ensure the management apparatus is accountable to and supervised and directed by the Board of Directors in the day-to-day business. The Company has one (01) General Director, Deputy General Directors and one Chief Accountant and other titles appointed by the BOD. Appointment/dismissal/removal of these titles must be approved by BOD resolution/decision.	The Company's management system must ensure the management apparatus is accountable to and <i>supervised by the Board of Directors; the General Director is responsible for organizing and running the day-to-day production/business within the assigned authority.</i> The Company has one (01) General Director, Deputy General Directors and one (01) Chief Accountant appointed by the BOD at the General Director's proposal (the "Management Board"). The General Director and Deputy General Directors may concurrently be BOD members. Appointment/dismissal/removal must be approved by BOD resolution/decision.	Clarifying the governance-executive boundary: the BOD governs, decides and supervises; the General Director runs day-to-day operations. Avoids the interpretation that the BOD directly "directs day-to-day business," preventing overlapping responsibility.
21	Article 36. Appointment, dismissal or removal; duties and powers of the General Director		
	4. Standards and conditions of the General Director. a. <i>Having full civil act capacity</i> and not being prohibited from managing enterprises under clause 2, Article 17 of the LOE. b. Having professional qualifications and practical experience in business administration or the Company's main business lines. c. <i>For a subsidiary with State capital over 50%, in addition to points a and b, the General Director may not be a family relation of the enterprise's managers, the Company's and parent's Supervisors; the State-capital representative or</i>	3. Standards and conditions of the General Director: a. Not falling within clause 2, Article 17 of the LOE; b. Having professional qualifications and practical experience in business administration or the Company's main business lines. c. <i>Not being a person having a family relationship with the enterprise's managers, the Company's and parent's Supervisors; the parent's State-capital representative or the parent's capital representative at the Company.</i>	Restated for comprehensiveness and conformity with clause 2, Article 17 of the 2020 LOE. Amended to be more specific and conform with point c, clause 5, Article 162 of the 2020 LOE.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	<i>the enterprise's capital representative at the Company and parent;</i>		
	5. The General Director has the following powers and responsibilities: a. To decide all day-to-day business matters not within BOD authority, including signing financial/commercial contracts on behalf of the Company and running day-to-day operations per best practices d. To recommend to the BOD the organizational structure and internal management regulations; [...] f. To decide salaries and other benefits for employees, including managers within the General Director's appointment authority; k. Fifteen (15) days before year-end, to submit to the BOD for approval the detailed business plan for the next year on the basis of the appropriate budget and the 5-year financial plan; n. <i>Not yet provided</i>	4. The General Director has the following powers and responsibilities: a. To decide all day-to-day business matters not within BOD authority, including signing financial/commercial contracts and running day-to-day operations per best practices, <i>within the plans, budgets, limits and authority approved, decentralized or authorized by the BOD from time to time;</i> d. To recommend to the BOD the organizational structure and internal management regulations; <i>to issue internal regulations within authority or after BOD approval/opinion;</i> [...] f. To decide salaries and other benefits for employees, including managers within the General Director's appointment authority; <i>except salaries and benefits of titles within BOD authority;</i> k. Fifteen (15) days before year-end, to submit to the BOD the detailed business plan for the next year, <i>including objectives and plans for production, markets, existing customers, seeking new customers, new-product development, materials, quality, investment and finance,</i> on the basis of the appropriate budget and 5-year financial plan; n. <i>Within their duties and powers, the General Director may authorize other individuals/organizations to perform related work as needed from time to time;</i>	Affirms the General Director's full day-to-day executive authority but within BOD-approved/decentralized/ authorized scope; links executive authority with the duty to proactively report material matters, avoiding accountability gaps.

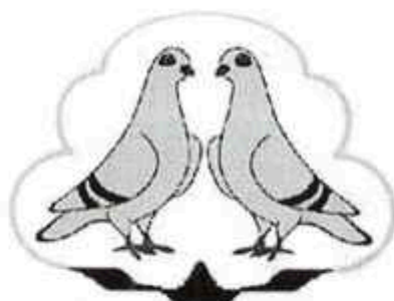
No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	a. <i>Not yet provided</i>	a. <i>To proactively collect, verify and provide the BOD with necessary information for governance/supervision; to ensure the BOD receives full and timely material information on customers, markets, orders, quality, complaints, returns, penalties, compensation, receivables and risks materially affecting operations/results; to report and explain upon request of the BOD or a BOD member;</i>	
	7. <i>Not yet provided</i>	7. <i>The General Director may be dismissed by the BOD in the following cases:</i> a. <i>Due to work needs, transfer or rotation of personnel of the Company or parent;</i> b. <i>Health conditions no longer ensuring continued work as General Director;</i> c. <i>A written resignation sent to the BOD;</i> d. <i>The labour contract expires or retirement, and the Company has no need to renew.</i>	Added because the Charter should clearly stipulate the grounds for dismissing the General Director.
	8. <i>Not yet provided</i>	8. <i>The General Director may be removed by the BOD in the following cases:</i> a. <i>Failing to complete duties or violating the Company's rules/regulations;</i> b. <i>Violating the law but not to criminal-prosecution level, or being compelled to terminate the labour contract;</i> c. <i>No longer meeting the standards/conditions in clause 3, Article 36 of this Charter and relevant law.</i>	Added because the Charter should clearly stipulate the grounds for removing the General Director.
22	Article 35. Obligations of the Company's executives	Delete entirely	Removed to avoid duplication, as this content is similar to Chapter X.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>) (From here on, subsequent articles and cross-references are updated)	Reason
23	Article 38. Composition of the Supervisory Board 2. Supervisory Board members must meet the standards and conditions <i>under Article 169 of the LOE and the Charter, specifically:</i> a. <i>Having full civil act capacity and</i> not being prohibited from managing enterprises under clause 2, Article 17 of the LOE; b. <i>Not yet provided</i> f. Not being a family relation of BOD members, the General Director and other executives; not being a family relation of the enterprise's managers, the Company's and parent's Supervisors; the State-capital or enterprise-capital representative at the Company and parent.	2. Supervisory Board (Supervisor) members must meet the following standards and conditions: a. Not falling within clause 2, Article 17 of the LOE; b. <i>Being trained in one of economics, finance, accounting, auditing, business administration or a field suitable to the Company's main business lines;</i> f. <i>Not being a person having a family relationship with BOD members, the General Director and other executives; not being a family relation of the Company's Supervisors and the parent's enterprise managers; the parent's State-capital representative or the parent's capital representative at the Company.</i>	Needs to be detailed rather than cross-referencing the 2020 LOE. Added under point b, clause 1, Article 169 of the 2020 LOE. Amended to conform with clause 2, Article 169 of the 2020 LOE and rules on Supervisors in public companies.
CHAPTER X. RESPONSIBILITIES OF BOD MEMBERS, SUPERVISORY BOARD MEMBERS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES			
24	Article 44. Duty of honesty and avoidance of conflicts of interest	3. <i>BOD members, Supervisory Board members, the General Director and other executives must notify the BOD and Supervisory Board of transactions between the Company, its subsidiaries, or other companies controlled by the public company (over 50%) and such person or their related persons as prescribed by law. For [...]</i>	Amended/supplemented under Article 164 of the 2020 LOE.

No.	Current provision (Italic, bold, strikethrough = deleted or amended)	Draft provision (Italic, bold = amended/supplemented)	Reason
	such transactions approved by the GMS or BOD, the Company must disclose information on these resolutions under the securities law on disclosure.	(See details in clause 3, Article 44 of the 11th Draft Charter)	
	4. A BOD member may not vote on a transaction benefiting that member or their related person as prescribed by the LOE and the Charter.	4. On the provision of loans or guarantees: [...] (See details in clause 4, Article 44 of the 11th Draft Charter)	Amended per Article 167 of the 2020 LOE; Article 293 of Decree 155/2020/ND-CP (amended by clause 84, Article 1 of Decree 245/2025/ND-CP).
25	Article 46. Right to examine books and records		
	3. BOD members, Supervisory Board members (Supervisors), the General Director and other executives may examine the Company's register of shareholders, the list of shareholders and other books/records for purposes relating to their positions	3. BOD members, Supervisory Board members (Supervisors), the General Director and other executives may examine the Company's register of shareholders, the list of shareholders and other books/records for purposes relating to their positions; in particular, BOD members may access, look up and query information systems, electronic data, records and documents necessary when exercising their rights and obligations under Article 28 of this Charter, provided such information is kept confidential.	Adds a Charter basis for BOD members' data access/query rights while binding the confidentiality duty. Distinguishes the BOD's information rights for governance from shareholders' inspection rights.
CHAPTER XVIII. DISSOLUTION OF THE COMPANY			
26	Article 60. Conversion of the Company A joint stock company may convert into a limited liability company. Upon conversion: 1. The GMS adopts the conversion decision and the converted company's Charter, with principal contents on: names/addresses of the converting and converted companies; time and conditions for converting assets/shares/bonds into assets/contributed capital; labour use plan; implementation	Delete this Article entirely. (From here on, subsequent articles and cross-references are updated)	This Article did not cover everything. Conversion from JSC to LLC is only one form of enterprise conversion and one form of reorganization (division, separation, consolidation, merger, conversion) under the 2020 LOE, which already details the forms of

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	 timeline. 2. The conversion decision must be sent to all creditors and notified to employees within 15 days. 3. Business registration of the converted company follows the LOE; the dossier must include the conversion decision. After registration, the converting company ceases to exist; the converted company enjoys the lawful rights and bears the unpaid debts, labour contracts and other obligations. 		reorganization, so it need not be in the Charter.
27	Article 58. Dissolution of the Company 1. The Company may be dissolved in the following cases: [...] <i>a. Upon expiry of the operating term stated in the Charter without an extension decision;</i> <i>b. By Resolution /Decision of the GMS;</i> <i>f. The Company has fewer than the minimum of three shareholders for six consecutive months;</i> <i>c. Having its business registration certificate revoked;</i> <i>d. A court declares the Company bankrupt under current law;</i> <i>e. Dissolution before term by GMS decision;</i> <i>g. Other cases as prescribed by law.</i>	1. The Company may be dissolved in the following cases: [...] <i>Delete</i> <i>a. Under a resolution of the GMS;</i> <i>b. The Company no longer has the minimum number of shareholders under the LOE for six (06) consecutive months without converting the enterprise type;</i> <i>c. Having its Enterprise Registration Certificate revoked, except where the Law on Tax Administration provides otherwise.</i> <i>Delete</i> <i>Delete</i> <i>Delete</i>	Clause 5, Article 2 of the Charter does not stipulate an operating term. The GMS does not issue "decisions." Amended under point c, clause 1, Article 207 of the 2020 LOE. Added under point d, clause 1, Article 207 of the 2020 LOE. Dissolution and bankruptcy are two independent cases. This is a specific case of point a of this clause. The law provides no other cases.

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



CHARTER ON ORGANIZATION AND OPERATION
PHU BAI SPINNING MILL JOINT STOCK COMPANY
(Eleventh Amendment and Supplement)

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Email: info@phubaispinning.com ; Website: www.phubaispinning.com

Hue City, August 2026

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PREAMBLE

The Charter of organization and operation of Phu Bai Spinning Mill Joint Stock Company (hereinafter referred to as "this Charter") is the legal basis for all activities of Phu Bai Spinning Mill Joint Stock Company (hereinafter referred to as "the Company") according to the form of a joint stock company in accordance with the Law on Enterprises and other relevant legal regulations. This Charter and the resolutions of the General Meeting of Shareholders, the resolutions of the Board of Directors and other decisions issued by the Company, if approved in accordance with the law, will be binding rules and regulations for conducting business activities of the Company.

This Charter was approved in accordance with Resolution No. 313/NQ-ĐHĐCĐ dated August 24, 2026 of the General Meeting of Shareholders (hereinafter referred to as "Charter") and is prepared in Vietnamese and English. In case there is a difference in content between the Charter in English and the Charter in Vietnamese, the Charter in Vietnamese shall prevail.

CHAPTER I GENERAL PROVISIONS

Article 1. Explanation of terms

1. In this Charter, the following terms are understood as follows:

- a. "Charter capital" is the total par value of shares sold or registered to buy when establishing the enterprise and specified in Article 6 of this Charter;
- b. "Voting capital" is share capital, whereby the owner has the right to vote on issues within the decision-making authority of the General Meeting of Shareholders;
- c. "Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the amending, supplementing or replacing Laws (if any) in effect at the time of adoption of this Charter;
- d. "Law on Securities" means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and the amending, supplementing or replacing Laws (if any) in effect at the time of adoption of this Charter;
- e. "Establishment date" is the date the Company is issued with an Enterprise Registration Certificate (Business Registration Certificate and documents of equivalent value) for the first time;
- f. "Enterprise executive" means the General Director, Deputy General Director, Chief Accountant and other executives in the Company appointed by the Board of Directors;
- g. "Enterprise manager" means a manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director and individuals holding other management positions in the Company appointed by the Board of Directors;
- h. "Related person" is an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
- i. "Shareholder" is an individual or organization that owns at least one share of the Company;

- j. "Major shareholder" is a shareholder who owns five (05)% or more of the Company's total voting shares;
 - k. "Duration of operation" is the period of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company by Resolution;
 - l. "Vietnam" means the Socialist Republic of Vietnam;
 - m. "Stock Exchange" means Vietnam Stock Exchange and its Subsidiaries.
 - n. "Individual legal documents" are one of the following types of documents: Identification card, Citizen Identification card, Passport, other legal personal identification documents;
 - o. "Persons with family relations" include wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law of the wife, mother-in-law of the wife, biological child, adopted child, son-in-law, daughter-in-law, biological elder brother, biological elder sister, biological younger sibling, brother-in-law (elder sister's husband), brother-in-law (younger sister's husband), sister-in-law (elder brother's wife), sister-in-law (younger brother's wife), wife's elder brother, husband's elder brother, wife's elder sister, husband's elder sister, wife's younger sibling, and husband's younger sibling;
 - p. "Beneficial owner of the Company" is one or more individuals who directly or indirectly own or have ultimate de facto control over the Company or are business managers with the greatest authority to act on behalf of the Company as determined in accordance with the provisions of Law.
2. In this Charter, references to one or more regulations or other documents include amendments or replacement documents.
3. The titles (chapters and articles of this Charter) are used to facilitate understanding of the content and do not affect the content of this Charter.

CHAPTER II

NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, business locations and operating term of the Company

- 1. Company Name
 - Vietnamese name: PHU BAI SPINNING MILL JOINT STOCK COMPANY
 - English name: PHU BAI SPINNING MILL JOINT STOCK COMPANY
 - Trading name: PHU BAI SPINNING MILL JOINT STOCK COMPANY
 - Abbreviated name: PHU BAI SJSC.
- 2. The Company is a Joint Stock Company with legal status in accordance with current laws of Vietnam.
- 3. The Company's registered office is:
 - Address: Phu Bai Industrial Zone, Phu Bai Ward, Hue City, Vietnam.
 - Phone: +84- 234- 3863240/3863353/3863355/3863367
 - Fax: +84- 234- 3863363

- E-mail: sales@phubaispinning.com

- Website: www.phubaispinning.com

4. The Company may establish branches and representative offices in business areas to implement the Company's operating objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.

+ Information about Representative Office:

- Name of Representative Office: HO CHI MINH CITY REPRESENTATIVE OFFICE
- PHU BAI SPINNING MILL JOINT STOCK COMPANY
- Address: VINATEX Building, No. 10 Nguyen Hue, Saigon Ward, Ho Chi Minh City, Vietnam.
- Representative Office code: 3300352720-002

5. The Company's operating term will begin from the date of establishment and end according to the provisions of law.

Article 3. Legal representative of the Company

1. The company has one (01) legal representative who is the Chairman of the Board of Directors.
2. The powers and obligations of the Company's legal representative are implemented in accordance with the provisions of Clause 3, Article 30 of this Charter and relevant Laws.
3. The legal representative of the Company is personally responsible according to the provisions of law for damage to the Company due to breach of responsibility specified in Clause 1, Article 13 of the Law on Enterprises.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Fields and operational objectives of the Company

1. The Company's business fields are all business lines that are not prohibited by law and approved by the General Meeting of Shareholders.

No. Name of industry and line of business Industry code

1. Fiber production
Details: Production and trading of yarn, weaving, fabric, raw materials and products of the yarn, weaving and dyeing industry 1311 (Main)
2. Wholesale of other machinery, equipment and spare parts
Details: electrical equipment; electrical system tools; Equipment for fiber, weaving and dyeing industry 4659
3. Other specialized wholesale not yet classified
Details: Buy and sell raw materials: cotton, fibers, yarns of all kinds and products of the fiber, weaving and dyeing industry 4679
4. Production of costumes (except costumes made from fur)
Details: Manufacturing and trading ready-made clothes 1410
5. Install industrial machinery and equipment
Details: Installation of industrial machinery and equipment 3320
6. Construction of houses of all types 4100
7. Construction of other civil engineering works
Details: Construction of industrial projects 4299

8. Other road passenger transport
Details: Passenger transportation under contract and on fixed route 4932
 9. Transporting goods by road
Details: Transporting goods by car 4933
 10. Restaurants and mobile food services
Details: Restaurant and mobile food services 5610
 11. Motor vehicle rental
Details: Car rental 7710
 12. Rental of machinery, equipment and other tangible items without operator
Details: Machinery and equipment rental 7730
 13. Primary training 8531
2. The Company's operating objective is to participate in business activities stated in Article 4 of this Charter with the aim of earning profits in a just and legal manner, improving working conditions, creating stable jobs and increasing income for workers; Ensuring benefits for shareholders, contributing to the State budget and growing the Company.

CHAPTER IV

CHARTER CAPITAL AND SHARES

Article 5. Charter capital and shares

1. The Company's charter capital is 133,000,870,000 VND (One hundred thirty-three billion, eight hundred and seventy thousand VND)
2. The Company's total charter capital is divided into 13,300,087 shares, with par value of 10,000 VND/share.
3. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
4. The shares of the Company on the date of approval of this Charter are common shares. The rights and obligations of shareholders holding common shares are specified in Articles 13 and 14 of this Charter.
5. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.
6. Common shares must be prioritized for sale to existing shareholders in proportion to their ownership of common shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares that shareholders do not register to buy will be decided by the Board of Directors of the Company. The Board of Directors may distribute those shares to shareholders and others with conditions no more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.
7. The Company may purchase shares issued by the Company itself in the ways specified in this Charter and current law. Shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the provisions of this Charter, the Law on Securities and related guiding documents.
8. The Company may issue other types of securities when approved by the General Meeting of Shareholders or by decision of the Board of Directors and in accordance with the provisions of Law.

Article 6. Cases where shareholders request the Company to repurchase shares

1. Shareholders who voted not to pass a resolution on reorganizing the Company or changing the rights and obligations of shareholders specified in the Company's Charter have the right to request the Company to buy back their shares. The request must be in writing, clearly stating the name and address of the shareholder, number of shares of each type, intended selling price, and reason for requesting the Company to buy back. The request must be sent to the Company within ten (10) days from the date the General Meeting of Shareholders passed the decision on the issues specified in this Clause.
2. The company must buy back shares at the request of shareholders specified in Clause 1 of this Article at the market price or price determined according to agreed principles within ninety (90) days from the date of receipt of the request. In case a price cannot be agreed upon, the parties have the right to request a professional valuation organization to determine the price. The company introduces at least three (03) professional valuation organizations for shareholders to choose from and that choice is the final decision.

Article 7. Buy back shares according to the Company's decision

The Company has the right to repurchase no more than thirty (30)% of the total number of common shares sold, part or all of shares of other types sold according to the following regulations:

1. The Board of Directors has the right to decide to repurchase no more than ten (10)% of the total number of shares of each type offered for sale within twelve (12) months. In other cases, the repurchase of shares is decided by the General Meeting of Shareholders.
2. The Board of Directors decides the price to repurchase shares. For common shares, the repurchase price must not be higher than the market price at the time of repurchase, except for the case specified in Clause 3 of this Article. For other types of shares, if the Company Charter does not stipulate or the Company and relevant shareholders have no other agreement, the repurchase price shall not be lower than the market price.
3. The Company may buy back each shareholder's shares in proportion to their shares in the Company. In this case, the Company's decision to repurchase shares must be notified by a guaranteed method to all shareholders within thirty (30) days from the date that decision is approved. The notice must contain the name and headquarters of the Company, total number of shares and types of shares to be repurchased, repurchase price or repurchase pricing principles, payment procedures and deadlines, procedures and deadlines for shareholders to offer their shares to the Company. Shareholders who agree to resell their shares must send their share offer to the Company within thirty (30) days from the date of receipt of the notice. The written agreement to sell shares must include the full name, contact address, and legal document number of the individual for individual shareholders; name, business code or legal document number of the organization, head office address for institutional shareholders; number of shares owned and number of shares agreed to sell; payment method; signature of the shareholder or the shareholder's legal representative. The Company only buys back shares within the above period.
4. When the Company registers for centralized stock depository and shares trading registration, all related transaction issues will comply with the rules and regulations of the Vietnam Securities Depository and Clearing Corporation and the Stock Exchange.

Article 8. Stock certificate

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.
2. Stock is a type of security that confirms the legal rights and interests of the owner of a part of the share capital of the issuing organization. The stock must have all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within twenty (20) days from the date of submitting a complete application to transfer ownership of shares according to the Company's regulations or within thirty (30) days from the date of full payment for the purchase of shares as stipulated in the Company's stock issuance plan or another period according to the provisions of the issuance terms, the owner of the shares will be granted a stock certificate. Share holders do not have to pay the Company for the cost of printing stock certificates.
4. In case the stock certificate is lost, damaged or destroyed in another form, the shareholder will be re-issued shares by the Company at the request of that shareholder. Shareholders' proposals must include the following contents:
 - a. Information about shares that have been lost, damaged or otherwise destroyed;
 - b. Commit to taking responsibility for disputes arising from the re-issuance of new shares.

Article 9. Other securities certificates

1. The Company has the right to issue bonds, convertible bonds and other types of bonds according to the provisions of Law. The Board of Directors proposed to the General Meeting of Shareholders to issue bonds convertible into shares and bonds with warrants allowing owners to buy shares at a predetermined price. Except for the above two types of bonds, the Board of Directors has the right to decide to issue other types of bonds, the total bond value and time of issuance but must report to the General Meeting of Shareholders at the nearest meeting.
2. Bond certificates or other securities certificates of the Company (except for offering letters, temporary certificates and similar documents) are issued with the seal and signature of the Company's legal representative.

Article 10. Transfer of shares

1. All shares are freely transferable unless this Charter and the law provide otherwise. Shares registered for trading on the Stock Exchange are transferred in accordance with the provisions of the Law on securities and the stock market.
2. Shares that have not been fully paid cannot be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to buy newly offered shares and other benefits according to the provisions of law.

Article 11. Revocation of shares

1. In case a shareholder does not pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and bear responsibility corresponding to the total par value of the shares registered to buy for the Company's financial obligations arising from failure to pay in full.

2. The above payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), payment location and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be revoked.
3. The Board of Directors has the right to recover shares that have not been paid in full and on time in case the requirements in the above notice are not fulfilled.
4. Revoked shares are considered shares with the right to be offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors can directly or authorize the sale, redistribution or settlement to the owner of the revoked shares or other subjects under the conditions and methods that the Board of Directors deems appropriate.
5. Shareholders holding revoked shares must give up their status as shareholders for those shares, but must still be responsible for the total par value of the shares registered to buy for the Company's financial obligations arising at the time of revocation according to the decision of the Board of Directors from the date of revocation until the date of payment. The Board of Directors has full authority to decide to force payment of the full value of shares at the time of recovery.
6. The notice of revocation is sent to the holder of the revoked shares before the time of revocation. The revocation remains effective even in the event of error or carelessness in sending the notice.

CHAPTER V

ORGANIZATIONAL, GOVERNANCE AND SUPERVISORY STRUCTURE

Article 12. Organizational structure, administration and control of the Company

The Company's organizational structure, management and control includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. General Director.

CHAPTER VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 13. Rights of shareholders

1. Shareholders are the owners of the Company, and have rights and obligations corresponding to the number of shares and type of shares they own. Shareholders are only responsible for debts and other property obligations of the Company within the amount of capital contributed to the Company.
2. Common shareholders have the following rights:
 - a. Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or exercise the right to vote by sending a ballot by post or voting at an online conference, electronic voting or other electronic forms in accordance with the provisions of Law. Each common share has one (01) vote;
 - b. Receive dividends at the level decided by the General Meeting of Shareholders;
 - c. Freely transfer your shares that have been fully paid in accordance with the provisions of Article 10 of this Charter to others;

- d. Have priority in purchasing new shares corresponding to the proportion of common shares that shareholders own of the Company;
 - e. Review, look up and extract relevant information about names and contact addresses in the list of shareholders with voting rights and request correction of inaccurate information;
 - f. Review, look up, extract or copy the Company Charter, minutes book of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g. In case the Company dissolves or goes bankrupt, you will receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company after the Company has paid its debts (including debt obligations to the State, taxes, fees) and paid to shareholders holding other types of shares of the Company in accordance with the provisions of Law;
 - h. Require the Company to repurchase their shares in the cases specified in Article 132 of the Law on Enterprises;
 - i. Be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. Have full access to periodic and unusual information published by the Company in accordance with the law;
 - k. Have your legitimate rights and interests protected; Request to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors according to the provisions of the Law on Enterprises;
 - l. Other rights as prescribed by this Charter and the Law.
3. Shareholders or groups of shareholders holding five (05)% or more of the total number of common shares have the following rights:
- a. Request to convene a General Meeting of Shareholders in the following cases:
 - i. The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority;
 - ii. Other cases as prescribed in this Charter.

The request to convene a meeting of the General Meeting of Shareholders must be in writing and must include full name, contact address, nationality, and legal document number of the individual for shareholders who are individuals; name, head office address, business code or legal document number for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio of the total shares of the Company; The reason and purpose of the request to convene the General Meeting of Shareholders must have enough signatures of the relevant shareholders or the written request is made in multiple copies and must have all the signatures of the relevant shareholders.

Accompanying the request to convene a meeting of the General Meeting of Shareholders must be documents and evidence of violations by the Board of Directors, the extent of violations or decisions beyond authority. Shareholders or groups of shareholders are fully responsible before the Law for the accuracy and truthfulness of documents and

evidence provided to the competent authority when requesting to convene a General Meeting of Shareholders.

- b. Review, look up, and extract minute books and resolutions and decisions of the Board of Directors; semi-annual and annual financial reports; report of the Supervisory Board; Contracts and transactions must be approved by the Board of Directors and other documents, except documents related to commercial secrets and business secrets of the Company;
- c. Request the Supervisory Board to examine each specific issue related to the management and operation of the Company when deemed necessary. The request must be made in writing; Must have full name, contact address, nationality, legal document number of another individual for individual shareholders; name, permanent residence address, nationality, legal document number of the organization, head office address for shareholders who are organizations; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio of the total shares of the Company; Issues to be inspected, purpose of inspection;
- d. Propose the issue to be included in the agenda of the General Meeting of Shareholders. The petition must be in writing and sent to the Company no later than three (03) working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shareholder's shares, and the issue proposed to be included in the meeting agenda;
- e. Other rights as prescribed in this Charter and the Law.

4. Shareholders or groups of shareholders owning ten (10)% or more of the total common shares have the right to self-nominate and nominate people to the Board of Directors and Supervisory Board. Self-nomination and nomination of people to the Board of Directors and Supervisory Board are carried out as follows:

- a. Common shareholders who form groups to nominate people to the Board of Directors and Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
- b. Based on the number of members of the Board of Directors and Supervisory Board, a shareholder or group of shareholders specified in this Clause has the right to nominate one or several people according to the decision of the General Meeting of Shareholders as candidates for election to the Board of Directors and Supervisory Board. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates will be nominated by the current Board of Directors, Supervisory Board and other shareholders.

Article 14. Obligations of shareholders

Common shareholders have the following obligations:

1. Pay in full and on time for the number of shares registered to buy in accordance with regulations, and be responsible for debts and other property obligations of the Company within the amount of capital contributed to the Company. It is not allowed to withdraw capital contributed by common shares from the Company in any form, except in cases where the shares are repurchased by the Company or another person. In case a shareholder

withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and persons with related interests in the Company must be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and the damages caused;

2. Comply with the Company Charter and internal management regulations of the Company; comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

3. Confidentiality of information provided by the Company according to the provisions of this Charter and the Law; Only use the information provided to exercise and protect your legitimate rights and interests; It is strictly prohibited to distribute, copy or send information provided by the Company to other organizations and individuals;

4. Attend General Meetings of Shareholders and exercise voting rights directly or through the following forms:

- a. Attend and vote directly at the meeting;
- b. Authorize other individuals and organizations to attend and vote at the meeting;
- c. Attend and vote through online meetings, electronic voting or other electronic forms;
- d. Send voting ballots to the meeting via mail, fax, or email;

5. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:

- a. Violating the law;
- b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c. Paying undue debts against possible financial risks to the Company;

6. Provide the correct address when registering to buy shares and must immediately notify the Company of any changes to the registered information;

7. Provide complete and accurate information within five (05) working days from the date of receiving the Company's written request or there is a change in information so that the Company can determine the beneficial owner of the Company in accordance with the provisions of Law;

8. Take personal responsibility for direct costs or participate in requesting to convene a meeting of the General Meeting of Shareholders for inappropriate reasons;

9. Fulfill other obligations according to the provisions of this Charter and current Law.

Article 15. General Meeting of Shareholders

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is held once (01) year. The General Meeting of Shareholders must meet annually within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders in case of necessity, but not more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on issues in

accordance with the provisions of Law and the Company's Charter, especially through audited annual financial statements and estimates for the next fiscal year. In case the audit report of the Company's annual financial statements contains material exclusions, opposing audit opinions or refusals, the Company must invite a representative of the auditing company approved to audit the financial statements to attend the Annual General Meeting of Shareholders and the representative of the above auditing company is responsible for attending the Annual General Meeting of Shareholders of the Company.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors considers it necessary for the benefit of the Company;
- b. The number of remaining members of the Board of Directors, members of the Supervisory Board (Supervisors), and non-executive members of the Board of Directors is less than the minimum number of members as prescribed by Law;
- c. At the request of a shareholder or group of shareholders specified in Clause 3, Article 13 of this Charter;
- d. At the request of the Supervisory Board
- e. Other cases as prescribed by this Charter and the Law.

4. Convene an extraordinary General Meeting of Shareholders

- a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the number of members of the Board of Directors, non-executive members of the Board of Directors or members of the Supervisory Board (Supervisors) remains as specified in Point (b) Clause 3 of this Article or receives the request specified in Points (c) and Point (d) Clause 3 of this Article. In case the Board of Directors does not convene a meeting of the General Meeting of Shareholders as prescribed in this regulation, the Chairman of the Board of Directors and members of the Board of Directors are responsible before the law and must compensate for damages incurred to the Company;
- b. In case the Board of Directors does not convene a meeting of the General Meeting of Shareholders as prescribed in Point (a) Clause 4 of this Article, within the next thirty (30) days, the Supervisory Board must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders. In case the Supervisory Board does not convene a meeting of the General Meeting of Shareholders according to regulations, the Supervisory Board is responsible before the law and must compensate for damages incurred to the Company;
- c. In case the Supervisory Board does not convene a General Meeting of Shareholders as prescribed in Point (b) Clause 4 of this Article, the shareholder or group of shareholders as prescribed in Point (c) Clause 3 of this Article has the right to represent the Company to convene a General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration agency to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All reasonable expenses for convening and conducting the General Meeting of Shareholders are reimbursed by the Company. This expense does not include expenses incurred by shareholders when

attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d. The convener of the General Meeting of Shareholders is responsible for performing the tasks specified in Clause 2, Article 19 of this Charter.

Article 16. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

- a. Through the Company's development orientation; change or supplement business lines; goals and tasks; the Company's annual business plan;
 - b. Decide on the types of shares and the total number of shares of each type authorized to be offered for sale; issue bonds convertible into shares, bonds with warrants allowing the owner to buy shares at a predetermined price; decide on the annual dividend level of each type of share;
 - c. Decide on the number of members of the Board of Directors and members of the Supervisory Board (Supervisors); elect, dismiss, dismiss or replace members of the Board of Directors and members of the Supervisory Board (Supervisors);
 - d. Decide to invest or sell assets worth thirty-five (35)% or more of the total asset value recorded in the Company's most recent audited financial statement;
 - e. Decision to amend and supplement the Company's Charter;
 - f. Approval of audited annual financial statements; annual profit distribution;
 - g. Decide on the Company's repurchase of more than ten (10)% of the total sold shares of each type;
 - h. Review and handle violations of members of the Board of Directors and members of the Supervisory Board (Supervisors) that cause damage to the Company and its shareholders;
 - i. Decide to reorganize and dissolve the Company;
 - j. Decide on the budget or total remuneration, bonus and other benefits for the Board of Directors and Supervisory Board;
 - k. Approve internal regulations on corporate governance; Operating regulations of the Board of Directors and Supervisory Board;
 - l. Approve the list of independent audit companies;
 - m. Approve the report of the Board of Directors on the management and activities of the Board of Directors and each member of the Board of Directors; self-assessment report on the performance of the Supervisory Board and each Controller; Report of the Supervisory Board on the Company's business results, reports on the performance of the Board of Directors and General Director;
 - n. Approve contracts and transactions as prescribed in Clauses 4 and 5, Article 44 of this Charter;
 - o. Other rights and obligations according to the provisions of this Charter, other regulations of the Company and relevant laws.
2. Shareholders are not allowed to vote to approve any resolution of the General Meeting of Shareholders on the following issues:
- a. Contracts and transactions specified in point (n) Clause 2 of this Article if the shareholder and/or related person of the shareholder has relevant interests in that contract or transaction;

- b. The repurchase of shares of that shareholder and/or of that shareholder's related person, except in the case of repurchasing shares according to the ownership ratio of all shareholders as prescribed in Clause 3, Article 133 of the Law on Enterprises.

3. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 17. Authorized representatives and authorized persons attend the General Meeting of Shareholders

1. Shareholders who are organizations have the right to appoint one or more authorized representatives to exercise their shareholder rights in accordance with the law. Shareholders who are organizations owning at least ten (10)% of the total number of common shares with voting rights may appoint a maximum of five (05) authorized representatives. The appointment, termination or change of the authorized representative in this case must be notified in writing to the Company as soon as possible. This notice includes the following main contents:

- a) Name, enterprise code or establishment decision number of the Shareholder;
- b) Number of shares, type of shares and shareholder registration date at the Company;
- c) Number, full name, contact address, number of personal legal documents of the authorized representative;
- d) Number of shares and percentage of shares authorized to represent;
- e) Term of authorized representation (specify the authorized start date or termination date (if any));
- f) Full name and signature of the authorized representative and legal representative of the shareholder.

2. Shareholders and authorized representatives of shareholders who are organizations may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

3. Authorization for individuals and organizations to represent and attend the General Meeting of Shareholders according to the provisions of Clause 2 of this Article must be made in writing. The authorization document is made according to the provisions of the Civil Law and must clearly state the name of the authorizing shareholder; Full name, name of individual, name of authorized organization, number of authorized shares, authorization content, scope of authorization, authorization term, signature of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting before entering the meeting room. In case of re-authorization, the meeting attendee must additionally present the original authorization document of the shareholder or the authorized representative of the shareholder being an organization if it has not previously been notified to the Company.

4. The vote of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs except:

- a. The authorizer has died, has limited civil act capacity or has lost civil act capacity;
- b. The authorizer has canceled the authorization appointment;

- c. The authorizing person has revoked the authority of the person performing the authorization.

This provision does not apply in cases where the Company receives written notice of one of the above events at least forty-eight (48) hours before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 18. Change of rights

1. Changing or canceling special rights attached to a type of preferred stock (if any) takes effect when approved by shareholders representing sixty-five (65)% or more of the total votes of all shareholders attending and voting at the meeting. A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preferred shares may only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting who own seventy-five (75)% or more of the total number of preferred shares of that type or approved by preferred shareholders of the same type owning seventy-five (75)% of the total number of preferred shares of that type or more in the case of passing a resolution in the form of collecting shareholders' opinions in writing. version.

2. Organizing a meeting of shareholders holding a type of preferential shares to approve the above change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives/authorized persons attending the meeting) and hold at least one-third ($1/3$) of the par value of the issued shares of that type. In case there is not enough delegates as mentioned above, the meeting will be re-organized within the next thirty (30) days and the holders of shares of that type (regardless of the number of shareholders and shares) present in person or through an authorized representative/person authorized to attend the meeting will be considered to have the required number of delegates. At the meetings of shareholders holding preferred shares mentioned above, holders of shares of that type present in person or through representatives may request a secret vote. Each share of the same type has equal voting rights at the above meetings.

3. Procedures for conducting such separate meetings are similar to the provisions in Articles 20, 21, 22, 23 and Article 24 of this Charter.

4. Unless the terms of share issuance provide otherwise, the special rights attached to shares with preferential rights over some or all issues related to the distribution of profits or assets of the Company are not changed when the Company issues additional shares of the same type.

Article 19. Convening of meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 15, except for the cases specified in Points (b) and (c) Clause 4, Article 15 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

- a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders with the right to attend the General Meeting of Shareholders is drawn up no more than ten (10) days before the date of sending the notice inviting the General Meeting of Shareholders. The company must disclose

information about the preparation of a list of shareholders with the right to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date;

- b. Determine the time and location of the Congress;
- c. Notify and send Notice of the General Meeting of Shareholders to all shareholders with the right to attend the meeting.
- d. Prepare the program and content of the Congress;
- e. Prepare documents for the Congress;
- f. Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- g. Other work serving the Congress.

3. Notice of invitation to the General Meeting of Shareholders is sent to all shareholders in the list of shareholders with the right to attend the meeting by sending mail via post, sending electronic mail (email), sending phone messages, faxes and/or by other communication methods that ensure reaching the shareholder's contact address registered with the Company; At the same time, it will be announced on the Company's electronic media, the State Securities Commission, and the Stock Exchange where the Company's shares are registered for trading. The person convening the General Meeting of Shareholders must send a meeting invitation notice to all shareholders in the list of shareholders with the right to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders, (counting from the date the notice is sent or sent out properly, postage paid or placed in the mailbox). The agenda for the General Meeting of Shareholders and documents related to the issues to be voted on at the General Meeting are sent to shareholders or/and posted on the Company's website. In case the document is not enclosed with the notice of the General Meeting of Shareholders, the meeting invitation notice must clearly state the electronic information page address so that shareholders can access it, including:

- a. Meeting agenda and documents used in the meeting;
- b. List and detailed information of candidates in case of election of members of the Board of Directors and members of the Supervisory Board (Supervisors);
- c. Voting form;
- d. Form for appointing an authorized representative to attend the meeting;
- e. Draft resolutions for each issue in the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 3, Article 13 of this Charter (from the time the list of shareholders with the right to attend the General Meeting of Shareholders is finalized) have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and must be sent to the Company no later than three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the name of the shareholder, the number of each type of shareholder's shares and the issue proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse recommendations related to Clause 4 of this Article in the following cases:

- a. The petition was sent not in accordance with the provisions of Clause 4 of this Article;

- b. The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;
- c. Other cases as prescribed by Law.

When rejecting a recommendation in the above cases, the convener of the General Meeting of Shareholders must respond in writing to the shareholder or group of shareholders who made the request and clearly state the reason for rejecting the recommendation no later than two (02) working days before the opening date of the General Meeting of Shareholders.

6. The convener of the General Meeting of Shareholders must accept and include the recommendations specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the cases specified in Clause 5 of this Article; The proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 20. Conditions for conducting the General Meeting of Shareholders

- 1. The General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents more than fifty (50)% of the total votes.
- 2. In case the first meeting does not meet the conditions to proceed as prescribed in Clause 1 of this Article, the notice inviting the second meeting will be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents thirty-three (33)% of the total votes or more.
- 3. In case the second meeting does not meet the conditions to proceed as prescribed in Clause 2 of this Article, the notice inviting the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes of shareholders attending the meeting.

Article 21. Procedures for conducting meetings and voting at the General Meeting of Shareholders

- 1. Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders with the right to attend the meeting are present and registered in the following order:
 - a. When registering shareholders, the Company issues to each shareholder or authorized representative with the right to vote a voting ballot, on which is written the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders discussed and voted on each issue in the program content. Voting is conducted by voting for, against, and no opinion. At the Congress, the number of votes approving the resolution is collected first, the number of votes disapproving the resolution and votes with no opinion are collected later, and finally the total number of votes in favor or disapproval is counted to decide. The results of the vote counting were announced by the chairman immediately before closing the meeting. The Congress elects those responsible for counting votes or supervising vote counting at the request of the chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the meeting chairman.

- b. Shareholders or authorized representatives of shareholders who are organizations or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the General Meeting immediately after registration. The Chairman is not responsible for stopping the Meeting to allow late shareholders to register and the validity of previously voted contents remains unchanged.
2. The election of the chairman, secretary and vote counting committee is prescribed as follows:
 - a. The Chairman of the Board of Directors chairs or authorizes another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman of the Board of Directors is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the principle of majority. In case the chairperson cannot be elected, the Head of the Executive Supervisory Board will have the General Meeting of Shareholders elect a chairperson of the meeting from among the attendees and the person with the highest votes will be the chairperson of the meeting.
 - b. Except for the case specified in Point a of this Clause, the person who signs to convene the General Meeting of Shareholders directs the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes is appointed to chair the meeting.
 - c. The chairman appoints one or several people to act as secretary of the meeting;
 - d. The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly define and detail the time for each issue in the meeting agenda;
4. The Chairman of the General Meeting of Shareholders has the right to take necessary and reasonable measures to run the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of attendees.
 - a. Arrange seating at the meeting location of the General Meeting of Shareholders;
 - b. Ensure safety for everyone present at meeting locations;
 - c. Create conditions for shareholders to attend (or continue to attend) the General Meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. Measures may include issuing admission documents or using other options.
5. The General Meeting of Shareholders discusses and votes on each issue in the program content. Voting is conducted by voting for, against, and no opinion. The results of the vote counting were announced by the chairman immediately before closing the meeting.
6. Shareholders or authorized persons attending the meeting who arrive after the meeting has opened are still registered and have the right to vote immediately after registration; In this case, the validity of previously voted contents remains unchanged.
7. The person who convenes the meeting or chairs the General Meeting of Shareholders has the following rights:

- a. Require all meeting attendees to be subject to inspection or other reasonable, lawful security measures;
 - b. Request competent authorities to maintain meeting order; Expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.
8. The Chairman has the right to postpone a General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting for a maximum of three (03) working days from the date the meeting is scheduled to open and can only postpone the meeting or change the meeting location in the following cases:
- a. The meeting location does not have enough convenient seats for all meeting attendees;
 - b. Information facilities at the meeting location do not ensure that shareholders attending the meeting can participate, discuss and vote;
 - c. Someone attending the meeting obstructs, disrupts order, and threatens to prevent the meeting from being conducted fairly and legally.
9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman to run the meeting until the end; All resolutions passed at that meeting are effective.
10. The General Meeting of Shareholders can be held in the form of an online meeting or in the form of an online meeting combined with an in-person meeting or in the form of collecting written opinions of shareholders to pass a resolution of the General Meeting of Shareholders. Conditions, authority, order and procedures for meeting the General Meeting of Shareholders in these forms are specifically stipulated in the Internal Regulations on Company Administration.
11. The General Meeting of Shareholders passes resolutions by voting at the meeting or collecting shareholders' opinions in writing. Particularly, the resolution of the Annual General Meeting of Shareholders must be approved at the General Meeting of Shareholders.
- Article 22. Conditions for the resolution of the General Meeting of Shareholders to be passed**

1. A resolution on the following content is passed if approved by a number of shareholders representing sixty-five (65)% or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1, Article 18 of this Charter and Clauses 2, 3 and 4 of this Article:
 - a. Type of shares and total number of shares of each type;
 - b. Changing industries, occupations and business fields;
 - c. Change the Company's organizational and management structure;
 - d. Decide to invest or sell assets worth thirty-five (35)% or more of the total asset value recorded in the Company's most recent audited financial statement;
 - e. Reorganize and dissolve the Company.
2. Resolutions are passed when approved by the number of shareholders representing more than fifty (50)% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1, Article 18 and Clauses 1, 3 and 4 of this Article.

3. The election of members of the Board of Directors and members of the Supervisory Board (Supervisors) must be carried out by cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members of the Board of Directors or members of the Supervisory Board (Supervisors) to be elected and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The person elected to be a member of the Board of Directors or a member of the Supervisory Board (Supervisors) is determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members of the Board of Directors and Supervisory Board (Supervisors) needs to be elected. In case there are two (02) or more candidates with the same number of votes for the last member of the Board of Directors or Supervisory Board that needs to be elected, re-election will be conducted among the candidates with an equal number of votes or selected according to the criteria in the election regulations. In case there are not enough members of the Board of Directors or Supervisory Board, the General Meeting of Shareholders will re-elect until there is a sufficient number.

4. In case of passing a resolution in the form of collecting shareholders' opinions in writing, the resolution of the General Meeting of Shareholders will be passed if it is approved by the number of shareholders representing more than fifty (50)% of the total number of shares with voting rights.

5. The resolution of the General Meeting of Shareholders takes effect from the date of approval or from the effective date stated in that resolution.

6. Resolutions of the General Meeting of Shareholders passed by one hundred (100)% of the total number of voting shares are legal and effective immediately when both the order and procedures for passing that resolution violate the provisions of the Law on Enterprises and this Charter.

7. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolution of the General Meeting of Shareholders as prescribed in Article 25 of this Charter, that resolution remains in effect until the decision to annul the resolution of the Court or Arbitrator takes effect, except in the case of applying temporary emergency measures according to the decision of the competent authority.

Article 23. Authority and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions from shareholders to pass resolutions of the General Meeting of Shareholders are implemented according to the following regulations:

1. All resolutions of the General Meeting of Shareholders can be passed in the form of consulting shareholders in writing, except for the Annual General Meeting of Shareholders and resolutions on the following issues that must be approved at the General Meeting of Shareholders:

- a. Elect, relieve of duty and dismiss members of the Board of Directors and Supervisory Board (Supervisors);
- b. Reorganize and dissolve the Company.

2. The Board of Directors has the right to collect shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for the case specified in Clause 1 of this Article.
3. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least ten (10) days before the date the opinion forms must be returned. Requirements and methods for sending opinion forms and accompanying documents are implemented in accordance with the provisions of Clause 3, Article 19 of this Charter.
4. The opinion form must have the following main contents:
 - a. Name, head office address, business code of the Company;
 - b. Purpose of getting opinions;
 - c. Full name, contact address, nationality, legal document number of individual for individual shareholders; name, business code or legal document number of the organization, head office address of the shareholder being an organization or full name, contact address, nationality, legal document number of the individual for the authorized representative of the shareholder being an organization; number of shares of each type and number of votes of shareholders;
 - d. Issues requiring comments to pass resolutions;
 - e. Voting options include approval, disapproval and no opinion for each issue for comments;
 - f. Deadline for sending completed opinion forms to the Company;
 - g. Full name, signature of the Chairman of the Board of Directors;
 - h. Signature of the shareholder is the individual or legal representative of the shareholder or the individual or representative of the organization authorized by the shareholder.
5. Shareholders can send answered opinion forms to the Company by mail via post, fax or electronic mail (email) according to the following regulations:
 - a. In case of mailing, the answered opinion form must have the signature of the individual shareholder, the authorized representative or the legal representative of the organizational shareholder. Opinion forms sent to the Company must be kept in sealed envelopes and no one is allowed to open them before counting the votes;
 - b. In case of sending a fax or electronic mail (email): Opinion forms sent to the Company via fax or electronic mail (email) must be kept confidential until the time of counting votes;
 - c. Opinion forms sent to the Company after the deadline specified in the opinion form content or opened in case of mail or disclosed in case of fax or email are invalid. Opinion forms that are not sent back on time are considered shareholders who did not participate in the vote.
6. The Board of Directors counts the votes and prepares a record of the vote counting in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following main contents:
 - a. Name, head office address, business code of the Company;
 - b. Purpose and issues requiring comments to pass the resolution;

- c. Number of shareholders with the total number of votes who participated in the vote, distinguishing between the number of valid votes and the number of invalid votes and the method of sending votes, accompanied by an appendix of the list of shareholders participating in the vote;
- d. Total number of votes for, against, and no opinion on each issue;
- e. Issues that have been passed and the corresponding voting rate;
- f. Full names and signatures of the Chairman of the Board of Directors, the person counting the votes and the person supervising the counting of votes.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of vote counting records; jointly responsible for damages arising from decisions adopted due to dishonest or inaccurate vote counting.

7. Minutes of vote counting must be sent to shareholders within fifteen (15) days from the date of completion of vote counting. Sending the vote counting minutes and resolutions can be replaced by posting them on the Company's website within twenty-four (24) hours from the end of the vote counting.

8. The answered opinion form, vote counting minutes, approved resolutions and related documents enclosed with the opinion form must be kept at the Company's headquarters.

9. The resolution is approved in the form of collecting shareholders' opinions in writing when it meets the conditions specified in Clause 4, Article 22 of this Charter and has the same value as the resolution passed at the General Meeting of Shareholders.

Article 24. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be minuted and may be audio-recorded or recorded and stored in another electronic form. Minutes must be made in Vietnamese and English with equal legal value and have full content as prescribed in Clause 1, Article 150 of the Law on Enterprises; In case there is a difference in content between the minutes in Vietnamese and the minutes in English, the content of the minutes in Vietnamese shall prevail.

2. Minutes of the General Meeting of Shareholders must be signed by the chairman and secretary and archived according to the provisions of the Law on Enterprises and this Charter. In case the chairman or secretary refuses to sign the meeting minutes, these minutes will be effective if signed by all other members of the Board of Directors attending the meeting and have full content as prescribed in Clause 1, Article 150 of the Law on Enterprises; The meeting minutes clearly state that the chairman and secretary refused to sign the meeting minutes. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting; information is disclosed on the stock market within twenty-four (24) hours from the end of the meeting or the end of vote counting. The chairman and secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the minutes' content.

Article 25. Request to cancel the Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving and/or knowing the resolution or minutes of the General Meeting of Shareholders or minutes of vote counting results to collect opinions from the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 3, Article 13 of this Charter has the right to request a Court

or Arbitrator to consider and cancel the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings or collecting shareholders' opinions in writing and issuing resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 6, Article 22 of this Charter.
2. The content of the resolution violates the law or this Charter.

Within thirty (30) days from the date the resolution of the General Meeting of Shareholders is annulled according to the decision of the Court or Arbitrator, the person convening the General Meeting of Shareholders whose resolution is annulled may consider reorganizing the General Meeting of Shareholders according to the order and procedures specified in the Law on Enterprises and this Charter.

CHAPTER VII

BOARD OF DIRECTORS

Article 26. Candidacy and nomination of members of the Board of Directors

1. In case candidates for the Board of Directors have been identified in advance, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of published personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors published includes the following minimum contents:

- a. Full name, date, month and year of birth;
- b. Education level;
- c. Professional qualifications;
- d. Work history;
- e. Companies where the candidate is holding the position of member of the Board of Directors or member of the Board of Members and/or other management positions;
- f. Evaluation report on the candidate's contribution to the Company, in case that candidate is currently a member of the Company's Board of Directors;
- g. Benefits related to the Company and its related parties (if any);
- h. Full name or information of the shareholder or group of shareholders nominating that candidate (if any);
- i. Other information (if any).

The Company is responsible for disclosing information about the Companies where the candidate is holding the position of member of the Board of Directors or Member Council, and/or other management positions and benefits related to the Company of the Board of Directors candidate (if any).

2. Shareholders or groups of shareholders holding from ten (10)% to less than twenty (20)% of the total voting shares may nominate one (01) candidate; from twenty (20)% to less than thirty (30)% may nominate a maximum of two (02) candidates; From thirty (30)% to less

than forty (40)% may nominate up to three (03) candidates; from forty (40)% to less than fifty (50)% may nominate up to four (04) candidates; Fifty (50)% or more may nominate the maximum number of candidates for the Board of Directors.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the current Board of Directors shall introduce additional candidates or organize nominations according to the provisions of this Charter, Internal Regulations on Corporate Governance, Operational Regulations of the Board of Directors and must be approved by the General Meeting of Shareholders before conducting the election.

4. Standards and conditions for being a member of the Board of Directors:

- a. Not subject to provisions in Clause 2, Article 17 of the Law on Enterprises;
- b. People with professional qualifications and experience in business management or in the main business lines of the Company and are not necessarily shareholders of the Company;
- c. Not being a family member of the General Director and other managers of the Company; of the manager or person with management authority of the parent company;
- d. A member of the Board of Directors of the Company can only concurrently be a member of the Board of Directors or a member of the Board of Members at a maximum of five (05) other companies;
- e. The Chairman of the Board of Directors cannot concurrently hold the position of General Director of the Company.

Article 27. Composition and term of members of the Board of Directors

1. The number of members of the Board of Directors of the Company is at least three (03) people and at most eleven (11) people. The specific number of members of the Board of Directors for each term is decided by the General Meeting of Shareholders. At the time of approval of this Charter, the number of members of the Board of Directors consisted of five (05) people.

2. The term of the Board of Directors is five (05) years and can be re-elected for an unlimited number of terms. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace them and take over the work. In case of additional election (due to increasing the number of members of the Board of Directors) or election to replace a member of the Board of Directors who is relieved of duty or dismissed, the term of office of the additional elected or replaced member is equal to the remaining time of the five (05) year term of the previous member.

3. The structure of non-executive members of the Board of Directors is as follows:

- a. There is at least one (01) non-executive member in case the number of members of the Board of Directors is from three (03) to five (05).
- b. There are at least two (02) non-executive members in case the number of members of the Board of Directors is from six (06) to eight (08) members;
- c. There are at least three (03) non-executive members in case the number of members of the Board of Directors is from nine (09) to eleven (11) members.

The Company minimizes members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

4. The General Meeting of Shareholders relieves of duty or dismisses and replaces members of the Board of Directors in the following cases:

- a. Does not meet the standards and conditions as prescribed in Clause 4, Article 26 of this Charter, the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;
- b. Have a written resignation letter sent to the Company's headquarters. The Board of Directors receives the application, discloses information according to the provisions of law and reports to the General Meeting of Shareholders to approve the dismissal at the nearest meeting. In this case, this member will not have the right to discuss and vote on decisions of the Board of Directors from the date the Board of Directors receives the application;
- c. That member is absent or does not participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure as prescribed by law.
- d. Other cases according to the resolution of the General Meeting of Shareholders.

5. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors within sixty (60) days from the date the number of members of the Board of Directors is reduced by more than one-third ($1/3$) compared to the number of members of the Board of Directors in the effective resolution of the General Meeting of Shareholders and/or the case specified in point (b) Clause 3, Article 15 of this Charter;
- b. Except for the case specified in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who were relieved of duty or dismissed at the most recent meeting.

6. The appointment, dismissal or removal of members of the Board of Directors must be disclosed in accordance with the provisions of the Law on information disclosure on the stock market.

Article 28. Powers and obligations of the Board of Directors

1. The Board of Directors is the Company's management agency, with full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors by Law; This Charter, the Company's internal management regulations and the resolution of the General Meeting of Shareholders stipulate. Specifically, the Board of Directors has the following powers and obligations:

- a. Decide on the strategy, medium-term development plan and annual production and business plan (including market, customer, product and new product development plans; financial plan; annual, medium-term investment plan or annual, medium-term investment project portfolio) of the Company based on the proposal of the General Director;
- b. Propose types of shares and total number of shares authorized to be offered for sale of each type;

- c. Decide to sell unsold shares within the number of shares authorized to be offered for each type; decide to mobilize additional capital in other forms;
- d. Proposing the issuance of bonds convertible into shares and bonds with warrants allowing the owner to buy shares at a predetermined price; Except for the above two types of bonds, the Board of Directors has the right to decide to issue other types of bonds, the total value of bonds issued and the time of issuance but must report to the General Meeting of Shareholders at the nearest meeting; decide on the offering price of bonds, stocks and convertible securities;
- e. Decide to repurchase no more than ten (10)% of the total number of shares of each type sold within twelve (12) months; Decide on the price of repurchased shares according to the provisions of Clause 2, Article 133 of the Law on Enterprises;
- f. Decide on investment plans and initial projects with a value less than thirty-five (35)% of the total asset value according to the Company's most recent audited financial report;
- g. Decide on solutions for market development, marketing, customer retention and development, finding new customers, developing new products and technology;
- h. Approve contracts to buy, sell, borrow, lend and other contracts and transactions with a value of thirty-five (35)% or more of the total asset value recorded in the Company's most recent audited financial statements and contracts and transactions specified in Clauses 4 and 6, Article 44 of this Charter, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in this Charter;
- i. Elect, relieve of duty or dismiss the Chairman of the Board of Directors; appoint, relieve of duty or dismiss, sign contracts, terminate contracts for the General Director and other managers and executives of the Company, except for positions under the authority of the General Meeting of Shareholders; decide on salaries, remunerations, bonuses and other benefits of the Company's managers and executives; appoint authorized representatives to participate in the Board of Members or Board of Directors of other companies, and decide on the remuneration and other benefits of those persons (if any); Approve for the General Director to appoint, relieve of duty or dismiss positions including Branch Director, Representative Office Head, Factory Director, Department/Department Head and equivalent positions of the Company;
- j. Supervise the General Director and other executives in implementing resolutions and decisions of the General Meeting of Shareholders, the Board of Directors, the Charter, internal management regulations and approved plans; Resolve the Company's complaints against the Company's executive as well as decide on the selection of the Company's representative to resolve issues related to legal procedures against that executive;
- k. Based on the proposal of the General Director and/or agreement of the Board of Directors, the Board of Directors decides: The Company's organizational structure from department/department level, factory level and above (including establishment, reorganization, dissolution); the Company's internal management regulations; decide to establish, reorganize, dissolve, and request bankruptcy of subsidiaries in which the Company holds one hundred (100)% of charter capital; establishment, reorganization, dissolution of branches, representative offices, business locations and capital

contribution, purchase of shares, capital contributions, shares or sale of capital contributions, shares in other enterprises;

- l. Approve the agenda and content of documents for the General Meeting of Shareholders, convene a General Meeting of Shareholders or collect written opinions from shareholders to approve the resolution of the General Meeting of Shareholders;
 - m. Submit audited annual financial statements and Company management reports to the General Meeting of Shareholders;
 - n. Propose the annual dividend to be paid and decide on mid-term dividend advance; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
 - o. Propose the reorganization or dissolution of the Company, request the bankruptcy of the Company;
 - p. Decision to promulgate operating regulations of the Board of Directors and internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate Regulations on information disclosure of the Company and other internal management regulations under the authority of the Board of Directors; Approve or comment on internal management regulations under the authority of the General Director;
 - q. The Board of Directors and each member of the Board of Directors, within the scope of performing their responsibilities, have the right to directly request, access, look up and query necessary information, records and data of the Company, including information on organization - personnel, investment - assets, finance - accounting, production - quality - raw materials, market and business activities; all information related to existing customers; Customer retention and development plan and expected plan of the sales department to find new customers; order status, selling price, commercial conditions, debt, feedback, complaints, returns, penalties, compensation and risks that can significantly affect customer relationships or production and business results. The General Director, Deputy General Director, Chief Accountant, Head of Business Department and related units and individuals are responsible for providing full, honest, timely and explanation upon request;
 - r. The Board of Directors may authorize the General Director to exercise one or more of his rights and obligations by resolution of the Board of Directors;
 - s. Other rights and obligations according to the provisions of this Charter and the Law.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with the provisions of this Charter and the Law.
4. Unless the Law and this Charter provide otherwise, the Board of Directors may authorize subordinate employees and executive representatives to handle work on behalf of the Company.
5. Publicize benefits:
- a. A member of the Board of Directors who in one way or another directly or indirectly benefits from a contract or transaction that has been signed or is planning to be signed with the Company will have to disclose the nature and content of that benefit at the meeting where the Board of Directors first considers the issue of signing this contract

or transaction if at that time this member already knows that he has an interest in it or this member can make it public at the first meeting of the Board of Directors held after this member knowing that he has an interest or will have an interest in the relevant transaction or contract;

- b. Members of the Board of Directors and their related persons, when conducting transactions in the Company's shares, must report to the State Securities Commission and disclose information about this transaction in accordance with the provisions of Law.

Article 29. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors (except for authorized representatives of members of the Board of Directors) are entitled to work remuneration and bonuses. Remuneration for work is calculated according to the number of work days needed to complete the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors estimates the remuneration for each member according to the principle of consensus. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the Law on corporate income tax, shown as a separate item in the Company's annual financial report and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors (if any) or performing other tasks that, according to the Board of Directors, are outside the scope of normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum salary for each installment, salary, commission, percentage of profit or in other forms according to the decision of the Board of Directors.
5. Members of the Board of Directors have the right to be paid all travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors (if any).
6. Members of the Board of Directors may have liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the Law and this Charter.

Article 30. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, relieved of duty or dismissed by the Board of Directors from among the members of the Board of Directors when meeting or no longer meeting the standards and conditions of members of the Board of Directors as prescribed in Clause 4, Article 26 of this Charter.
2. The Chairman of the Board of Directors has the following rights and obligations:

- a. Prepare programs and operational plans of the Board of Directors;
 - b. Prepare agenda, content, and documents for meetings; convene, preside over, and act as chairperson of the Board of Directors' meetings;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervise (monitor, inspect) the process of organizing and implementing resolutions and decisions of the Board of Directors;
 - e. Chair the General Meeting of Shareholders;
 - f. Recommendation to the Board of Directors regarding the appointment, removal or dismissal of the General Director and on behalf of the Board of Directors to sign and terminate the labor contract with the General Director (if any);
 - g. Other rights and obligations according to the provisions of this Charter and the Law on Enterprises.
3. The Chairman of the Board of Directors as the legal representative of the Company has the following rights and obligations:
- a. Representing the Company to work and sign written instruments and documents related to the Company's rights and obligations with third parties, including competent state agencies;
 - b. Representing the Company to exercise rights and obligations arising from the Company's contracts and transactions;
 - c. Representing the Company as a requester to resolve civil matters, plaintiffs, defendants, and people with related rights and obligations before Arbitration and Court;
 - d. Other rights and obligations as prescribed in this Charter and relevant Laws.
4. The Chairman of the Board of Directors may be relieved of duty or dismissed according to the decision of the Board of Directors. In case the Chairman of the Board of Directors resigns or is relieved of duty or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date the Board of Directors receives the resignation or the Chairman of the Board of Directors is relieved of duty or dismissed.
5. In case the Chairman of the Board of Directors has announced his absence or is unable to perform his duties, he must authorize in writing another member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is serving administrative measures at a compulsory drug treatment facility, compulsory education facility, escapes from the place of residence, is restricted or loses civil act capacity, has difficulty in cognition, controlling behavior, is banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members of the Board of Directors shall elect one (01) person among the members holds the position of Chairman of the Board of Directors according to the principle that the majority of the remaining members of the Board of Directors approve until there is a new decision of the Board of Directors.

Article 31. Meeting of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with

- the highest and equal number of votes or percentage of votes, these members shall elect one of them to select one (01) person to convene and chair the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors must convene an extraordinary meeting of the Board of Directors and must not delay it without a legitimate reason when one of the following subjects requests in writing the purpose of the meeting and the issues to be discussed:
- a. There is a request from the Supervisory Board;
 - b. There is a request from the General Director or at least five (05) other executives;
 - c. There is a request from at least two (02) members of the Board of Directors;
 - d. At the request of the independent auditor, in case of need, the Board of Directors meets to discuss the audit report and financial situation of the Company.
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request specified in Clause 3 of this Article. In case of failure to convene a meeting as requested, the Chairman of the Board of Directors must be responsible for any damage caused to the Company; The person who requests to hold a meeting according to the provisions of Clause 2 of this Article has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
5. The Chairman of the Board of Directors or the person with the right to convene a meeting of the Board of Directors must send a notice inviting the meeting no later than three (03) working days before the meeting date. The meeting invitation must specifically identify the meeting time and location, program, issues discussed and decisions. The meeting invitation must be accompanied by documents used at the meeting and members' votes. Notice of invitation to a meeting of the Board of Directors can be sent by mail via post, email, phone message, fax and/or other communication method that ensures it reaches the contact address of each member of the Board of Directors registered at the Company. Notices of invitations to meetings of the Board of Directors are also sent to members of the Supervisory Board (Supervisors) according to the same deadline and method. Members of the Board of Supervisors (Supervisors) have the right to attend meetings of the Board of Directors, have the right to discuss but do not have the right to vote.
6. A meeting of the Board of Directors is conducted when three-quarters (3/4) or more of the total number of members of the Board of Directors attend the meeting. In case the meeting convened according to the provisions of this Clause does not have enough members attending the meeting as prescribed, it will be convened a second time within seven (07) days from the intended date of the first meeting. In this case, the meeting is conducted if more than half (1/2) of the members of the Board of Directors attend the meeting. In case the meeting is convened a second time but not half (1/2) of the members attending the meeting will be convened a third time within seven (07) days from the intended date of the second meeting and will be conducted regardless of the number of members of the Board of Directors attending the meeting.
7. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend the meeting and vote according to the provisions of Clause 11 of this Article;
 - c. Participate and vote via online conference, electronic voting or other electronic forms;
 - d. Send voting ballots to the meeting via mail, fax, or email;
 - e. Send ballots by other means.
8. In case of sending voting ballots to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening. Voting ballots may only be opened in the presence of all meeting attendees.
9. A meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting can:
- a. Listen to each other member of the Board of Directors speaking at the meeting;
 - b. Speak to all other attendees simultaneously. Discussions between members can be carried out directly by phone or by other means of communication or a combination of these methods. Members of the Board of Directors participating in such a meeting are considered "present" at that meeting. The location of the meeting held according to this regulation is the location where the largest number of members of the Board of Directors is present or the location where the chairman of the meeting is present.
- Decisions passed in a telephonic meeting, if organized and conducted properly, take effect immediately at the end of the meeting but must be confirmed by signatures in the minutes of all members of the Board of Directors attending this meeting.
10. Voting
- a. Except for the provisions in Point b of this Clause, each member of the Board of Directors or authorized person directly present in an individual capacity at a meeting of the Board of Directors has one (01) vote;
 - b. A member of the Board of Directors is not allowed to vote on contracts or transactions or proposals in which that member or a person related to that member has interests and those interests conflict or may conflict with the interests of the Company. Members of the Board of Directors are not counted in the minimum number of delegates present to be able to hold a meeting of the Board of Directors on decisions in which that member does not have the right to vote;
 - c. According to the provisions of Point d of this Clause, when an issue arises in a meeting of the Board of Directors related to the interests of a member of the Board of Directors or related to the voting rights of a member and those issues are not resolved by voluntarily giving up the voting rights of the relevant Board member, those arising issues are transferred to the chairman of the meeting to decide. The chairman's decision regarding this issue is final unless the nature or scope of interests of the relevant Board members have not been fully disclosed;
 - d. A member of the Board of Directors who benefits from a contract or transaction specified in point (a) clause 5, clause 6 Article 44 of this Charter is considered to have significant benefits in that contract.

- e. Members of the Board of Supervisors (Supervisors) have the right to attend meetings of the Board of Directors, have the right to discuss but are not allowed to vote.
11. Members must attend all meetings of the Board of Directors. Members are authorized to authorize others to attend meetings and vote if approved by a majority (over 50%) of the members of the Board of Directors.
12. The Board of Directors approves issues and makes resolutions and decisions based on the approval of the majority of Board of Directors members present (over 50%). In case the number of votes for and against is equal, the final decision will belong to the side with the opinion of the Chairman of the Board of Directors or the person authorized by the Chairman of the Board of Directors to participate in voting at the meeting.
13. Resolutions and decisions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. In case the favorable and opposing opinions are equal, the provisions in Clause 12 of this Article shall apply. Resolutions and decisions in this case have the same effect and value as resolutions and decisions passed by members of the Board of Directors at meetings convened and held according to custom.
14. The Chairman of the Board of Directors is responsible for transmitting the minutes of the Board of Directors meetings to the members and those minutes are authentic evidence of the work conducted in those meetings unless there is an objection to the content of the minutes within ten (10) days from the date of transmission. Minutes of meetings of the Board of Directors are made in Vietnamese and must be signed by all members of the Board of Directors attending the meeting. The secretary of the meeting of the Board of Directors may be audio-recorded, video-recorded or stored in other electronic forms to ensure the accuracy of the meeting content, progress and results.

Minutes must be signed by the chairman and the person taking the minutes. In case the chairman or person taking the minutes refuses to sign the meeting minutes but it is signed by all members of the Board of Directors attending the meeting and has all the content as prescribed in Article 158 of the Law on Enterprises, these minutes will still be valid.

Article 32. Subcommittees of the Board of Directors

2. The Board of Directors can establish and authorize affiliated subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee is decided by the Board of Directors, but there should be at least three (03) people including members of the Board of Directors and external members; in which external members must be less than half (1/2) of the total number of members of the subcommittee. Non-executive members of the Board of Directors should constitute the majority of the subcommittee and one of these members is appointed as Head of the subcommittee according to the decision of the Board of Directors. Activities of the subcommittee must comply with the regulations of the Board of Directors. The subcommittee's resolution is only effective when a majority (over 50%) of the subcommittee's members attend and vote for approval at the subcommittee meeting.
3. The implementation of decisions of the Board of Directors or sub-committees under the Board of Directors must be in accordance with current legal regulations and this Charter and internal regulations on corporate governance.

Article 33. Person in charge of Company administration

1. The Board of Directors appoints at least one (01) person in charge of corporate governance to support corporate governance activities at the Company. The person in charge of Company administration can concurrently act as Company Secretary according to the provisions of Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance must meet the following standards:
 - a. Have knowledge of the law; Have a university degree or higher and understand the Company's operations;
 - b. Must not simultaneously work for an independent auditing company that is auditing the Company's financial statements;
 - c. Other standards as prescribed by Law, this Charter and decisions of the Board of Directors;
 - d. Must not be a person with a family relationship with the Company's manager.
3. The person in charge of corporate governance has the following rights and obligations:
 - a. Advise the Board of Directors in organizing the General Meeting of Shareholders according to regulations and related work between the Company and shareholders;
 - b. Prepare meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors or Supervisory Board;
 - c. Advise on meeting procedures;
 - d. Attend meetings;
 - e. Consulting on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
 - f. Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and members of the Supervisory Board (Supervisors);
 - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h. Act as a contact point with relevant parties;
 - i. Confidentiality of information according to the provisions of Law and the Company's Charter;
 - j. Other rights and obligations according to the provisions of Law and the Company's Charter.

CHAPTER VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 34. Organization of management apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision of the Board of Directors; The General Director is responsible for organizing and managing the Company's daily production and business activities within the scope of assigned authority. The Company has one (01) General Director, Deputy General Directors and one (01) Chief Accountant appointed by the Board of Directors at the request of the General Director (hereinafter referred to as "Executive Board"). The General Director and Deputy General Director can simultaneously be members of the Board of Directors. The appointment and

dismissal of the above positions must be approved by resolution or decision of the Board of Directors.

Article 35. Company executives

1. Company executives include the General Director, Deputy General Director, Chief Accountant and other executives according to the provisions of the Company's Charter. In there:

- a. The General Director is the general manager of the Company's daily business, responsible to the Board of Directors, the General Meeting of Shareholders and the law for assigned tasks and powers;
 - b. The Deputy General Director is the person who helps the General Director perform one or several tasks as assigned and authorized by the General Director; Be responsible to the General Director, the Board of Directors and the law for the scope of assigned and authorized work;
 - c. The Chief Accountant is the person who helps the General Director direct and uniformly perform accounting, finance, and statistical work and is responsible for these works of the Company according to the provisions of law.
2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives if necessary, with numbers and standards consistent with the Company's internal management structure and regulations prescribed by the Board of Directors. Executives must be responsible for supporting the Company in achieving its operational and organizational goals.
3. The General Director is paid salary and bonus. Salaries, bonuses, and other benefits of the General Director in the labor contract are decided by the Board of Directors. Salaries, bonuses, and other benefits of the remaining executives are approved by the Board of Directors according to the recommendation of the General Director.
4. The executive's salary is included in the Company's business expenses according to the provisions of law on corporate income tax, shown as a separate item in the Company's annual financial report and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 36. Appointment, relief from duty or dismissal; duties and powers of the General Director

1. The Board of Directors appoints a member of the Board of Directors or hires another person to be the General Director and the Chairman of the Board of Directors represents the Board of Directors to sign a labor contract with the General Director in accordance with labor law.
2. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The General Director must meet the standards and conditions prescribed in Clause 3 of this Article and relevant Laws.
3. Standards and conditions of the General Director:
 - a. Not subject to provisions in Clause 2, Article 17 of the Law on Enterprises;
 - b. People with professional qualifications and practical experience in business administration or in the Company's main business sectors;

- c. Must not be a person related to the family of the business manager, Controller of the Company and the parent company; representative of the parent company's state capital, representative of the parent company's capital at the Company.
- 4. The General Director has the following powers and responsibilities:
 - a. Decide all issues related to the Company's daily business that are not under the authority of the Board of Directors, including signing financial and commercial contracts on behalf of the Company, organizing and operating the Company's daily production and business activities according to best management practices, within the scope of plans, budgets, limits and authority approved, decentralized or authorized by the Board of Directors from time to time;
 - b. Organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
 - c. Organize the implementation of the Company's business plans and investment plans approved by the General Meeting of Shareholders and the Board of Directors or decentralized and authorized by the Board of Directors from time to time;
 - d. Recommend to the Board of Directors the Company's organizational structure and internal management regulations; promulgate internal management regulations within its authority or, after approval, give opinions from the Board of Directors;
 - e. Appoint, relieve of duty or dismiss management positions in the Company, except for positions within the authority of the Board of Directors to appoint, relieve of duty or dismiss;
 - f. Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director; Deduct salaries and other benefits of positions under the authority of the Board of Directors;
 - g. The General Director represents the Company or authorizes other executives to carry out recruitment, sign and terminate labor contracts, except for the labor contract of the General Director under the authority of the Chairman of the Board of Directors;
 - h. Recommendation to the Board of Directors on plans to pay dividends or handle business losses;
 - i. Recommend the number and profile of executives that the Company needs to recruit for the Board of Directors to appoint, relieve of duty or dismiss in order to carry out good management activities as proposed by the Board of Directors and advise the Board of Directors to decide on salaries, remunerations, benefits and other terms of the executive's labor contract;
 - j. Consult with the Board of Directors to decide on the number of employees, salaries, allowances, benefits, appointment, dismissal and other terms related to their labor contracts;
 - k. Fifteen (15) days before the end of the fiscal year, the General Director must submit to the Board of Directors for approval a detailed business plan for the next fiscal year, which includes goals and plans for production, market, existing customers, finding new customers, developing new products, raw materials, quality, investment and finance on the basis of meeting the requirements of the appropriate budget as well as the five (05) year financial plan;

- l. Proposing measures to improve the Company's operations and management;
 - m. Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) to serve long-term, annual and quarterly management activities of the Company according to the business plan. The annual estimate (including balance sheet, income statement and expected cash flow statement) for each fiscal year must be submitted for approval by the Board of Directors;
 - n. Within the scope of his duties and powers, the General Director may authorize other individuals/organizations to perform tasks related to his duties and powers according to needs from time to time;
 - o. Proactively organize the collection, inspection and provision of necessary information to the Board of Directors for management and supervision; ensure that the Board of Directors receives complete and timely key information about customers, markets, orders, quality, complaints, returns, fines, compensation, debts and risks that can significantly affect the Company's operations or production and business results; Organize reports and explanations at the request of the Board of Directors or members of the Board of Directors;
 - p. Carry out all other activities in accordance with the provisions of this Charter and the Company's internal management regulations, resolutions and decisions of the Board of Directors, the General Director's labor contract and the Law.
5. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for implementing assigned tasks and powers and must report to these agencies when requested.
6. The Board of Directors can relieve of duty or dismiss the General Director when the majority of the Board of Directors members (over 50%) with the right to attend the meeting vote in favor (members of the Board of Directors cum General Director are not allowed to participate in voting on this content) and appoint one (01) new General Director to replace.
7. The General Director may be dismissed by the Board of Directors in the following cases:
- a. Due to work needs, transfer and rotation of personnel of the Company and parent company;
 - b. Due to not being in good health to continue working (working) as General Director;
 - c. A written resignation letter has been sent to the Board of Directors;
 - d. The labor contract expires or retires according to the regime and the Company has no need to re-sign the labor contract.
8. The General Director may be dismissed by the Board of Directors in the following cases:
- a. Failure to complete tasks or violating Company rules and regulations;
 - b. Violation of the Law but not to the extent of criminal prosecution or forced termination of labor contract;
 - c. No longer meets the standards and conditions of the General Director specified in Clause 3, Article 36 of this Charter and relevant laws.

CHAPTER IX

SUPERVISORY BOARD

Article 37. Candidacy and nomination of members of the Supervisory Board

1. The candidacy and nomination of members of the Supervisory Board (Inspector) are carried out similarly to the provisions in Clause 1 and Clause 2, Article 26 of this Charter.

2. In case the number of candidates to be elected as members of the Supervisory Board (Supervisors) through nomination and candidacy is still not enough, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the provisions of the Internal Regulations on Company Governance and Operational Regulations of the Supervisory Board. The nomination of candidates by the incumbent Supervisory Board to be elected as members of the Supervisory Board (Inspector) must be clearly announced and must be approved by the General Meeting of Shareholders before proceeding with the nomination.

Article 38. Composition of the Supervisory Board

1. The number of members of the Company's Supervisory Board is three (03) members. The term of office of the Controller shall not exceed 05 years and may be re-elected for an unlimited number of terms. The Supervisory Board must have at least one (01) Controller with an accountant practicing certificate or an auditor practicing certificate.

2. Members of the Supervisory Board (Supervisors) must meet the following standards and conditions:

- a. Not subject to provisions in Clause 2, Article 17 of the Law on Enterprises;
- b. Be trained in one of the majors in economics, finance, accounting, auditing, business administration or change majors suitable to the Company's main business lines;
- c. Not allowed to hold management or executive positions in the Company. Controllers are not necessarily shareholders or employees in the Company;
- d. Not allowed to work in the accounting or finance department of the Company;
- e. Not be a member or employee of an independent auditing firm that audited the Company's financial statements for the previous three (03) years;
- f. Not being a family member of a member of the Board of Directors, General Director and other managers and executives of the Company; must not be a family member of a member of the Supervisory Board (Supervisor) of the Company and a business manager of the parent company; representative of the parent company's state capital, representative of the parent company's capital at the Company;
- g. Relevant legal regulations prohibit being a member of the Supervisory Board (Inspector).

3. Members of the Supervisory Board (Supervisors) are dismissed by the General Meeting of Shareholders in the following cases:

- a. No longer meets the standards and conditions to be a Controller as prescribed in Clause 2 of this Article;
- b. There was a resignation letter and it was accepted;
- c. Other cases according to the resolution of the General Meeting of Shareholders.

4. Members of the Supervisory Board (Supervisors) are dismissed by the General Meeting of Shareholders in the following cases:

- a. Failure to complete assigned tasks and work;
- b. Failure to exercise your rights and obligations for six (06) consecutive months, except in cases of force majeure as prescribed by law;
- c. Repeated violations and serious violations of the obligations of members of the Supervisory Board (Supervisors) according to the provisions of the Law on Enterprises and this Charter;

d. Other cases according to the resolution of the General Meeting of Shareholders.

Article 39. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board from among the members of the Supervisory Board (Supervisors); Election, relief from duty or dismissal according to the principle of majority (over 50%) members of the Supervisory Board (Supervisors) agree. The Supervisory Board must have more than half (1/2) of its members permanently residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or a major related to the Company's main business activities.

2. Rights and obligations of the Head of the Supervisory Board:

- a. Convene a meeting of the Supervisory Board;
- b. Require the Board of Directors, General Director and other executives of the Company to provide relevant information to report to members of the Supervisory Board (Supervisors);
- c. Prepare and sign the report of the Supervisory Board after consulting the Board of Directors to submit to the General Meeting of Shareholders;
- d. Other rights and obligations according to the provisions of law, operating regulations of the Supervisory Board and other internal management regulations of the Company.

Article 40. Rights and obligations of the Supervisory Board

The Supervisory Board has the rights and responsibilities as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose and recommend that the General Meeting of Shareholders approve the list of auditing organizations approved to audit the Company's financial statements; Decide on an approved audit organization to inspect the Company's operations, relieve of duty or dismiss approved auditors when deemed necessary;
2. Be responsible to shareholders for your monitoring activities;
3. Monitor the Company's financial situation, compliance with the law in the activities of members of the Board of Directors, General Director, other executives,
4. Ensure coordination of activities between the Supervisory Board and the Board of Directors, General Director and shareholders;
5. In case of detecting violations of the law or violations of this Charter by members of the Board of Directors, General Director and other executives, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the person committing the violation to stop the violation and have solutions to overcome the consequences;
6. Develop operating regulations of the Supervisory Board and submit to the General Meeting of Shareholders for approval;
7. Report at the General Meeting of Shareholders according to the provisions of Law;
8. Have the right to access the Company's records and documents kept at its headquarters, branches and other locations; have the right to go to the workplace of managers and employees of the Company during working hours;
9. Have the right to request the Board of Directors, members of the Board of Directors, General Director and other managers and executives to provide complete, accurate and

timely information and documents on the management, administration and business activities of the Company;

10. Discuss with the independent auditor the nature and scope of the audit before starting the audit;

11. Obtain independent professional advice or legal advice and ensure the participation of experts outside the Company with appropriate professional experience in the Company's work if necessary;

12. Check five, six (06) month and quarterly financial reports;

13. Discuss difficult and outstanding issues discovered from mid-term or final audit results as well as any issues that the independent auditor wants to discuss;

14. Review the independent auditor's management letter and feedback from the Company's executive board;

15. Review the Company's report on internal control systems before approval by the Board of Directors;

16. Review the results of the internal investigation and feedback from the Executive Board;

17. Other rights and obligations according to the provisions of this Charter and the Law.

Article 41. Meeting of the Supervisory Board

1. The Supervisory Board must meet at least two (02) times a year, the number of members attending the meeting is at least two-thirds (2/3) of the members of the Supervisory Board. Minutes of meetings of the Supervisory Board are detailed and clear. The person taking the minutes and the members of the Supervisory Board (Supervisors) attending the meeting must sign the meeting minutes. Minutes of meetings of the Supervisory Board must be kept to determine the responsibilities of each member of the Supervisory Board (Supervisor).

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of approved audit organizations to attend the meeting and answer issues that need to be clarified.

Article 42. Salaries, remunerations, bonuses and other benefits of members of the Supervisory Board (Supervisors)

Salaries, remunerations, bonuses and other benefits of members of the Supervisory Board (Supervisors) are implemented according to the following regulations:

1. Members of the Supervisory Board (Supervisors) are paid salaries, remunerations, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonus, other benefits and annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board (Supervisors) are paid for meals, accommodation, travel, and the cost of using independent consulting services at a reasonable rate. The total remuneration and expenses do not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the provisions of law on corporate income tax and other relevant laws and must be made into a separate section in the Company's annual financial statements.

CHAPTER X
RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS,
MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTORS AND
OTHER EXECUTIVES

Members of the Board of Directors, members of the Supervisory Board (Supervisors), General Director and other executives are responsible for performing their duties, including duties as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 43. Duty of care

Members of the Board of Directors, members of the Supervisory Board (Supervisors), General Director and other executives are responsible for performing their duties, including duties as members of subcommittees of the Board of Directors, honestly for the best interests of the Company and with the level of care that a prudent person must have when holding a similar position and in similar circumstances.

Article 44. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board (Supervisors), General Director and other executives must disclose relevant interests in accordance with the provisions of the Law on Enterprises and other legal regulations.
2. Members of the Board of Directors, members of the Supervisory Board (Supervisors), General Director and other managers, executives and related persons of these members may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board (Supervisors), General Director and other executives have the obligation to notify the Board of Directors of any potentially conflicting interests that they may enjoy through economic legal entities, transactions or other individuals. The content of the Notice includes:
 - a. Name, head office address, business line, number and date of issuance of the Business Registration Certificate, place of business registration of the enterprise in which they are the owner of or own capital contributions or shares; Proportion and time of ownership of that capital contribution or share;
 - b. Name, head office address, business line, number and date of issuance of the Business Registration Certificate, place of business registration of the enterprise whose related person owns or jointly owns or separately owns shares or capital contributions of more than ten (10) charter capital.

The declaration according to this regulation must be made within seven (07) working days from the date the relevant benefits arise; Amendments and supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.

The declaration according to this regulation must be notified to the General Meeting of Shareholders at the annual meeting and archived at the Company's headquarters. Shareholders, authorized representatives of shareholders, members of the Board of Directors, members of the Supervisory Board (Supervisors), and the General Director have the right to review the declared content at any time if necessary.

Members of the Board of Directors, members of the Supervisory Board (Supervisors), and the General Director, on their own behalf or on behalf of others, performing work in

any form within the scope of the Company's business must explain the nature and content of that work to the Board of Directors and the Supervisory Board and can only do so when approved by a majority (over 50%) of the remaining members of the Board of Directors; If performed without declaration or without approval from the Board of Directors, all income derived from that activity belongs to the Company.

4. Regarding providing loans or guarantees:

- a. The company is not allowed to provide loans or guarantees to shareholders (including individual shareholders and institutional shareholders) and related persons of individual shareholders;
- b. The Company is only allowed to provide loans or guarantees to related persons of shareholders who are organizations in cases where that organization is a subsidiary of the Company. Approval authority is as follows:
 - i. The General Meeting of Shareholders approves transactions with a value equal to or greater than thirty-five (35)% of the total asset value recorded in the Company's most recent audited financial statements;
 - ii. The Board of Directors approves transactions with a value less than thirty-five (35)% of the total asset value recorded in the Company's most recent audited financial statements.
- c. The Company may only provide loans or guarantees to members of the Board of Directors, members of the Supervisory Board (Supervisors), General Director, other executives who are not shareholders and related individuals and organizations of these subjects when approved by the General Meeting of Shareholders. In case of providing a loan or guarantee to a related organization by a member of the Board of Directors, a member of the Supervisory Board (Supervisor), the General Director, or another executive and that organization is a subsidiary of the Company, the approval authority shall comply with point (b) of this clause.

5. Pursuant to Article 167 of the Law on Enterprises, the Company will only carry out the following contracts and transactions, except for the contracts and transactions specified in Clause 4 of this Article after being approved by the General Meeting of Shareholders:

- a. Contracts, transactions with a value of thirty-five (35)% or more or transactions resulting in the total value of transactions arising within twelve (12) months from the date of the first transaction with a value of thirty-five (35)% or more of the total value of assets recorded on the Company's most recent audited financial statement, between the Company and one of the following entities:
 - i. Members of the Board of Directors, members of the Supervisory Board, General Director, executives and related persons of these entities;
 - ii. Shareholders, authorized representatives of shareholders owning more than ten (10)% of the total common shares of the Company and their related persons;
 - iii. Enterprises in which members of the Board of Directors, members of the Supervisory Board (Supervisors), General Director and other executives of the Company own or own capital contributions or shares; Enterprises in which related persons of members of the Board of Directors, members of the Supervisory Board (Supervisors), General Director and other executives of the Company are the owner of, jointly own, or separately own shares or capital contributions of more than ten (10)% of charter capital.

- b. Contracts, loan transactions, asset sales with a value greater than ten (10)% of the total asset value recorded on the Company's most recent audited financial statements and shareholders owning fifty-one (51)% or more of the total number of voting shares or related persons of that shareholder.
- 6. The Board of Directors approves the following contracts and transactions:
 - a. Contracts and transactions specified in point (a) clause 5 of this Article have a value less than thirty-five (35)% of the total value of assets recorded in the most recent audited financial statement of the Company;
 - b. Contracts, loan transactions, and asset sales specified in Point (b) Clause 5 of this Article have a value of less than ten (10)% of the total asset value recorded on the Company's audited financial statements.
- 7. No member of the Board of Directors, member of the Supervisory Board (Supervisor), General Director, other executives, or related persons of these entities are allowed to buy or sell or trade in any form the Company's shares at any time, when they have information that will certainly affect those shares and shareholders do not know about this information.
- 8. Contracts and transactions specified in Clauses 4, 5 and 6 of this Article that are signed without the approval of the General Meeting of Shareholders or the Board of Directors will be invalid and handled according to the provisions of law. In case of damage arising due to a contract or transaction being invalidated, members of the Board of Directors, members of the Supervisory Board (Supervisors), General Director, other executives or related persons of these entities who signed the contract or transaction must compensate for the damage and return to the Company the benefits obtained from the signing and implementation of this contract or transaction.

Article 45. Responsibility for damage and compensation

- 1. Members of the Board of Directors, members of the Supervisory Board (Supervisors), General Director and other executives who violate their obligations and responsibilities of honesty and prudence, and fail to fulfill their obligations, must be responsible for the damages caused by their violations.
- 2. The Company compensates those who have been, are or may become a related party in complaints, lawsuits, prosecutions (including civil and administrative cases and not lawsuits initiated by the Company) if that person has been or is currently a member of the Board of Directors, a member of the Supervisory Board (Supervisor), General Director, executive, employee or an authorized representative of the Company or that person has been or is performing tasks authorized by the Company. company, acting honestly, carefully, for the benefit of the Company on the basis of compliance with the Law and without evidence confirming that that person has violated his or her responsibilities.
- 3. Compensation costs include judgment costs, fines, and payments incurred in practice (including attorney fees) when resolving these cases within the framework of the law. The Company can buy insurance for those people to avoid the above compensation responsibilities.

CHAPTER XI

RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 46. Right to search books and records

- 1. Common shareholders have the right to search books and records, specifically as follows:

- a. Shareholders who own common shares have the right to review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of your inaccurate information; Review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders. When reviewing, looking up, and extracting information about the names and contact addresses of other shareholders in the list of shareholders with voting rights, shareholders have the obligation and responsibility to protect personal data according to the provisions of law;
 - b. Shareholders or groups of shareholders owning five (05)% of the total number of common shares or more have the right to review, look up, and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors and other documents, except documents related to commercial secrets and business secrets of the Company.
2. In case an authorized representative of a shareholder and group of shareholders requests to look up books and records, a power of attorney from the shareholder and group of shareholders that he or she represents or a notarized copy of this power of attorney must be attached.
 3. Members of the Board of Directors, members of the Supervisory Board (Supervisors), General Director and other executives have the right to check the Company's shareholder registration book, list of shareholders and other books and records of the Company for purposes related to their positions; Members of the Board of Directors alone have the right to access, look up and query information systems, electronic data, records and documents necessary when exercising their rights and obligations according to the provisions of Article 28 of this Charter, provided that this information must be kept confidential.
 4. The Company must keep this Charter and amendments and supplements to the Charter, Business Registration Certificate, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and resolutions and decisions of the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and any other documents as prescribed by law. headquarters or another place provided that shareholders and the business registration agency are informed of the location where these documents are stored.
 5. The Company's Charter must be published on the Company's website.

CHAPTER XII

OTHER POLITICAL AND SOCIAL ORGANIZATIONS IN THE COMPANY

Article 47. Other political and social organizations in the Company

1. The Communist Party of Vietnam organization in the Company operates in accordance with the Constitution and Laws of the Socialist Republic of Vietnam and the Charter and regulations of the Communist Party of Vietnam.
2. Trade Unions and other socio-political organizations in the Company operate according to the Constitution and Laws of the Socialist Republic of Vietnam and the Charter of those organizations.

Article 48. Employees and Trade Unions

1. The General Director must make a plan for the Board of Directors to approve issues related to recruitment, dismissal of employees, salaries, social insurance, benefits, rewards and discipline for employees and other executives of the Company.
2. The General Director must make a plan for the Board of Directors to approve issues related to the Company's relationship with employee representative organizations, including the Trade Union according to the best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

CHAPTER XIII PROFIT DISTRIBUTION

Article 49. Profit distribution, fund appropriation and principles for handling losses in business

1. Annual profit after fulfilling tax obligations and other financial obligations according to the provisions of law, fully paying debts and other property obligations that are due, depending on the specific conditions of each period decided by the General Meeting of Shareholders. Annual after-tax (accounting) profits are distributed as follows:
 - a. Divide profits to affiliated capital contributors according to the provisions of the signed economic contract (if any);
 - b. Make up for losses from previous years;
 - c. The remaining profit (after deducting the amounts specified in Points a and b above) is distributed as follows:
 - Deduction to Investment and Development Fund;
 - Deduction to the Bonus and Welfare Fund;
 - Rewarding the Management and Executive Board;
 - Dividend distribution;
 - Appropriate to other funds and/or left for next year (if any).
2. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained profits. Dividends can be paid in cash, in Company shares or in other Company assets.
3. The Company does not pay interest on dividends or payments related to a type of stock.
4. The Board of Directors can request the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the agency that implements this decision.
5. In case dividends or other amounts related to a type of stock are paid in cash, the Company must pay in Vietnamese Dong. Payment can be made directly or through banks based on detailed banking information provided by shareholders. In case the Company has transferred money according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company is not responsible for the amount of money transferred by the Company to the beneficiary shareholder. Dividend payments for stocks listed at the Stock Exchange can be made through Securities Companies or Vietnam Securities Depository Center (Vietnam Securities Depository and Clearing Corporation).

6. Pursuant to the Law on Enterprises and Law on Securities, the Board of Directors passed a resolution to determine a specific date to finalize the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest, profit distribution, shares, notices or other documents.

7. According to the provisions of the Law on Enterprises, the Board of Directors can decide to advance mid-term dividends if it deems this payment appropriate to the Company's profitability.

8. Other issues related to profit distribution are carried out in accordance with the provisions of Law.

9. In case the Company incurs a loss after finalizing tax with the tax authority, it will be handled in the following cases:

- a. Carry forward losses to the next year (time for carrying losses according to the provisions of Law);
- b. Reduce assets;
- c. Use mandatory reserve funds to compensate;
- d. Shareholders contribute additional capital.

10. The Company may only pay dividends to shareholders when it fully implements Clause 1 of this Article and fully compensates for previous losses in accordance with the provisions of the Company's Charter and the Law.

Article 50. Recovery of payment for repurchased shares or distributed dividends

In case the payment for repurchased shares is contrary to the provisions of Article 11 of this Charter or the payment of dividends is contrary to the provisions of Article 49 of this Charter, the shareholders must return to the Company the money and assets received. In case a shareholder cannot repay the Company, that shareholder and all members of the Board of Directors must be jointly responsible for the debts and other property obligations of the Company within the value of the money and assets paid to the shareholder that have not been refunded.

CHAPTER XIV

BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 51. Bank account

1. The company opens accounts at Vietnamese banks or at foreign banks and bank branches licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, in case of necessity, the Company may open a bank account abroad in accordance with the provisions of Law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 52. Fiscal year

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year. The first fiscal year begins from the date of issuance of the Business Registration Certificate and ends on December 31 of that year.



Article 53. Accounting regime

1. The accounting regime used by the Company is the Vietnamese Accounting System (VAS), corporate accounting regime or other specific accounting regime promulgated by competent authorities approved by the Ministry of Finance.
2. The company prepares accounting books in Vietnamese. The Company maintains accounting records according to regulations on accounting and relevant laws. These records must be accurate, updated, systematic and sufficient to prove and explain the Company's transactions.
3. The company uses currency in accounting as Vietnamese Dong. In case the Company has economic transactions arising mainly in a foreign currency, it can choose that foreign currency as the accounting currency, be responsible for that choice before the Law and notify the direct tax authority.

CHAPTER XV FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 54. Annual, semi-annual and quarterly financial reports

1. The company must prepare an annual financial report and the annual financial report must be audited according to the provisions of law. The company publishes audited annual financial statements in accordance with the provisions of the Law on information disclosure on the stock market and submits them to competent state agencies.
2. The annual financial report must include all reports, appendices, and explanations in accordance with the Law on corporate accounting. Financial reports honestly and objectively reflect the Company's operating situation.
3. The company must prepare and publish reviewed semi-annual financial reports and quarterly financial reports in accordance with the Law on information disclosure on the stock market and submit them to competent state agencies. Audited financial reports (including auditors' opinions), semi-annual and quarterly reports of the Company must be published on the Company's website.
4. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, semi-annual and quarterly reports during the Company's working hours, at the Company's headquarters and must pay a reasonable fee for copying.

Article 55. Annual report

The Company must prepare and publish an Annual Report in accordance with the provisions of the Law on securities and the stock market.

CHAPTER XVI COMPANY AUDIT

Article 56. Auditing

1. The Annual General Meeting of Shareholders appoints an independent auditing company or approves a list of independent auditing companies and assigns the Supervisory Board to decide on selecting one of these companies to conduct audit activities of the Company for the next fiscal year based on the terms and conditions agreed with the

Supervisory Board. The company must prepare and submit annual financial reports to an independent auditing company after the end of the fiscal year.

2. The independent auditing company checks, confirms and reports on the annual financial statements reflecting the Company's revenues and expenditures, prepares an audit report and submits that report to the Board of Directors within two (02) months from the end of the fiscal year.

3. The audit report is attached to the Company's annual financial report.

4. The independent auditor performing the audit of the Company is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and to express opinions at the General Meeting on issues related to the audit of the Company's financial statements.

CHAPTER XVII CORPORATE SEAL

Article 57. Enterprise seal

1. Stamps include stamps made at a seal engraving facility or stamps in the form of digital signatures according to the provisions of the Law on electronic transactions.

2. The Board of Directors decides on the type of seal, quantity, form and content of the seal of the Company, its branches and representative offices (if any).

3. The Board of Directors, Supervisory Board, and General Director use and manage the seal according to the provisions of current law.

CHAPTER XVIII DISSOLUTION OF THE COMPANY

Article 58. Dissolution of the Company

1. The company may be dissolved in the following cases:

- a. According to the resolution of the General Meeting of Shareholders;
- b. The company no longer has the minimum number of shareholders as prescribed by the Law on Enterprises for a period of six (06) consecutive months without carrying out procedures for converting the business type;
- c. The Certificate of Business Registration has been revoked, unless the Law on Tax Administration has other provisions.

2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by a competent authority (if required) in accordance with the provisions of law.

Article 59. Liquidation

1. When there is a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from one (01) independent auditing company. The liquidation board prepares its operating regulations. Members of the Liquidation Committee may be selected from among Company employees or independent experts. All costs related to liquidation are given priority by the Company before other debts of the Company.

2. The liquidation board is responsible for reporting to the business registration agency on the date of establishment and date of commencement of operation. Since that time, the Liquidation Board represents the Company in all work related to the liquidation of the Company before the Court and administrative agencies.
3. Proceeds from liquidation are paid in the following order:
 - a. Liquidation costs;
 - b. Salary arrears, severance pay, social insurance and other employee benefits according to the collective labor agreement and signed labor contract;
 - c. Taxes and payments to the State;
 - d. Loans (if any);
 - e. Other debts of the Company;
 - f. The remaining balance after paying all debts from items (a) to (e) above is distributed to shareholders. Preference shares are given priority for payment first.

CHAPTER XIX

SETTLEMENT OF INTERNAL DISPUTES

Article 60. Resolving internal disputes

1. In case a dispute or complaint arises related to the Company's operations or the rights and obligations of shareholders as prescribed in this Charter, the Law on Enterprises, other laws or administrative regulations between:
 - a. Shareholders with the Company;
 - b. Shareholders with the Board of Directors, Supervisory Board, General Director or other executives.

The parties involved attempt to resolve such disputes through negotiation and conciliation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors presides over dispute resolution and requires each party to present practical factors related to the dispute within thirty (30) working days from the date the dispute arose. In case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Supervisory Board to appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. In case a conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, any party may refer the dispute to an Arbitrator or a competent Court for resolution.
3. The parties bear their own costs related to negotiation and conciliation procedures. Arbitration fees will be paid by the losing party, unless the parties agree otherwise. Payment of Court expenses is made according to the Court's decision.

CHAPTER XX

SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 61. Company Charter

1. Supplements and amendments to this Charter must be considered and decided by the General Meeting of Shareholders.

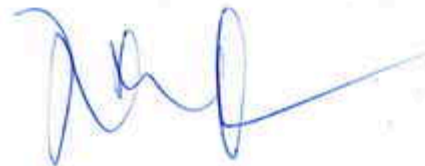
2. In case there are provisions of Law related to the Company's activities that have not been mentioned in this Charter or in case there are new provisions of Law that are different from the provisions in this Charter, those provisions of Law are automatically applied and regulate the Company's operations.

CHAPTER XXI EFFECTIVE DATE

Article 62. Effective date

1. This Charter includes 21 Chapters - 62 Articles approved by the General Meeting of Shareholders according to Resolution No. 313/NQ-ĐHĐCĐ at the Extraordinary General Meeting of Shareholders on August 24, 2026. Previous Charters, documents amending and supplementing the Charter are no longer valid.
2. This Charter is made into 05 (five) copies, signed by the legal representative of Phu Bai Spinning Mill Joint Stock Company and kept at the Company's headquarters.
3. This Charter is unique and official of the Company.
4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE OF THE COMPANY CHAIRPERSON OF THE BOARD OF DIRECTORS



Phạm Văn Tân



EXPLANATORY TABLE

CERTAIN AMENDMENTS AND SUPPLEMENTS IN THE DRAFT INTERNAL REGULATION ON CORPORATE GOVERNANCE OF PHU BAI SPINNING MILL JOINT STOCK COMPANY

(Enclosed with Submission No. 310/TTTr-HDQT dated 24/08/2026)

No.	Current provision (Italic, bold, strikethrough = deleted or amended)	Draft provision (Italic, bold = amended/supplemented)	Reason
1	Article 1. Scope of regulation and subjects of application		
	1. This Regulation sets out the basic principles of corporate governance to protect the lawful rights and interests of shareholders, and to establish standards of conduct and professional ethics for BOD members, the Supervisory Board, the Management Board and other managers of the Company.	Delete	Not consistent with the Article's title and the Regulation's content.
2	Article 2. Interpretation of terms		
	1. [...] e. "Law on Accounting" means the Law on Accounting No. 88/2015/QH13 passed by the National Assembly on 20 November 2015	1. [...] c. "Law on Accounting" means the Law on Accounting No. 88/2015/QH13 passed on 20/11/2015 and the laws amending/supplementing it from time to time	The 2015 Law on Accounting was amended by the 2024 Law on Accounting.
	d. "Non-executive BOD member" means a BOD member under Article 3 of Decree 155/2020/NĐ-CP who is not the General Director, Deputy General Director, Chief Accountant or other executives appointed by the BOD.	d. "Non-executive BOD member" means a BOD member who is not the General Director, Deputy General Director, Chief Accountant or other executives of the Company appointed by the BOD.	Re-edited to conform exactly with clause 56, Article 3 of Decree 155/2020/NĐ-CP.
3	Article 3. Role, rights and obligations of the GMS; provision of information to shareholders		
	Not yet provided.	Add. - The time at which shareholders' rights and obligations arise; - Order and procedures for shareholders to exercise the right to request information	The Charter does not detail the order and procedures for this shareholder right, so it must be detailed to

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>) (See details in clause 3, Article 3 of the Draft Regulation)	Reason
4	Article 4. Order and procedures for holding the General Meeting of Shareholders 2. Preparing the list of shareholders entitled to attend: The convener must prepare the list of eligible shareholders no more than 10 days before sending the notice. The Company must disclose information on preparing the list at least twenty (20) days before the record date.	2. Preparing the list of shareholders entitled to attend: The convener must prepare the list of <i>shareholders attending the GMS</i> no more than 10 days before sending the notice. <i>The list must contain the full name, contact address, nationality and personal legal-paper number for individuals; the name, enterprise code or legal-paper number and head-office address for organizations; the number of shares of each class, and the number and date of shareholder registration of each shareholder.</i>	standardize the process and avoid disputes.
	3. Notice of finalizing the list: The order/procedures follow the Securities Depository's rules; per the depository's rules on exercising securities-holder rights, the Company must submit a valid dossier to VSD at least 08 working days before the record date.	3. Notice of finalizing the list: <i>The Company must disclose information on preparing the list of shareholders entitled to attend at least twenty (20) days before the record date.</i>	- Trimmed for brevity and moved down to clause 2 accordingly. - Added the content of the list to specify point a, clause 2, Article 20 of the Charter.
	4. Notice convening the GMS: 4.1. The notice is sent to all shareholders by a method ensuring delivery to their contact address, and simultaneously disclosed on the Company's website and the SSC/Stock Exchange where the shares are listed or registered. The convener must send the notice to all shareholders on the list at least twenty-one (21) days before the opening date (counted from when the notice is duly sent).	4. Notice convening the GMS: The notice is sent to all shareholders <i>on the list entitled to attend by post, email, text message, fax and/or other means of communication</i> ensuring delivery to their <i>registered</i> contact address, and simultaneously disclosed on the Company's website and the SSC/Stock Exchange where the shares are registered. The convener must send the notice at least twenty-one (21) days before the opening date (counted from when the notice is duly sent, <i>with postage paid or deposited in the mailbox</i>)	Moved up from clause 2 to match the heading. Updated per the amendment to clause 3, Article 20 of the Charter.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	4.2 The agenda and documents to be voted on are sent to shareholders and/or posted on the website. Where not enclosed, the notice must state the link to all meeting documents, including: agenda and documents; list/details of candidates for BOD/Supervisory Board election; ballots; authorized representative form; draft resolutions for each item.	Renumber as clause 5, remove 5.1 and amend as follows: 5. Agenda and content of the GMS: <i>a. The convener must prepare the agenda and content of the GMS;</i> b. The agenda and documents to be voted on are sent to shareholders (<i>enclosed with the notice</i>) and/or posted on the website. Where not enclosed, the notice must state the link to all meeting documents.	
	5.2 Shareholder proposals for the agenda: A shareholder/group under clause 3, Article 14 of the Charter may propose items for the agenda. Proposals must be in writing, sent at least three (03) working days before the opening date, stating the shareholder's name, shares held and the proposed item. The convener may reject proposals under clause 3, Article 14 if: sent improperly; the shareholder no longer holds ≥5%; the matter is not within GMS authority; other cases. The convener must accept and include the proposal unless clause 5, Article 20 applies; formally added if the GMS approves.	c. Shareholder proposals for the agenda: - A shareholder/group under <i>point d, clause 3, Article 13 of the Charter</i> may propose <i>items</i> for the agenda. Proposals must be in writing, sent at least three (03) working days before the opening date, stating the name, shares held and the proposed item. - The convener may reject a proposal if it <i>falls within clause 5, Article 19 of the Charter. At least two (02) working days before the opening date, the convener must reply in writing to the proposing shareholder(s), clearly stating the reason;</i> - The convener must accept and include the proposal unless <i>clause 5, Article 19 of the Charter</i> applies; formally added if the GMS approves.	Trimmed for brevity; cross-references updated to conform with clauses 4, 5 and 6, Article 19 of the Charter.
	6. Authorization to attend the GMS: 6.1 A shareholder or the authorized representative of an institutional shareholder may attend directly or authorize others, or attend via forms under clause 3, Article 14 LOE. Where more than one representative, specify the shares and votes for each. 6.2 Authorization must be in writing per civil law, stating the authorizing shareholder, the	6. Authorization to attend the GMS: a. Authorization to attend under <i>clause 2, Article 17 of the Charter</i> must be in writing per civil law, stating the authorizing shareholder, the authorized person/organization, shares, content, scope, term and signatures;	Removed content already in the Charter; kept only the necessary provisions.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	authorized person/organization, shares, content, scope, term, and signatures. 6.3 The authorized person must bring ID/passport and submit the original authorization when registering. For sub-authorization, present the original authorization too. 6.4-6.6 The ballot remains valid unless the Company receives written notice of revocation before voting; not applied if the Company receives notice of one of the events before opening or reconvening.	b. The authorized person must submit the authorization document and present personal legal papers for verification when registering before entering the meeting room . For sub-authorization, additionally present the shareholder's original authorization if not previously notified to the Company.	
	7. Registration to attend: [...] 7.2 A shareholder/authorized person arriving after opening may still register and vote immediately; the validity of matters already voted is unchanged.	7. Registration to attend: [...] Delete	Removed as already detailed in point b, clause 1, Article 21 of the Charter.
	8. Conditions for holding: 8.1 Held with attendees representing over 50% of voting shares. 8.2 If the first meeting fails, the second notice is sent within 30 days; held with ≥33%. 8.3 If the second fails, the third notice within 20 days; held regardless of votes.	8. Conditions for holding the GMS: The conditions follow Article 20 of the Charter.	Cross-reference, as Article 20 of the Charter is detailed.
	9. Form of adopting GMS resolutions: 9.1 By ballot at the meeting; 9.2 Election of BOD/Supervisory Board by cumulative voting [...]	9. Form of adopting GMS resolutions: The form follows clause 11, Article 21 of the Charter.	Cross-reference, as clause 11, Article 21 of the Charter is detailed.
	10. Voting method: 10.1 By ballot: The GMS discusses and votes on each item by "in favour," "against," "abstention";	10. Voting method: a. By ballot: [...] - At the GMS, the Chair and vote-counting board guide shareholders/authorized persons on using ballots when voting on each item;	Added to clarify the roles of the Chair and vote-counting board; and to conform with clause 10, Article 22 of the Charter.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
		- The GMS discusses and votes on each item by raising the ballot to vote successively on "in favour," "against" and "abstention". [...] Shareholders may send ballots to the GMS by mail/fax/email ("remote voting"). Such voting has equal validity to direct voting at the GMS.	
	11. Manner of voting: 11.1 By ballot: votes in favour collected first, then against, then counted. 11.2 Election: the election board checks the ballot box before shareholders and counts immediately after voting ends; checks validity of each ballot and records results; prepares vote-counting minutes with: total attendees, total voters, ratio (cumulative voting), valid/invalid ballots; votes and ratios for each BOD/Supervisory Board candidate. All ballots sealed and kept at the Company.	11. Manner of voting: a. Counting the voting ballots: - The vote-counting board tallies "in favour" first, then "against," then "abstention"; blank/invalid ballots are added to "abstention." Each result is divided by the total ballots issued at registration to determine the percentages, recorded under supervision, with all vote-counting board members signing; - For remote voting, the check includes the seal status and completeness of the enclosed dossier, verified together with ballots issued directly at the GMS. b. Counting the election ballots: - The vote-counting board checks the ballot box before shareholders and counts immediately after voting ends; - The vote-counting board checks the validity of each ballot and records results under supervision, with all members signing; c. The vote-counting board prepares minutes with: total attendees and voters, ratio (cumulative voting), valid/invalid ballots; votes and ratios for each BOD/Supervisory Board candidate.	Moved down from clause 10 and re-edited to be complete and concise.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
		<i>d. The Company may use electronic vote-counting software, barcodes or QR codes to identify ballots and avoid errors.</i> <i>e. The vote-counting minutes and counted ballots are sealed and kept at the Company's head office.</i>	
	13. Adopting the vote-counting results: 13.1—The Chair announces the counting results immediately after closing. 13.2 The election board announces the election results. Elected persons are determined by votes from highest to lowest [...]	13. Adopting the vote-counting results: a. The Chair announces the counting results immediately upon completing the count for each item; b. The head of the election vote-counting board reads the election results upon completing the count.	Amended to reflect GMS practice and be concise.
	14. Objecting to GMS resolutions: Within ninety (90) days [...] a shareholder/group under clause 2, Article 115 LOE may request a Court/Arbitration to annul a GMS decision where: 14.1 the convening/decision order seriously violated the LOE and Charter, except clause 3, Article 23; 14.2 the content violated law or the Charter; 14.3 within 30 days of annulment, the convener may re-organize the GMS; 14.4 pending, the resolution remains effective unless a court/arbitration decides otherwise or provisional measures apply.	14. Objecting to GMS resolutions: a. A shareholder objecting must do so in writing, stating full name, GMS attendance code, content and reason, and submit to the meeting secretary for recording in the minutes. b. A shareholder voting against a resolution on reorganization or changing shareholders' rights/obligations may request the Company to buy back their shares. The request must be in writing, stating full name, contact address, shares of each class, intended price, and reason, sent to the head office within ten (10) days of adoption. c. A request to annul all or part of a resolution follows Article 26 of the Charter. All related costs are borne by the requester. d. In the above cases, shareholders must comply with the resolution until the Company's official resolution or a legally effective court/arbitration judgment annulling	Added several cases; re-edited to be concise.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
		the resolution, unless provisional emergency measures apply.	
5	Article 5. Authority and procedures for collecting written opinions of shareholders to adopt a GMS resolution		
	1. The BOD may collect written opinions to adopt a GMS resolution when necessary, except cases under <i>clause 2, Article 147 of the LOE.</i>	1. The BOD may collect written opinions to adopt a GMS resolution when necessary, except cases under <i>clause 11, Article 21 and clause 1, Article 23 of the Charter.</i>	Cross-reference to the Charter, which is specific.
	2. Procedures for adopting a resolution by written opinion: 2.1 The BOD prepares the opinion form [...]; 2.2 contents of the form [...]; 2.3 shareholders may return by mail/fax/email [...]; 2.4 the BOD counts votes with the Supervisory Board/a non-management shareholder [...]; 2.5 minutes sent within 15 days [...]; 2.6 documents kept at head office; 2.7 adopted with >50% of total voting shares in favour, having the same value as a GMS resolution.	2. <i>The order and procedures for collecting written opinions to adopt a GMS resolution follow Article 23 of the Charter.</i>	Article 23 of the Charter is detailed, so only a cross-reference is provided.
6	Article 6. Order and procedures for holding the GMS to adopt resolutions by online conference or online-combined-with-in-person conference		
	I. <i>Not yet provided</i>	1. <i>In addition to the in-person form, the annual and extraordinary GMS may be held by online conference (e-GMS) or online-combined-with-in-person or other equivalent forms upon the following events:</i> <i>a. Force majeure events, including without limitation natural disasters, war, epidemics, riots, terrorism, restrictive/prohibitive decisions of competent authorities; and/or</i> <i>b. Other objective events which the BOD deems inconvenient and/or unsuitable for an in-person GMS.</i>	Clearly stipulates the cases where an online or hybrid GMS is permitted.

No.	Current provision (Italic, bold, strikethrough = deleted or amended)	Draft provision (Italic, bold = amended/supplemented)	Reason
	1. Notice convening the online GMS: 1.1 The organizing board (established by the BOD) implements procedures for online holding. 1.2 The organizing board prepares the list of eligible shareholders per point a, clause 2; Article 20 of the Charter. 1.3 The notice is sent to all shareholders and disclosed on the website/SSC/Exchange, with the link and guidance for online registration, e-voting and other necessary information before the online GMS. 1.4 The link and guidance are posted at least 21 days before opening. 2. Registration for the online GMS: 2.1 Shareholders access the link to declare shareholder status before attending; the Company verifies. 2.2 After verification, the Company grants an access account for registration and e-voting. 2.3 Cases deemed non-attendance: a. failure to provide information/verify; b. failure to register. Online registration: a. login with account and OTP verification; each login gets a distinct OTP; b. a shareholder registering after opening may still register and vote after completion; the Chair does not stop the meeting and the validity of prior votes is unaffected.	2. Where the BOD decides to convene the GMS by online conference, hybrid or equivalent form, the BOD must issue the Regulation on organizing the GMS in the chosen form and disclose it on the Company's website at least twenty-one (21) days before the intended opening date, with the following basic contents: a. Notice convening the GMS; b. Registration to attend the GMS; c. Authorization to attend the GMS; d. Conditions for holding the GMS; e. Form of adopting GMS resolutions; f. Voting, vote-counting and adopting the results; g. Preparing the GMS minutes; h. Disclosing the GMS minutes and resolutions; i. Other matters (if necessary).	General provision assigning the BOD to build the GMS-organization regulation for this form, for flexibility and to keep pace with technology.
7	Article 7. Order and procedures for holding the GMS to adopt resolutions by in-person combined with online conference	Delete (From here on, article order and cross-references are adjusted)	Integrated into Article 6.
8	Article 7. Role, rights and obligations of the Board of Directors		
	3. Not yet provided	3. The BOD's right to be provided information: a. A BOD member may access, look up and query information/documents/records regardless of whether the General Director and/or Management Board has proactively reported, and/or require them to provide	Adds the BOD's information rights per the Charter.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
		information to perform governance/supervision, including but not limited to: - <i>Organization-personnel; investment-assets; finance-accounting-capital; production-quality-materials-inventory; market-customers-orders; product development; contracts; receivables; complaints and material risks;</i> - <i>Information on existing and potential customers; customer retention/development plans; new-customer results/plans; offering, sampling, orders, prices, commercial terms, receivables, feedback, complaints, returns, penalties, compensation and customer-loss risks.</i> b. <i>The General Director and/or Management Board or other units must, including but not limited to:</i> - <i>Provide timely, full, truthful and accurate information upon a BOD member's request under clause 1, without delay, concealment, partial provision or refusal, unless the Charter/law provides otherwise;</i> - <i>The General Director must proactively report to the BOD on material events/issues/risks materially affecting the Company's finances, production, quality, materials, customers, market, personnel, assets, reputation or results;</i> - <i>Report, provide information and explain on other matters related to the Company's operations.</i> c. <i>Where a BOD member misuses or discloses information, that member bears personal liability for all resulting damage (if any);</i>	Cross-reference, as the Charter is detailed.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	4. Not yet provided	d. The order/procedures for requesting and providing information follow the BOD Operating Regulation. 4. BOD members' responsibilities follow Chapter X of the Charter.	
9	Article 8. Nomination, self-nomination, election, dismissal and removal of BOD members		
	1. Term and number of BOD members [...] 2. Composition, standards and conditions of BOD members	1. Term, number and composition of BOD members: <i>Follow Article 27 of the Charter.</i> 2. Standards/conditions for BOD membership: <i>Follow clause 4, Article 26 of the Charter.</i>	Cross-reference, as the Charter is detailed.
	5. Dismissal, removal and addition of BOD members: 5.1- The GMS dismisses a BOD member where: a. Not meeting standards/conditions under Article 155 of the LOE ; b. Resigning and being accepted; c. Other eases under Article 28 of the Charter. 5.2- The GMS removes a BOD member where: a.-Not attending BOD activities for 6 consecutive months, except force majeure; b.-Other eases under Article 28 of the Charter.	5. Dismissal, removal and addition of BOD members: a. The GMS dismisses a BOD member where: - No longer meeting standards/conditions <i>under clause 4, Article 26 of the Charter</i> ; the Chairperson organizes evidence/information gathering and proposes the BOD to vote and issue a written resolution; - Resigning in writing to the head office. The BOD receives it, discloses information and reports to the GMS for approval at the nearest meeting. That member may not discuss or vote on BOD decisions from the date the BOD receives the resignation; - Under a GMS resolution. b. The GMS removes a BOD member where: - The member is absent, not attending BOD activities for six (06) consecutive months, except force majeure as prescribed by law; the Chairperson organizes evidence/information gathering and proposes the BOD to vote and issue a written resolution; - Other cases under a GMS resolution.	Updated under clause 4, Article 28 of the Charter.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	5.3 The BOD must convene a GMS to elect additional members where: a. The number of BOD members falls by more than one third versus the Charter. The BOD must convene within 60 days from the reduction by more than one third; b. The number of independent BOD members / non-executive BOD members falls below the ratio in clause 3, Article 28 of the Charter. c. Except points a and b, the GMS elects replacements at the nearest meeting.	c. The BOD must convene a GMS to elect additional members where: - The BOD must convene within sixty (60) days from the date the number of BOD members falls by more than one third (1/3) versus the number in the effective GMS resolution, except where the remaining BOD members / non-executive BOD members are fewer than the statutory minimum; - The number of non-executive BOD members falls below the minimum ratio in clause 3, Article 28 of the Charter; - Except the two cases above, the GMS elects replacements at the nearest meeting.	Updated under clause 5, Article 27 of the Charter.
	7. Introducing BOD candidates: Where candidates are determined, the Company discloses candidate information at least 10 days before opening on the website [...]. Candidate information includes: a. full name, DOB; b. professional/education level; c. work history; d. other managerial titles (including BOD titles of other companies); e. interests related to the Company/related parties; f. other information per Article 27 of the Charter; g. the Company must disclose the companies where the candidate holds BOD/managerial titles and related interests.	7. Introducing BOD candidates: a. A shareholder/group self-nominates/nominates candidates meeting the standards in clause 4, Article 26 of the Charter, with the dossier in point b, clause 3 of this Article, sent to the registry at the head office or to the Company Secretary. The BOD discloses candidate information per securities law. b. Based on the nomination dossier, the Chair introduces qualified candidates for the GMS to approve for BOD election; c. Where candidates are still insufficient, the incumbent BOD publishes the candidate-introduction process for GMS approval before the BOD/Supervisory Board/other shareholders nominate.	Amended to avoid duplication with point b, clause 3 of this Article.
	8. Election, dismissal, removal of the Chairperson: 8.1 After the GMS elects BOD members, the BOD selects one (01) Chairperson from among its members. 8.2 The	8. Election, dismissal, removal of the Chairperson: a. The BOD selects one member as Chairperson. The candidate must meet the standards in clause 4, Article 26	Amended under clause 4, Article 27

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	Chairperson may not concurrently be the General Director. 8.3 The Chairperson loses BOD membership upon dismissal/removal/replacement under Article 160 LOE and clause 4, Article 28 of the Charter. 8.4 Upon resignation/dismissal/removal, the BOD elects a replacement within ten (10) days.	<i>of the Charter. The election is held at the first BOD meeting within seven (07) working days from the end of the BOD election. This meeting is convened by the member with the highest votes or ratio. Where more than one member has the highest and equal votes/ratio, they elect one among themselves to convene the BOD meeting.</i> <i>b. The Chairperson may be removed/dismissed by BOD decision. Upon resignation/removal/dismissal, the BOD elects a replacement within ten (10) days from receiving the resignation or from the removal/dismissal.</i>	and clause 1, Article 32 of the Charter.
10	Article 9. Remuneration, bonuses and other benefits of BOD members		
	The Company may pay remuneration and bonuses to BOD members based on business results and efficiency. [...]	The remuneration, bonuses and other benefits of BOD members follow Article 29 of the Charter.	Cross-reference for brevity; Article 29 of the Charter is detailed.
11	Article 10. Order and procedures for holding BOD meetings		
	1. Number of BOD meetings 1.1. The Chairperson convenes BOD meetings. 1.2. The BOD meets at least once (01) per quarter, or extraordinarily under point ..., clause 2, Article 32 of the Charter. 1.3. When necessary, the Chairperson may invite others; invitees may speak when requested but not vote. 1.4. The convener directs the Company Secretary to prepare and deliver documents to each member and invited delegate.	1. Number of BOD meetings <i>a. First meeting: held within seven (07) working days from the end of the BOD election, convened by the member with the highest votes/ratio. Where several members tie for highest, they elect one among themselves to convene.</i> <i>b. The Chairperson must convene BOD meetings without delay at least once (01) per quarter, or extraordinarily when necessary or upon request of a subject under clause 2 of this Article.</i> <i>c. Where the Chairperson does not convene because of prior notice of absence for force majeure or incapacity,</i>	Added under clause 1, Article 31 of the Charter. Added under clause 4, Article 31 of the Charter. Added to clarify meeting-preparation procedures.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
		the BOD assigns one (01) member or a subject under clause 2 of this Article to convene in the Chairperson's place. d. The convener directs the Company Secretary to prepare and deliver documents to each BOD member and to invite/send documents to other attendees and Supervisors within the time and manner in clause 3 of this Article if necessary; such attendees may speak but not vote.	
12	Article 13. Role, rights and obligations of the Supervisory Board;	responsibilities of Supervisors	
	3. Not yet provided	3. The Supervisory Board's right to be provided information: a. Documents/information must be sent to Supervisory Board members at the same time and by the same method as to BOD members, including: - Meeting notices, BOD opinion forms and enclosures; - GMS resolutions/minutes; BOD resolutions/decisions/minutes; - The General Director's reports to the BOD or other Company documents. b. Supervisors may access records/documents kept at the head office, branches and other locations; may visit the workplaces of managers/executives and staff during working hours. c. The BOD, BOD members, the General Director and other managers/executives must provide full, accurate and timely information on management, administration and business upon a Supervisor's or the Supervisory Board's request.	As the Charter is not detailed, updated/added under Article 171 of the Law on Enterprises.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
13	Article 14. Term, number, composition and structure of the Supervisory Board 4. Method of electing Supervisors: Election of Supervisory Board members by cumulative voting. whereby each shareholder has votes equal to shares owned multiplied by members to be elected [...]	Article 14. Term, number, composition and structure of the Supervisory Board 4. Method of electing Supervisory Board members (Supervisors): Election of Supervisors by cumulative voting and conducted similarly to the election of BOD members under clause 4, Article 8 of this Regulation.	Cross-reference to BOD election for brevity.
14	Article 15. Role, responsibilities, rights and obligations of the General Director		
	2. Rights and obligations of the General Director: a. The General Director's rights and obligations are detailed in Article 162 of the LOE and clause 5, Article 37 of the Charter.	2. Rights and obligations of the General Director: The General Director's rights and obligations follow clause 4, Article 36 of the Charter.	Updated under Article 36 of the Charter.
	3. Responsibilities of the General Director: 3.1 Complying with law, the Charter, BOD/GMS decisions in exercising assigned rights/obligations. 3.2 Acting honestly, prudently, in the best interests of the Company. 3.3 Being loyal; not abusing position, information, know-how, business opportunities or assets for personal or others' benefit. 3.4 Being liable and compensating for damage from unlawful management.	3. Responsibilities of the General Director: The General Director's responsibilities follow Chapter X of the Charter.	Cross-reference to Chapter X of the Charter, which details the General Director's responsibilities.
15	Article 16. Appointment, dismissal, signing/terminating contracts with the General Director		
	1.2 Standards/conditions of the General Director: a. Having full civil act capacity and not prohibited from managing enterprises under clause 2, Article 17 LOE. b. Professional qualifications/practical experience. c. For a subsidiary with State capital over 50%, additionally not being a family relation of managers and the appointing authority of the parent.	b. Standards/conditions of the General Director: The General Director must meet the standards/conditions in clause 3, Article 36 of the Charter.	Cross-reference to clause 3, Article 36 of the Charter, which is detailed.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	4. Dismissal, removal, termination of the labour contract with the General Director. 4.1 Dismissal or termination: a. No longer meeting standards/conditions in the Charter; b. Resignation. 4.2 The Chairperson must decide within 1 month of receiving the resignation; pending, the General Director continues duties. 4.3 The General Director is removed or the contract terminated where: a. failure to meet annual targets; b. legal violation; c. insufficient competence for the new strategy/plan; d. breach of managerial duties; e. other cases under the Charter.	4. Dismissal, removal, termination of the labour contract with the General Director: a. Dismissal and/or termination: - The General Director is dismissed or the contract terminated upon a case in clause 7, Article 36 of the Charter. - Where the General Director has resigned but the BOD has not appointed a replacement, they continue to perform their duties per the Charter and internal regulations. b. Removal and/or termination: The General Director is removed and/or the contract terminated upon a case in clause 8, Article 36 of the Charter. c. The order/procedures for dismissal, removal and/or termination follow the Charter, the Regulation on appointment/dismissal/removal of BOD-managed personnel, and labour law.	Cross-reference to clause 7, Article 36 of the Charter. Defines the General Director's responsibility pending a replacement. Cross-reference to clause 8, Article 36 of the Charter. Cross-reference to this Regulation for further detail.
16	Article 18. Appointment, dismissal, signing/terminating contracts with other executives	Delete. (Consider migrating this content to the Regulation on appointment/dismissal/removal of BOD-managed titles)	The model Internal Corporate Governance Regulation under Circular 116/2020/TT-BTC does not contain this provision.

Hue City, 24th August 2026

INTERNAL REGULATION ON CORPORATE GOVERNANCE

Pursuant to the Law on Securities dated 26 November 2019 and the Law on Securities as amended and supplemented dated 29 November 2024;

Pursuant to the Law on Enterprises dated 17 June 2020 and the Law on Enterprises as amended and supplemented dated 17 June 2025;

Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 and Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020;

Pursuant to the Charter on organization and operation of Phu Bai Spinning Mill Joint Stock Company;

Pursuant to Resolution of the General Meeting of Shareholders No. 313/NQ-ĐHĐCĐ dated 24th August 2026;

The Board of Directors hereby issues this Internal Regulation on Corporate Governance of Phu Bai Spinning Mill Joint Stock Company, comprising the following contents:

CHAPTER I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. This Regulation governs mainly the following contents: the role, rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for convening meetings of the General Meeting of Shareholders; the nomination, self-nomination, election, appointment, removal **or** dismissal of members of the Board of Directors, members of the Supervisory Board (Supervisors), the General Director, and other activities as provided in the Company's Charter and the law.

2. Subjects of application: This Regulation applies to members of the Board of Directors, Supervisors, the General Director, and related persons.

Article 2. Interpretation of terms

1. In this Regulation, the following terms shall be construed as follows:

- a. "Corporate governance" means the system of rules, policies, regulations and procedures to ensure that the Company is effectively directed, managed and

controlled for the benefit of shareholders and persons related to the Company.

- b. "Charter" means the Charter approved by the General Meeting of Shareholders of the Company at each point in time.
- c. "Accounting Law" means Accounting Law No. 88/2015/QH13 passed by the National Assembly on 20 November 2015, and the laws amending and supplementing it at each point in time.
- d. "Non-executive member of the Board of Directors" means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executive of the Company appointed by the Board of Directors.
- e. "Online General Meeting of Shareholders" means a General Meeting of Shareholders at which shareholders with voting rights attend and vote through an online conference using the internet and/or other electronic means to participate, discuss and vote remotely.
- f. "Electronic voting" means the casting of votes by shareholders in the form of electronic voting via the internet and/or other electronic means, using a system built by an electronic voting service provider.
- g. "System" means the aggregate information technology infrastructure established by the Company. Shareholders may access the System to register for attendance, follow proceedings, and discuss matters at meetings of the General Meeting of Shareholders in accordance with the Company's instructions.

2. In this Regulation, references to one or more provisions of the Charter, the Company's internal management regulations, or legal instruments shall include any amendments, supplements, or replacement documents thereof.

CHAPTER II

GENERAL MEETING OF SHAREHOLDERS

Article 3. Role, rights and obligations of the General Meeting of Shareholders; provision of information to shareholders

- 1. Role: The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company.
- 2. Rights and obligations of the General Meeting of Shareholders: Provided for in Article 16 of the Company's Charter.

3. Provision of information to shareholders:

a. The time at which the rights and obligations of shareholders in general, and the right to request the Company to provide information to shareholders, arise shall be as follows:

i. The time at which the shareholder's securities depository account opened at a securities depository member records a balance of the Company's shares;

ii. The time at which the shareholder's name and information are recorded in the Company's Shareholder Register (applicable to the Company's shares not yet deposited by the shareholder).

b. The order and procedures for shareholders to exercise the right to request the provision

of information shall be as follows:

i. A shareholder or group of shareholders having the right to review, look up, extract and amend the information specified at point (e), and/or to review, look up, extract and copy the information specified at point (f), of Clause 2, Article 13 of the Company's Charter, shall proceed as follows:

- For a request to correct one's own inaccurate information: a shareholder who has deposited his/her/its shares shall send the request to the depository institution where the depository account is opened; a shareholder who has not deposited his/her/its shares shall send a written request to the Company's Board of Directors through the Company Secretary;

- For a request to review, look up, or extract information relating to the name and contact address in the list of shareholders with voting rights, or to review, look up, extract or copy the Company's Charter: the shareholder shall send a written request or contact the Company Secretary directly to be provided with the above documents, and shall be responsible for keeping such information confidential and complying with the personal data protection regulations provided by the Company. Where the shareholder requests that the documents be sent by post, the shareholder must pay the postage cost to the Company before receiving the documents.

- A shareholder or group of shareholders specified in Clause 3, Article 13 of the Company's Charter having the right to review, look up or extract the minute books, resolutions and decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Supervisory Board; contracts and transactions subject to approval by the Board of Directors; and other documents, except documents relating to the Company's trade secrets or business secrets, shall proceed as follows:

- + Send a written request to the Chairperson of the Board of Directors by mail or in person at the reception desk of the Company's head office. The request must contain full information on the shareholder, the number of shares held, the matter requested, and the signature of the shareholder or group of shareholders;
- + The Chairperson of the Board of Directors shall consider and assign a person to explain (if necessary) and provide the information requested by the shareholder or group of shareholders within fifteen (15) working days from the date of receipt of the request; if the request is refused, a written reply must be given to the shareholder or group of shareholders;
- + The shareholder or group of shareholders has the right to request the Supervisory Board to work with the Chairperson of the Board of Directors if it disagrees with the Chairperson's decision on the resolution of the matter;
- + The shareholder or group of shareholders must pay the fee (including postage) to the Company before receiving the extract or copy of the documents.

ii. A shareholder or group of shareholders wishing to work directly with the Board of Directors or the General Director shall follow the order below:

- A shareholder or group of shareholders wishing to work directly with the Board of Directors or the General Director to exchange views, make recommendations, complaints, denunciations, etc. must register with the Company Secretary;

- The Company Secretary shall report to the Chairperson of the Board of Directors or the General Director to arrange a suitable working schedule;

- Based on the working schedule and the level of necessity of the requested matter, the Chairperson of the Board of Directors or the General Director shall decide to work directly with the shareholder or group of shareholders or assign an authorized person to do so;

- The Company Secretary shall notify the shareholder or group of shareholders of the working schedule and prepare documents for the working session (if any);

- The Company Secretary is responsible for preparing minutes of the working session between the Chairperson of the Board of Directors, the General Director, or an authorized person of the Company, and the shareholder or group of shareholders, and for keeping the records of the working session in accordance with the Company's regulations.

Article 4. Order and procedures for convening meetings of the General Meeting of Shareholders

1. Authority to convene meetings of the General Meeting of Shareholders:

a. The Board of Directors shall decide to convene annual and extraordinary meetings of the General Meeting of Shareholders in accordance with Clauses 2 and 3, Article 15 of the Company's Charter;

b. The Supervisory Board, or a shareholder/group of shareholders holding five (05)% or more of the total ordinary shares, may convene an extraordinary meeting of the General Meeting of Shareholders in the cases specified at points (b) and (c), Clause 4, Article 15 of the Company's Charter.

2. Preparation of the list of shareholders entitled to attend the meeting:

a. The person convening the meeting of the General Meeting of Shareholders must prepare the list of shareholders entitled to attend the meeting no more than ten (10) days before the date of sending the meeting notice.

b. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders must include the full name, contact address, nationality, and legal identification document number of shareholders who are individuals; the name, enterprise code or legal identification document number, and head office address of shareholders that are organizations; the number of shares of each type, and the shareholder registration number and date of each shareholder.

3. Notice of finalization of the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders:

The Company must disclose information on the preparation of the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders at least twenty (20) days before the record date.

4. Notice convening the meeting of the General Meeting of Shareholders:

The notice convening the meeting of the General Meeting of Shareholders shall be sent to all shareholders in the list of shareholders entitled to attend the meeting by post, email, text message, fax and/or other means of communication ensuring delivery to the contact address registered by the shareholder with the Company, and shall simultaneously be

disclosed on the Company's website and to the State Securities Commission and the Stock Exchange where the Company's shares are registered for trading. The person convening the meeting of the General Meeting of Shareholders must send the meeting notice to all shareholders in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting of the General Meeting of Shareholders (counted from the date the notice is validly sent or dispatched, postage paid or deposited in the mailbox).

5. Agenda and content of the General Meeting of Shareholders:

a. The person convening the meeting of the General Meeting of Shareholders must prepare the agenda and content of the meeting;

b. The agenda of the meeting of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders (enclosed with the notice convening the meeting) and/or posted on the Company's website. Where the documents are not enclosed with the meeting notice, the meeting notice must clearly state the link to the entire meeting documents so that shareholders can access them.

c. Provisions on shareholder proposals to be included in the meeting agenda:

- A shareholder or group of shareholders specified at point d, Clause 3, Article 13 of the Company's Charter has the right to propose matters to be included in the agenda of the meeting of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than three (03) working days before the opening date of the meeting of the General Meeting of Shareholders. The proposal must clearly state the shareholder's name, the number of shares of each type held by the shareholder, and the matter proposed to be included in the meeting agenda.

- The person convening the meeting of the General Meeting of Shareholders has the right to refuse a proposal falling into one of the cases specified in Clause 5, Article 19 of the Company's Charter. No later than two (02) working days before the opening date of the meeting of the General Meeting of Shareholders, the person convening the meeting must reply in writing to the shareholder or group of shareholders that made the proposal, clearly stating the reason for the refusal;

- The person convening the meeting of the General Meeting of Shareholders must accept and include the proposal in the anticipated agenda and content of the meeting, except for the cases specified in Clause 5, Article 19 of the Company's Charter; the proposal shall be officially added to the meeting agenda and content if approved by the General Meeting of Shareholders.

6. Authorization of a representative to attend the meeting of the General Meeting of Shareholders:

a. The authorization of an individual or organization to attend the meeting of the General Meeting of Shareholders under Clause 2, Article 17 of the Company's Charter must be made in writing in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares subject to the authorization, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party;

b. The person authorized to attend the meeting of the General Meeting of Shareholders

must submit the power of attorney and present his/her personal legal identification document for verification upon registering to attend the meeting, before entering the meeting room. In the case of sub-authorization, the attendee must also present the original power of attorney of the shareholder, or of the authorized representative of a shareholder that is an organization, if not previously registered with the Company.

7. Method of registering to attend the General Meeting of Shareholders:

A shareholder may register to attend the meeting of the General Meeting of Shareholders in the manner stated in the notice, including one of the following methods: direct registration, fax, mail, or email to the Company before the deadline stated in the meeting invitation letter.

8. Conditions for conducting the meeting of the General Meeting of Shareholders:

The conditions for conducting the meeting of the General Meeting of Shareholders shall be as provided in Article 20 of the Company's Charter.

9. Form of adoption of resolutions of the General Meeting of Shareholders:

The form of adoption of resolutions of the General Meeting of Shareholders shall be as provided in Clause 11, Article 21 of the Company's Charter.

10. Manner of voting/casting ballots:

The Meeting shall elect persons responsible for counting or supervising the counting of votes, as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the chairperson of the meeting.

a. Voting by ballot:

- Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative with voting rights one (01) voting ballot, on which is recorded the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes of that shareholder;

- At the meeting of the General Meeting of Shareholders, the chairperson and the vote-counting committee shall guide the shareholders or authorized attendees on the use of the voting ballot when voting on each matter at the meeting;

- The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by raising the ballot to vote in turn for the status of "approve", "disapprove" and "no opinion".

Shareholders may send their voting ballots to the meeting of the General Meeting of Shareholders by mail/fax/email (referred to as "remote voting"). Shareholders are assured that voting by this method has the same value as voting directly at the meeting of the General Meeting of Shareholders.

b. Election of members of the Board of Directors and the Supervisory Board:

- Voting to elect members of the Board of Directors and the Supervisory Board: each shareholder shall be issued a ballot. Accordingly, each shareholder shall have a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board (Supervisors), and the shareholder has the right to accumulate all or part of his/her/its total votes for one or several candidates;

- Voting shall commence upon the signal of the chairperson of the Meeting and end when the last shareholder casts his/her ballot into the ballot box;

- The Meeting shall elect persons responsible for counting the election ballots (referred to as the Election Committee), as proposed by the chairperson. The number of members of the Election Committee shall be decided by the General Meeting of Shareholders based on the proposal of the chairperson of the meeting.

11. Manner of counting votes:

a. Counting of voting ballots:

- The vote-counting committee shall tally the number of "approve" votes first, then the number of "disapprove" votes, and finally the number of "no opinion" votes; blank/invalid ballots shall be added to the "no opinion" group. The total result of each status shall be divided by the total number of voting ballots issued at the registration stage to determine the percentage of each status, and the result shall be recorded under the supervision of the supervising personnel, and all members of the vote-counting committee must sign to confirm the vote-counting results.

- For remote voting, the inspection of these voting ballots shall include checking the sealing condition and the completeness of the enclosed documents, and shall be checked and consolidated together with the voting ballots issued directly at the Meeting.

b. Counting of election ballots:

- The Election Committee shall inspect the ballot box in the presence of shareholders and shall count the votes immediately after the voting ends;

- The Election Committee must check the validity of each ballot, examine each ballot in turn, and record the result under the supervision of the supervising personnel, and all members of the Election Committee must sign to confirm the vote-counting results.

- c. After the vote count is completed, the Election Committee must prepare vote-counting minutes with the following contents: the total number of shareholders attending and voting at the meeting, the total number of shareholders participating in the voting, the ratio of the voting rights of shareholders participating in the voting compared to the total voting rights of shareholders attending the meeting (under the cumulative voting method), the number and percentage of valid and invalid ballots; and the number and percentage of votes for each candidate for member of the Board of Directors or member of the Supervisory Board (Supervisor).

- d. The Company may apply electronic software for vote counting, and apply barcodes or QR (Quick Response) codes to identify voting/election ballots in order to avoid errors.

- e. The vote-counting minutes and the counted election ballots shall be sealed and kept at the Company's head office.

12. Conditions for a resolution to be adopted:

The conditions for a resolution of the General Meeting of Shareholders to be adopted shall be as provided in Article 22 of the Company's Charter.

13. Notice of vote-counting results:

- a. The vote-counting results on matters requiring the opinion of the General Meeting of Shareholders shall be announced by the chairperson immediately upon completion of the

vote count for each matter;

b. The Head of the Election Committee shall read out the election vote-counting results after the vote count is completed.

14. Manner of objecting to a resolution of the General Meeting of Shareholders:

a. Where a shareholder objects to a resolution of the General Meeting of Shareholders, such objection must be made in writing, clearly stating the full name, the meeting attendance code, and the content and reason for the objection, and submitted to the secretary of the meeting for recording in the minutes of the General Meeting of Shareholders.

b. A shareholder who votes against a resolution on the reorganization of the Company or on a change of the rights and obligations of shareholders provided for in the Company's Charter has the right to request the Company to repurchase his/her/its shares. This request must be in writing, clearly stating the full name, contact address, number of shares of each type, the intended selling price, and the reason for requesting the repurchase by the Company. The request must be sent to the Company's head office within ten (10) days from the date the General Meeting of Shareholders adopts the resolution on this matter.

c. A request to annul all or part of the content of a resolution of the General Meeting of Shareholders shall be made in accordance with Article 25 of the Company's Charter. All costs related to the procedure for requesting annulment of a resolution of the General Meeting of Shareholders shall be borne by the requester.

d. In the above cases, shareholders must still comply with the resolution of the General Meeting of Shareholders until there is an official resolution from the Company or a legally effective judgment of the Court or Arbitration on the annulment of the resolution of the General Meeting of Shareholders, except where a competent state authority decides to apply a temporary emergency measure.

15. Preparation of minutes of the meeting of the General Meeting of Shareholders:

a. The meeting of the General Meeting of Shareholders must be recorded in minutes. The secretary of the meeting of the General Meeting of Shareholders shall be responsible for recording the entire proceedings of the Meeting, preparing the minutes, and submitting them to the General Meeting of Shareholders for adoption before the end of the meeting. The minutes must be prepared in Vietnamese and English, both of which have equal legal validity; where there is a discrepancy in content between the Vietnamese and English versions, the content of the Vietnamese version shall prevail; in addition, the meeting of the General Meeting of Shareholders may be audio-recorded or recorded and kept in another electronic form. The minutes of the meeting of the General Meeting of Shareholders shall mainly contain the following contents:

- The name, head office address, and enterprise code of the Company;
- The time and venue of the meeting of the General Meeting of Shareholders;
- The agenda and content of the meeting;
- The full names of the chairperson and the secretary;
- A summary of the proceedings of the meeting and the opinions expressed at the meeting of the General Meeting of Shareholders on each matter in the meeting agenda;
- The number of shareholders and the total number of votes of the shareholders

attending the meeting, an appendix listing the registered shareholders and shareholder representatives attending the meeting with their corresponding number of shares and votes;

- The total number of votes for each matter voted on, clearly stating the voting method, the total number of valid and invalid votes, votes in favor, votes against, and votes with no opinion; and the corresponding percentages of the total votes of the shareholders attending the meeting;

- The matters adopted and the corresponding percentage of votes for adoption;

- The full names and signatures of the chairperson and the secretary.

The chairperson and the secretary shall be jointly responsible for the truthfulness and accuracy of the content of the minutes. Where the chairperson or the secretary refuses to sign the minutes of the meeting, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing full content as required above. The minutes of the meeting shall clearly record the refusal of the chairperson or secretary to sign the minutes of the meeting.

b. The minutes of the meeting of the General Meeting of Shareholders, the appendix listing shareholders registered to attend the meeting together with the shareholders' signatures, the powers of attorney to attend the meeting, and all related documents must be disclosed in accordance with the law on information disclosure in the securities market, and must be kept at the Company's head office.

16. Disclosure of resolutions of the General Meeting of Shareholders:

The minutes of the meeting, the resolutions of the General Meeting of Shareholders, and the accompanying documents must be disclosed on the Company's website, to the State Securities Commission, and to the Stock Exchange where the Company's shares are registered for trading, within twenty-four (24) hours from the closing of the meeting of the General Meeting of Shareholders.

Article 5. Authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders

1. The Board of Directors has the right to collect shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders when it deems necessary for the benefit of the Company, except for the cases specified in Clause 11, Article 21 and Clause 1, Article 23 of the Company's Charter.

2. The order and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be as provided in Clauses 2, 3, 4, 5, 6, 7 and 8, Article 23 of the Company's Charter.

Article 6. Order and procedures for holding meetings of the General Meeting of Shareholders to adopt resolutions in the form of an online conference or a combined online and in-person conference

1. In addition to holding an in-person conference, the annual and extraordinary General Meeting of Shareholders may be held in the form of an online conference (e-GMS), or a combined online and in-person conference, or other equivalent forms, upon the occurrence of the following events:

- a. Force majeure events, including without limitation natural disasters, war, epidemics, riots, terrorism, etc., and restrictive or prohibitive decisions of competent state authorities;

and/or

b. Other objective events that the Board of Directors deems inconvenient and/or inappropriate for holding the meeting of the General Meeting of Shareholders in person.

2. Where the Board of Directors decides to convene a meeting of the General Meeting of Shareholders in the form of an online conference, a combined online and in-person conference, or other equivalent forms, the Board of Directors is responsible for issuing a Regulation on organizing the General Meeting of Shareholders in the selected form and disclosing it on the Company's website at least twenty-one (21) days before the intended opening date of the General Meeting of Shareholders in that form, with the following basic contents:

- a. Notice convening the meeting of the General Meeting of Shareholders;
- b. Method of registering to attend the General Meeting of Shareholders;
- c. Authorization of a representative to attend the meeting of the General Meeting of Shareholders;
- d. Conditions for conducting the meeting of the General Meeting of Shareholders;
- e. Form of adoption of resolutions of the General Meeting of Shareholders;
- f. Manner of voting, vote counting, and adoption of vote-counting results;
- g. Preparation of minutes of the meeting of the General Meeting of Shareholders;
- h. Disclosure of the minutes and resolutions of the General Meeting of Shareholders;
- i. Other matters (if necessary).

CHAPTER III

BOARD OF DIRECTORS

Article 7. Role, rights and obligations of the Board of Directors

1. Role of the Board of Directors: The Board of Directors is the managing body of the Company, having full authority on behalf of the Company to decide on and exercise the rights and obligations of the Company, except for the rights and obligations vested in the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors: The rights and obligations of the Board of Directors are specifically provided for in Article 28 of the Company's Charter and the Operating Regulation of the Board of Directors.

3. Right of the Board of Directors to be provided with information:

a. Members of the Board of Directors have the right to access, look up, and inquire into information, documents, and records, regardless of whether the General Director and/or the Company's Executive Board has proactively reported such information, and/or to request the General Director and/or the Company's Executive Board to provide information necessary to perform their governance and supervisory functions, including but not limited to the following areas:

- Organization and personnel; investment and assets; finance, accounting and capital; production, quality, materials and inventory; market, customers and orders; product

development; contracts; receivables and payables; complaints; and material risks of the Company;

- Information on existing and potential customers; customer retention and development plans; plans and results of seeking new customers; the status of quotations, sample runs, orders, selling prices, trade conditions, receivables/payables, feedback, complaints, returns, sanctions/penalties, compensation, and the risk of losing customers.

b. The General Director and/or the Executive Board or other units of the Company have obligations including but not limited to the following:

- To provide, in a timely, complete, truthful and accurate manner, the information and documents requested by a member of the Board of Directors as provided in Clause 1 of this Article, without delaying, concealing, selectively providing part of the information, or refusing to provide it, except as otherwise provided by the Company's Charter and the law;

- The General Director has the obligation to proactively report to the Board of Directors on events, matters or material risks that may significantly affect the Company's financial condition, production, quality, materials, customers, market, personnel, assets, reputation or business results.

- To report, provide information, and explain other matters relating to the Company's operations.

c. Where a member of the Board of Directors uses information for improper purposes or discloses/leaks information, that member shall be personally liable for all damage suffered by the Company as a result (if any);

d. The order and procedures for requesting and providing information and documents to the Board of Directors shall be as provided in the Operating Regulation of the Board of Directors.

4. The responsibilities of members of the Board of Directors shall be as provided in Chapter X of the Company's Charter.

Article 8. Nomination, self-nomination, election, removal and dismissal of members of the Board of Directors

1. Term, number and structure of members of the Board of Directors: As provided in Article 27 of the Company's Charter.

2. Standards and conditions of members of the Board of Directors: As provided in Clause 4, Article 26 of the Company's Charter.

3. Nomination and self-nomination to the Board of Directors:

- a. A shareholder or group of shareholders specified in Clause 4, Article 13 of the Company's Charter has the right to nominate or self-nominate persons for election by the General Meeting of Shareholders as members of the Board of Directors, with the number of candidates through self-nomination and nomination as follows:

- From ten (10)% to under twenty (20%): entitled to nominate a maximum of one (01) candidate;

- From twenty (20)% to under thirty (30%): entitled to nominate a maximum of two (02) candidates;

- From thirty (30)% to under forty (40%): entitled to nominate a maximum of three

(03) candidates;

- From forty (40)% to under fifty (50%): entitled to nominate a maximum of four

(04) candidates;

- From fifty (50)% or more: entitled to nominate a maximum number of candidates sufficient to elect the members of the Board of Directors.

Where the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient, the incumbent Board of Directors shall introduce additional candidates or organize the nomination in accordance with the Company's Charter, this Internal Regulation on Corporate Governance, and the Operating Regulation of the Board of Directors, and this must be approved by the General Meeting of Shareholders before the election is conducted.

b. Nomination and self-nomination dossiers for election as a member of the Board of Directors must be sent to the incumbent Board of Directors no later than ten (10) days before the opening date of the meeting of the General Meeting of Shareholders and posted on the Company's website so that shareholders may learn about the candidates. The nomination and self-nomination dossier for election as a member of the Board of Directors shall include the following information and documents:

- Information relating to the candidate:

- + Full name, date of birth; educational background and professional qualifications;

- + Work history, including companies in which the candidate has held the position of member of the Board of Directors or member of the Members' Council and/or other managerial positions;

- + Interests related to the Company and its related parties, or information relating to the candidate's financial situation and other matters that may affect the performance of the candidate's duties if elected as a member of the Board of Directors (if necessary);

- + Information and documents deemed relevant to the review of the standards and conditions for being a member of the Board of Directors under the Law on Enterprises and the Company's Charter.

- The candidate's commitment as to the truthfulness, accuracy and reasonableness of the information and documents provided; a commitment to perform duties honestly, loyally, prudently and in the best interests of the Company if elected as a member of the Board of Directors.

- The full name or information of the shareholder or group of shareholders nominating that candidate (if any). Where a candidate is nominated by a group of shareholders, a list of the shareholders in the nominating group and a written agreement of the group of shareholders on the nomination of the candidate for election by the General Meeting of Shareholders as a member of the Board of Directors must be submitted together.

4. Method of electing members of the Board of Directors:

a. Election ballots shall be pre-printed by the Organizing Committee, containing the list of candidates arranged in Vietnamese alphabetical order; the shareholder's information and total number of votes; and the Company's seal.

b. Election ballots shall be distributed at the meeting of the General Meeting of

Shareholders. Upon receiving the election ballot, the shareholder must check the information recorded on the ballot and, if there is any error, must report it immediately at the time of receiving the ballot.

c. An election ballot is invalid if it falls into one or more of the following cases:

- The ballot was not issued by the Organizing Committee;
- The list of candidates does not match the election ballots that were distributed;
- The election ballot has been erased or its content altered;
- The election ballot contains incorrect information on the shareholder and the total number of votes;
- Other cases as provided by a decision of the General Meeting of Shareholders and the law.

d. Voting to elect members of the Board of Directors must be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of his/her/its total votes for one or several candidates. A shareholder has the right to vote for himself/herself if his/her name is included in the list of candidates recorded on the election ballot.

e. The candidates elected as members of the Board of Directors shall be determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. Where two (02) or more candidates receive the same number of votes for the last seat on the Board of Directors, a re-election shall be conducted among the candidates with equal votes, or a selection shall be made based on the criteria in the election regulation or the Company's Charter. A candidate elected as a member of the Board of Directors must receive at least one (01) vote. The election results shall be recognized after the vote-counting minutes are approved by the chairperson and adopted by the General Meeting of Shareholders.

f. Where an election has been conducted but the required number of members of the Board of Directors has not been reached, the General Meeting of Shareholders shall conduct a re-election until the required number is reached.

5. Cases of removal or dismissal and supplementary election of members of the Board of Directors:

a. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following case:

- The member no longer satisfies the standards and conditions specified in Clause 4, Article 26 of the Company's Charter; the Chairperson of the Board of Directors is responsible for organizing the collection of evidence and information and for proposing and submitting the matter to the Board of Directors for a vote and the issuance of a written resolution;

- The member has submitted a written resignation letter to the Company's head office. The Board of Directors shall receive the letter, disclose the information in accordance with the law, and report to the General Meeting of Shareholders for approval of

the removal at the nearest meeting. In this case, that member shall not have the right to discuss or vote on decisions of the Board of Directors from the date the Board of Directors receives the letter;

- Pursuant to a resolution of the General Meeting of Shareholders.

b. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following case:

- The member has been absent and has not participated in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure as provided by law; the Chairperson of the Board of Directors is responsible for organizing the collection of evidence and information and for proposing and submitting the matter to the Board of Directors for a vote and the issuance of a written resolution to be submitted to the General Meeting of Shareholders for approval of the dismissal at the nearest meeting;

- Other cases pursuant to a resolution of the General Meeting of Shareholders.

c. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following case:

- The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors within sixty (60) days from the date the number of members of the Board of Directors is reduced by more than one-third ($1/3$) compared with the number of members under the effective resolution of the General Meeting of Shareholders, except where the remaining number of members of the Board of Directors, or non-executive members of the Board of Directors, is less than the minimum number required by law;

- Except for the above case, the General Meeting of Shareholders shall elect a new member to replace a member of the Board of Directors who has been removed or dismissed at the nearest meeting.

6. Notice of election, removal, or dismissal of members of the Board of Directors:

In all cases of a change of a member of the Board of Directors due to election, removal, dismissal, or supplementary election, the Company must make an extraordinary information disclosure in accordance with the law on securities and the securities market, including disclosure of the receipt of a resignation letter from a member of the Board of Directors.

7. Method of introducing candidates for member of the Board of Directors:

a. A shareholder or group of shareholders shall self-nominate or nominate a candidate for the Board of Directors in accordance with the standards and conditions specified in Clause 4, Article 26 of the Company's Charter, with a dossier as provided at point b, Clause 3 of this Article, and shall send it to the administrative department at the Company's head office or to the Company Secretary. The Board of Directors shall disclose information on the candidate in accordance with the law on securities and the securities market;

b. Based on the self-nomination or nomination dossier of the shareholder or group of shareholders and the accompanying documents, the chairperson shall introduce candidates who satisfy the standards and conditions and submit them to the General Meeting of Shareholders for adoption for election as members of the Board of Directors;

c. Where the number of candidates for the Board of Directors through nomination is still insufficient, the incumbent Board of Directors shall disclose the procedure for introducing members of the Board of Directors for adoption by the General Meeting of Shareholders before the Board of Directors, the Supervisory Board, or other shareholders/groups of shareholders proceed with nomination.

8. Election, removal, and dismissal of the Chairperson of the Board of Directors:

a. The Board of Directors shall select one of its members to elect as Chairperson of the Board of Directors. The candidate selected for election as Chairperson of the Board of Directors must satisfy the standards and conditions specified in Clause 4, Article 26 of the Company's Charter. The election of the Chairperson of the Board of Directors shall take place at the first meeting of the Board of Directors within seven (07) working days from the end of the election of that Board of Directors. This meeting shall be convened by the member with the highest number or percentage of votes received. Where more than one (01) member has the same highest number or percentage of votes, those members shall elect one among themselves to convene the meeting of the Board of Directors.

b. The Chairperson of the Board of Directors may be dismissed or removed by a decision of the Board of Directors. Where the Chairperson of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date the Board of Directors receives the resignation letter or from the date the Chairperson is removed or dismissed.

Article 9. Remuneration, bonuses and other benefits of members of the Board of Directors

The remuneration, bonuses and other benefits of members of the Board of Directors shall be as provided in Article 30 of the Company's Charter.

Article 10. Order and procedures for holding meetings of the Board of Directors

1. Number of meetings of the Board of Directors

a. First meeting: The first meeting of the term of the Board of Directors shall be held within seven (07) working days from the end of the election of the Board of Directors. This meeting shall be convened by the member with the highest number or percentage of votes received. Where more than one (01) member has the same highest number or percentage of votes, those members shall elect one among themselves to convene this meeting.

b. The Chairperson of the Board of Directors must convene meetings of the Board of Directors regularly, without delay, at least once (01) per quarter, or hold extraordinary meetings when deemed necessary or at the request of one of the persons specified in Clause 2 of this Article.

c. Where the Chairperson of the Board of Directors does not convene a meeting of the Board of Directors because he/she has previously given notice of his/her absence, or must be absent due to force majeure reasons, or is incapacitated from performing his/her duties, the Board of Directors shall appoint one (01) member of the Board of Directors, or one of the persons specified in Clause 2 of this Article, to convene the meeting of the Board of Directors in place of the Chairperson.

d. The person convening the meeting of the Board of Directors is responsible for directing the Company Secretary to prepare the meeting documents and deliver them to each

member of the Board of Directors and Supervisor, and to invite and send documents to other individuals attending the meeting of the Board of Directors within the time limit and by the method specified in Clause 3 of this Article, if deemed necessary; such individuals attending the meeting have the right to express their opinions but not the right to vote.

2. Cases requiring an extraordinary meeting of the Board of Directors to be convened:

The Chairperson of the Board of Directors shall convene an extraordinary meeting of the Board of Directors within seven (07) working days, without delay unless there is a legitimate reason, after one of the following persons requests in writing, stating the purpose of the meeting and the matters to be discussed:

- a. At the request of the Supervisory Board;
- b. At the request of the General Director or at least five (05) other managers;
- c. At the request of at least two (02) members of the Board of Directors;

d. At the request of the independent auditor, where a meeting of the Board of Directors is needed to discuss the audit report and the Company's financial condition.

3. Notice of meetings of the Board of Directors

a. The notice convening a meeting of the Board of Directors must be sent to members of the Board of Directors at least three (03) working days before the meeting date. The meeting notice must clearly state the time, venue, content or agenda of the meeting, and the matters to be discussed and decided.

b. The documents for a meeting of the Board of Directors must be sent together with the meeting notice to the members of the Board of Directors at least three (03) days in advance. If a member of the Board of Directors does not receive the meeting documents within the required time due to a fault of the Board of Directors or the Secretary, that member has the right to request that the meeting date be postponed, and the Chairperson of the Board of Directors is obligated to reorganize the meeting at that member's request.

c. The meeting notice shall be sent by the Company Secretary to each member of the Board of Directors by one or more of the following methods: post, email, text message, fax and/or other means of communication ensuring delivery to the address of each member of the Board of Directors as registered with the Company.

d. The meeting notice shall also be sent to each Supervisor within the same time limit and in the same manner as to each member of the Board of Directors.

4. Right of members of the Supervisory Board to attend meetings of the Board of Directors:

Members of the Supervisory Board (Supervisors) have the right to attend meetings of the Board of Directors; they have the right to participate in discussions but not the right to vote.

5. Conditions for holding meetings of the Board of Directors:

a. A meeting of the Board of Directors may be held when at least three-quarters (3/4) of the total number of members attend the meeting. A member of the Board of Directors shall be deemed to attend and vote at the meeting if falling into one of the cases specified in Clause 6 of this Article.

b. Where a meeting of the Board of Directors has been convened but does not have the required quorum of attending members as specified at point a of this Clause, it shall be

reconvened for the second time within seven (07) days from the intended date of the first meeting. In this case, the meeting may be held if more than one-half (1/2) of the members of the Board of Directors attend.

c. Where the meeting convened for the second time still does not have one-half (1/2) of the members in attendance, it shall be convened for the third time within seven (07) days from the intended date of the second meeting, and may be held regardless of the number of members of the Board of Directors in attendance.

6. Manner of voting:

a. A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

- Attending and voting directly at the meeting;
- Authorizing another person to attend the meeting and vote in accordance with Clause 8 of this Article;
- Attending and voting through an online conference, electronic voting, or other electronic means;
- Sending a voting ballot to the meeting by post, fax, or email;
- Sending a voting ballot by other means.

Where a voting ballot is sent to the meeting by post, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting ballot may only be opened in the presence of all attendees.

b. A meeting of the Board of Directors may be held in the form of an online conference among members of the Board of Directors when all or some members are in different locations, provided that each member attending the meeting is able to:

- Hear each of the other members of the Board of Directors participating and speaking in the meeting;
- Speak to all other attending members simultaneously. Discussion among members may be conducted directly by telephone or by other means of communication, or a combination thereof. A member of the Board of Directors participating in such a meeting shall be deemed "present" at that meeting. The venue of the meeting held under this provision shall be the location where the largest number of members of the Board of Directors are present, or the location where the chairperson of the meeting is present.

Decisions adopted at a meeting conducted by telephone shall be considered validly organized and conducted and shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending that meeting.

c. Voting directly at the meeting:

- Each member of the Board of Directors, or the authorized representative under the applicable regulations personally present at the meeting of the Board of Directors, shall have one (01) vote;
- A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest that

conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted toward the minimum quorum of members present for the purpose of holding a meeting of the Board of Directors on decisions on which that member has no right to vote;

- Where an issue arises at the meeting concerning the interest or voting right of a member of the Board of Directors and that member does not voluntarily waive the right to vote, the ruling of the chairperson shall be final, except where the nature or scope of the interest of the member of the Board of Directors concerned has not been fully disclosed.

d. Voting in the form of collecting the written opinions of members of the Board of Directors:

As provided in Article 16 of the Operating Regulation of the Board of Directors.

7. Manner of adopting resolutions of the Board of Directors:

a. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting (more than 50%); where the number of votes in favor and against is equal, the final decision shall rest with the side supported by the opinion of the Chairperson of the Board of Directors, or the person authorized by the Chairperson of the Board of Directors to vote at the meeting.

b. Resolutions and decisions adopted in the form of collecting written opinions shall be adopted on the basis of the approval of a majority (more than 50%) of the members of the Board of Directors whose opinions were collected and who have voting rights. Where the number of opinions in favor and against is equal, point a of this Clause shall apply. Resolutions and decisions adopted in this manner shall have the same effect and value as resolutions and decisions adopted by members of the Board of Directors at a meeting convened and held in the customary manner.

8. Authorization of another person to attend the meeting by a member of the Board of Directors:

a. A member of the Board of Directors (including the Chairperson of the Board of Directors) may authorize in writing another (01) member of the Board of Directors to attend a meeting of the Board of Directors, and shall send the power of attorney to the Chairperson of the Board of Directors at least one (01) day before the meeting date. Where the Chairperson of the Board of Directors grants such authorization, he/she must notify the members of the Board of Directors at least one (01) day before the meeting date.

b. A member of the Board of Directors may not authorize a person who is not a member of the Board of Directors to attend the meeting unless approved by a majority (more than 50%) of the remaining members of the Board of Directors.

9. Preparation of minutes of meetings of the Board of Directors:

a. Meetings of the Board of Directors must be recorded in minutes, and the secretary of the meeting of the Board of Directors may make an audio recording, or record and keep it in another electronic form, to ensure the accuracy of the content, proceedings, and results of the meeting. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language (English), containing mainly the following contents:

- The name, head office address, and code of the Company;
- The time and venue of the meeting;

- The purpose, agenda and content of the meeting;
- The full names of the members attending the meeting or the authorized attendees and the manner of attendance; the full names of members not attending and the reasons;
- The matters discussed and voted on at the meeting;
- A summary of the opinions expressed by each attending member in the order of the proceedings of the meeting;
- The voting results, clearly stating the members who voted in favor, against, or had no opinion;
- The matters adopted and the corresponding percentage of votes for adoption;
- The full names and signatures of the chairperson and the minute-taker, except in the case specified in Clause 10 of this Article.

Where there is a discrepancy in content between the minutes in Vietnamese and in the foreign language (English), the content of the Vietnamese version shall prevail.

b. The chairperson and the secretary shall be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the Board of Directors.

c. The minutes of the meeting of the Board of Directors must be adopted and unanimously voted on at the meeting of the Board of Directors.

d. The Chairperson of the Board of Directors or the Company Secretary is responsible for sending the minutes of the meeting and the resolutions/decisions of the Board of Directors to the members of the Board of Directors (including both attending and absent members), and such minutes shall be authentic evidence of the work carried out at that meeting, unless an objection to the content of the minutes is raised within ten (10) days from the date of sending.

e. The minutes of meetings of the Board of Directors and documents used at the meeting must be kept at the Company's head office.

10. Where the chairperson, the secretary of the meeting, or the minute-taker refuses to sign the Minutes of a meeting of the Board of Directors:

Where the chairperson, the secretary of the meeting, or the minute-taker refuses to sign minutes of the meeting that contain full content as provided at point a, Clause 9 of this Article, but the minutes are signed by all members of the Board of Directors attending the meeting, the minutes shall remain valid.

11. Notice of resolutions and decisions of the Board of Directors:

a. The Chairperson of the Board of Directors, on behalf of the Board of Directors, shall sign and issue resolutions and decisions adopted by the Board of Directors. In certain cases (where the Chairperson of the Board of Directors has given notice of his/her absence or incapacity to perform his/her duties and has authorized another person to attend the meeting), another member of the Board of Directors may, on behalf of the Board of Directors, sign and issue resolutions and decisions adopted by the Board of Directors, but must promptly report to the Chairperson of the Board of Directors.

b. Resolutions and decisions of the Board of Directors shall be sent by the Company Secretary to all members of the Board of Directors (including members who objected to the resolution or decision at the meeting), the Supervisory Board, the General Director, or other

managers/executives, where deemed necessary for the implementation of such resolution or decision.

c. Resolutions and decisions of the Board of Directors subject to information disclosure under the law on securities and the securities market must be disclosed in accordance with such regulations.

12. Manner of objecting to and requesting annulment of resolutions and decisions of the Board of Directors:

a. A member of the Board of Directors has the right to object to a resolution or decision of the Board of Directors by requesting the secretary of the meeting/minute-taker to record the objection in the minutes of the meeting, if the resolution or decision is announced at the meeting, or by sending a written objection to the resolution or decision to the Chairperson of the Board of Directors, if the resolution or decision is announced after the meeting.

b. In all cases, a member of the Board of Directors who has objected to a resolution or decision of the Board of Directors must still comply with such resolution or decision until there is an effective judgment of an arbitral tribunal or a court annulling the resolution or decision of the Board of Directors.

Article 11. Sub-committees of the Board of Directors

1. At present, the Board of Directors has not established sub-committees under the Board of Directors. Instead, members of the Board of Directors assigned to oversee specific areas are responsible for monitoring, examining, evaluating, and reporting to the Board of Directors and proposing measures for the assigned area; such assignment does not create any right of direct executive management and does not replace the responsibility of the General Director, the Executive Board, or the head of the relevant unit for organizing implementation and being accountable for the results.

2. When deemed necessary, the Board of Directors may decide to establish formal sub-committees (such as the Internal Audit Sub-Committee, or the Human Resources and Remuneration Sub-Committee) in accordance with Clause 3, Article 32 of the Company's Charter. A decision to establish a sub-committee must clearly define the scope of duties, composition, operating regulation, and reporting mechanism to the Board of Directors.

Article 12. Person in charge of corporate governance

1. The selection, standards, appointment, concurrent holding of positions, and rights and obligations of the Person in charge of corporate governance shall be as provided in Article 34 of the Company's Charter. The Person in charge of corporate governance shall concurrently serve as the Company Secretary.

2. Cases of removal or dismissal of the Person in charge of corporate governance:

The Board of Directors may dismiss or remove the Person in charge of corporate governance in the following cases:

a. The Person in charge of corporate governance no longer satisfies the standards specified in Clause 2, Article 33 of the Company's Charter;

b. The Person in charge of corporate governance fails to fulfill the obligations specified in Clause 3, Article 33 of the Company's Charter;

c. Upon the resignation of the Person in charge of corporate governance and approval by the Board of Directors;

d. The labor contract expires and is not renewed; or is terminated, or the person retires in accordance with the law.

3. Notice of appointment, removal, and dismissal of the Person in charge of corporate governance:

The appointment, removal, and dismissal of the Person in charge of corporate governance must be disclosed in accordance with the law on securities and the securities market.

CHAPTER IV

SUPERVISORY BOARD

Article 13. Role, rights and obligations of the Supervisory Board, and responsibilities of members of the Supervisory Board

1. Role of the Supervisory Board:

The Supervisory Board is elected by the General Meeting of Shareholders and, on behalf of shareholders, examines and supervises the Board of Directors and the General Director in managing and administering the Company.

2. Rights and obligations of the Supervisory Board:

The rights and obligations of the Supervisory Board are specifically provided for in Article 170 of the Law on Enterprises, Article 40 of the Company's Charter, the Operating Regulation of the Supervisory Board, and Clause 3 of this Article.

3. Right of the Supervisory Board to be provided with information:

a. Documents and information must be sent to members of the Supervisory Board at the same time and by the same method as to members of the Board of Directors, including:

- The meeting notice, the opinion-collection ballot of members of the Board of Directors, and enclosed documents;

- Resolutions and minutes of meetings of the General Meeting of Shareholders; resolutions, decisions, and minutes of meetings of the Board of Directors;

- Reports of the General Director submitted to the Board of Directors, or other documents issued by the Company.

b. Members of the Supervisory Board (Supervisors) have the right to access the Company's records and documents kept at the head office, branches, and other locations; and have the right to visit the workplace of managers/executives and employees of the Company during working hours.

c. The Board of Directors, members of the Board of Directors, the General Director, and other managers/executives of the Company must fully, accurately, and promptly provide information and documents on management, administration, and business operations of the Company as requested by a Supervisor or the Supervisory Board.

4. Responsibilities of members of the Supervisory Board (Supervisors):

As provided in Article 173 of the Law on Enterprises and the Operating Regulation of the Supervisory Board.

Article 14. Term, number, composition and structure of the Supervisory Board

1. Term, number, composition and structure of members of the Supervisory Board:

a. The Supervisory Board shall have three (03) members. The term of a Supervisor shall not exceed (05) years and a Supervisor may be re-elected for an unlimited number of terms.

b. The Supervisory Board must have at least one (01) member (Supervisor) holding a practicing certificate as an accountant or a practicing certificate as an auditor.

2. Standards and conditions of members of the Supervisory Board (Supervisors):

Members of the Supervisory Board (Supervisors) must satisfy the standards and conditions in Clause 2, Article 38 of the Company's Charter, and at least one (01) member of the Supervisory Board (Supervisor) must hold a practicing certificate as an accountant or a practicing certificate as an auditor.

3. Self-nomination and nomination of members of the Supervisory Board (Supervisors):

a. A shareholder or group of shareholders specified in Clause 4, Article 13 of the Company's Charter has the right to nominate or self-nominate persons for election by the General Meeting of Shareholders as members of the Supervisory Board (Supervisors), with the number of candidates through self-nomination and nomination as follows:

- From ten (10)% to under twenty (20%): entitled to nominate a maximum of one (01) candidate;

- From twenty (20)% to under thirty (30%): entitled to nominate a maximum of two (02) candidates;

- From thirty (30)% to under forty (40%): entitled to nominate a maximum of three (03) candidates;

- From forty (40)% to under fifty (50%): entitled to nominate a maximum of four (04) candidates;

- From fifty (50)% or more: entitled to nominate a maximum number of candidates sufficient to elect the members of the Supervisory Board (Supervisors).

Where the number of candidates for election as members of the Supervisory Board (Supervisors) through nomination and self-nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination in accordance with the Company's Charter, this Internal Regulation on Corporate Governance, and the Operating Regulation of the Supervisory Board, and this must be approved by the General Meeting of Shareholders before the election is conducted.

b. Nomination and self-nomination dossiers for election as a member of the Supervisory Board (Supervisor) must be sent to the incumbent Supervisory Board, the Company Secretary, or another department of the Company no later than ten (10) days before the opening date of the General Meeting of Shareholders, and posted on the Company's website so that shareholders may learn about the candidates. The nomination and self-nomination dossier for election as a member of the Supervisory Board (Supervisor) shall include the following information and documents:

- Information relating to the candidate:

- + Full name, date of birth;
- + Educational background; professional qualifications;
- + Work history, including companies in which the candidate has held the position of Supervisor and/or other managerial positions;
- + The candidate's relationships with related persons of the Company;
- + The candidate's relationships with the Company's key business partners;
- + Interests related to the Company and its related parties, or information relating to the candidate's financial situation and other matters that may affect the performance of the candidate's duties if elected as a member of the Supervisory Board (if necessary);
- + Information and documents deemed relevant to the review of the standards and conditions for being a member of the Supervisory Board (Supervisor) under the Law on Enterprises and the Company's Charter.

- The candidate's commitment as to the truthfulness, accuracy and reasonableness of the information and documents provided; a commitment to perform duties honestly, loyally, prudently and in the best interests of the Company if elected as a member of the Supervisory Board (Supervisor).

- The full name or information of the shareholder or group of shareholders nominating that candidate (if any). Where a candidate is nominated by a group of shareholders, a list of the shareholders in the nominating group and a written agreement of the group of shareholders on the nomination of the candidate for election by the General Meeting of Shareholders as a member of the Supervisory Board (Supervisor) must be submitted together.

4. Method of electing members of the Supervisory Board (Supervisors):

Voting to elect members of the Supervisory Board must be conducted by the cumulative voting method and carried out in the same manner as for the election of members of the Board of Directors specified in Clause 4, Article 8 of this Regulation.

5. Cases of removal or dismissal of members of the Supervisory Board (Supervisors):

a. A member of the Supervisory Board (Supervisor) shall be removed in the following cases:

- No longer satisfying the standards and conditions for a member of the Supervisory Board (Supervisor) under Clause 2, Article 38 of the Company's Charter; the Head of the Supervisory Board is responsible for collecting information, making a proposal, and voting to submit the removal of that Supervisor to the General Meeting of Shareholders;

- Having submitted a written resignation letter to the Company's head office. The Supervisory Board shall receive the letter, disclose the information, and report to the General Meeting of Shareholders for approval of the removal at the nearest meeting. In this case, that Supervisor shall not have the right to discuss or vote on decisions of the Supervisory Board from the date the Supervisory Board receives the letter;

- Pursuant to a resolution of the General Meeting of Shareholders.

b. A member of the Supervisory Board (Supervisor) shall be dismissed in the following cases:

- Failing to complete assigned duties and tasks;
- Failing to exercise his/her rights and obligations for six (06) consecutive months, except in cases of force majeure as provided by law;
- Seriously or repeatedly violating the obligations of a Supervisor under the Company's Charter and the Law on Enterprises;
- Pursuant to a resolution of the General Meeting of Shareholders.

Except for dismissal pursuant to a resolution of the General Meeting of Shareholders, in the cases mentioned above, the Head of the Supervisory Board is responsible for collecting information and evidence, making a proposal, and voting to submit the dismissal of that Supervisor to the General Meeting of Shareholders.

6. Notice of election, removal, and dismissal of members of the Supervisory Board (Supervisors):

In all cases of a change of a member of the Supervisory Board (Supervisor) due to election, removal, dismissal, or supplementary election, the Company must carry out the reporting and extraordinary information disclosure procedures in accordance with the law on securities and the securities market, including disclosure of the receipt of a resignation letter from a member of the Supervisory Board (Supervisor).

7. Salary, remuneration, bonuses and other benefits of members of the Supervisory Board (Supervisors):

The remuneration, bonuses and other benefits of members of the Supervisory Board (Supervisors) shall be as provided in Article 42 of the Company's Charter.

CHAPTER V GENERAL DIRECTOR

Article 15. Role, responsibilities, rights and obligations of the General Director

1. Role of the General Director:

The General Director is the person who manages the day-to-day **business** operations of the Company. The General Director is subject to the supervision of the Board of Directors and is responsible to the Board of Directors and the law for the performance of the assigned duties and powers, and must report to these bodies when requested.

2. Rights and obligations of the General Director:

The rights and obligations of the General Director shall be as provided in Clause 4, Article 36 of the Company's Charter, and pursuant to the delegation and authorization of the Board of Directors and the Chairperson of the Board of Directors.

3. Responsibilities of the General Director:

The responsibilities of the General Director shall be as provided in Chapter X of the Company's Charter.

Article 16. Appointment, removal, execution and termination of contracts with the General Director

1. Term, standards and conditions of the General Director:

a. The term of the General Director shall be decided by the Board of Directors, not exceeding five (05) years, and the General Director may be reappointed for an unlimited number of terms. The appointment may terminate based on the terms of the labor contract.

b. Standards and conditions of the General Director:

The General Director must satisfy the standards and conditions specified in Clause 3, Article 36 of the Company's Charter.

2. Self-nomination, nomination, removal, and dismissal of the General Director:

a. At a meeting of the Board of Directors, members of the Board of Directors (other than the Chairperson of the Board of Directors) may self-nominate for the position of General Director, or members of the Board of Directors (including the Chairperson of the Board of Directors) may nominate suitable personnel for the position of General Director for consideration and appointment by the Board of Directors.

b. Where there are multiple candidates for the position of General Director, the Board of Directors may consider, interview, and/or carry out other activities (such as conducting a survey of opinion among the Company's key leadership, etc.) to select a candidate for appointment as General Director.

c. The dossier requesting the Board of Directors to appoint the General Director shall be prepared by the nominating person or candidate, and shall include:

- A curriculum vitae self-declared by the candidate, clearly stating personal background, education, and experience;
- A self-assessment of the candidate's work history or work history at the Company;
- Copies of diplomas and training certificates (notarized or certified true copies);
- Other documents proving that the candidate fully satisfies the standards and conditions for the position of General Director.

d. The entire dossier mentioned above must be sent to the members of the Board of Directors attending the meeting together with the meeting invitation documents, unless the members of the Board of Directors raise no objection to the time of sending the documents. The Board of Directors shall adopt a resolution in accordance with this Regulation so that the Chairperson of the Board of Directors may, on behalf of the Board of Directors, sign the decision appointing the General Director and/or sign the labor contract with the General Director.

e. The Board of Directors may remove the General Director when approved by a majority of the members of the Board of Directors with voting rights attending the meeting (not counting the vote of the member of the Board of Directors concurrently serving as General Director), and shall appoint a new General Director as a replacement.

3. Appointment and execution of a labor contract with the General Director:

a. The Board of Directors shall appoint one (01) member of the Board of Directors, or hire another (01) person, to serve as General Director;

b. If the General Director is appointed from among the members of the Board of Directors, or from another individual who already has a valid labor contract with the Company, it is not necessary to sign a new labor contract; it is sufficient to issue an appointment decision of the Board of Directors signed by the Chairperson of the Board of

Directors.

c. Where another person is hired to serve as General Director, the Chairperson of the Board of Directors shall, on behalf of the Board of Directors, sign the labor contract with that person. The content of the labor contract must clearly state the position of General Director, the principles of remuneration, the level of income, the entitled benefits, and the responsibilities and powers. In addition, the content of the labor contract must comply with the provisions of the labor law.

4. Removal, dismissal, and termination of the labor contract with the General Director:

a. Removal and/or termination of the labor contract for the position of General Director:

- The General Director shall be removed and/or shall have his/her labor contract for the position of General Director terminated upon the occurrence of one of the cases specified in Clause 7, Article 36 of the Company's Charter.

- Where the General Director has submitted a resignation letter but the Board of Directors has not yet appointed a new General Director as a replacement, the incumbent General Director must continue to exercise his/her rights and perform his/her obligations in accordance with the Charter and the Company's internal management regulations.

b. Dismissal and/or termination of the labor contract for the position of General Director:

The General Director shall be dismissed and/or shall have his/her labor contract for the position of General Director terminated upon the occurrence of one of the cases specified in Clause 8, Article 36 of the Company's Charter.

c. The order and procedures for removal, dismissal, and/or termination of the contract for the position of General Director shall be in accordance with the Company's Charter, the Regulation on appointment, removal and dismissal of officials under the management of the Board of Directors, and the labor law.

5. Notice of appointment, removal, execution, and termination of contracts with the General Director:

In all cases of a change of General Director due to appointment, removal, or dismissal, the Company must carry out the reporting and extraordinary information disclosure procedures in accordance with the law on securities and the securities market, including disclosure of the receipt of a resignation letter from the General Director.

6. Salary and other benefits of the General Director:

a. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors based on the Company's business results and performance.

b. The salary of the General Director shall be accounted as a business expense of the Company in accordance with the law on corporate income tax, shall be shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER VI

OTHER ACTIVITIES

Article 17. Coordination of activities among the Board of Directors, the Supervisory Board, and the General Director

1. Procedures and order for convening meetings, sending meeting notices, recording minutes, and notifying meeting results among the Board of Directors, the Supervisory Board, and the General Director:

a. Members of the Board of Directors, the Supervisory Board, the General Director, and other executives must each be responsible for the performance of their assigned duties and must earnestly coordinate their activities to protect the legitimate rights and interests of shareholders and to develop the Company.

b. Where an issue arises requiring coordination among the Board of Directors, the Supervisory Board, and the General Director, the Chairperson of the Board of Directors shall convene a joint meeting of the Board of Directors, the Supervisory Board, and the General Director, or incorporate the matter into a meeting of the Board of Directors.

c. The person convening the meetings specified at point b, Clause 1 of this Article is responsible for directing the Company Secretary to prepare the meeting documents and deliver them to each member of the Board of Directors and to invited delegates.

d. The meeting notice must be sent to members of the Board of Directors, the Supervisory Board, and the General Director at least three (03) days in advance. The meeting notice must clearly state the time, venue, content or agenda of the meeting, and the matters to be discussed and decided.

e. The meeting documents must be sent together with the meeting notice to the members of the Board of Directors at least three (03) days in advance. If a member of the Board of Directors, the Supervisory Board, or the General Director does not receive the meeting documents within the required time due to a fault of the Chairperson of the Board of Directors or the Secretary, that person has the right to request that the meeting date be postponed, and the Chairperson of the Board of Directors is obligated to reorganize the meeting at that person's request.

f. The meeting notice and/or meeting documents shall be sent by post, email, text message, fax and/or other means of communication ensuring delivery to the address of each member of the Board of Directors and the Supervisory Board as registered with the Company, and to the General Director.

g. Joint meetings of the Board of Directors, the Supervisory Board, and the General Director must be recorded in minutes and may be audio-recorded, or recorded and kept in another electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, containing mainly the contents as specified for the minutes of meetings of the Board of Directors.

h. All members of the Board of Directors, the Supervisory Board, the General Director, and other executives have the right to reserve their concurring or dissenting opinions on certain matters, and are responsible for explaining such opinions upon request.

2. Notice of resolutions and decisions of the Board of Directors to the Supervisory Board:

Resolutions and decisions of the Board of Directors shall be sent to the Supervisory

Board within three (03) days from the date of signing.

3. Notice of resolutions and decisions of the Board of Directors to the General Director

Resolutions and decisions of the Board of Directors shall be sent to the General Director within three (03) days from the date of signing.

4. Cases in which the General Director and the Supervisory Board may request the convening of a meeting of the Board of Directors, and matters requiring the opinion of the Board of Directors:

a. The Supervisory Board, the General Director, or other executives may request the convening of an extraordinary meeting of the Board of Directors under Clause 3, Article 31 of the Company's Charter where they deem that there are matters seriously affecting the Company's business, management, and administration, specifically:

- A conflict of rights and obligations between the Board of Directors and the General Director;

- A crisis the handling of which exceeds the authority of the General Director;

- Transactions and contracts in which the General Director is a related party;

- Material issues arising in the course of implementing the resolutions and decisions of the Board of Directors;

- Matters exceeding the authority delegated by the Board of Directors to the General Director.

b. Matters within the approval or decision-making authority of the Board of Directors under Article 28 of the Company's Charter.

5. Reporting by the General Director to the Board of Directors on the performance of assigned duties and powers:

a. Reports of the General Director to the Board of Directors on the performance of assigned duties and powers must be included as a separate item in the agenda of meetings of the Board of Directors.

b. The General Director has the obligation to promptly report matters relating to the exercise of his/her rights and obligations and the Company's business and production situation, as requested by any member of the Board of Directors or by the Board of Directors.

6. Review of the implementation of resolutions and other matters delegated by the Board of Directors to the General Director:

a. Periodically, in the first month of each quarter, the General Director must report on and review the implementation of resolutions and other matters delegated by the Board of Directors to the General Director.

b. The General Director's review report shall be included as a separate item in the agenda of the regular meetings of the Board of Directors (once (01) per quarter).

7. Matters on which the General Director must report and provide information, and the manner of notifying the Board of Directors and the Supervisory Board:

a. A member of the Board of Directors has the right to request the General Director or other executives of the Company to provide information and documents on the financial

situation and business operations of the Company and its units.

b. The General Director and other executives so requested must provide the requested information and documents in a timely, complete, and accurate manner and in the form requested by the member of the Board of Directors.

c. Documents and information from the General Director and other executives must be sent to the Supervisor at the same time and in the same manner as to members of the Board of Directors.

e. A Supervisor has the right to access the Company's records and documents kept at the head office, branches, and other locations; and has the right to visit the workplace of managers, executives, and employees of the Company during working hours.

f. The Board of Directors, members of the Board of Directors, the General Director, and other executives must fully, accurately, and promptly provide information and documents on management, administration, and business operations of the Company as requested by a Supervisor or the Supervisory Board.

8. Coordination of controlling, executive, and supervisory activities among members of the Board of Directors, members of the Supervisory Board (Supervisors), and the General Director, according to the specific duties of the above members:

a. Relationship between the Board of Directors and the Supervisory Board:

- The Supervisory Board must regularly coordinate with the Board of Directors, notify the Board of Directors of the results of its activities, and consult with the Board of Directors before submitting reports, results, and recommendations to the General Meeting of Shareholders.

- To recommend measures to supplement, amend, and improve the organizational, management, and business administration structure of the Company to assist the Board of Directors in reporting to the General Meeting of Shareholders at its nearest meeting.

- The Supervisory Board is responsible for reporting to the General Meeting of Shareholders on the truthfulness, accuracy, reasonableness, and lawfulness of the recording and keeping of accounting vouchers and books, financial statements, and other reports of the Company, and on the truthfulness and lawfulness of the management and administration of the Company's business operations.

- The Supervisory Board must keep the public declarations of interest of the Company's managers and executives in order to monitor civil and economic transactions between these persons and organizations or individuals with related interests, in order to detect and monitor such transactions and prevent possible damage to the Company and its shareholders.

- The Supervisory Board must receive complaints from shareholders relating to the management and administration of the Company, organize the verification and examination of such complaints, report to the Board of Directors, and respond to shareholders' complaints.

- The Board of Directors, members of the Board of Directors, the General Director, and other managers/executives must fully and promptly provide information and documents on the Company's business operations as requested by the Supervisory Board, unless otherwise decided by the General Meeting of Shareholders. A Supervisor must not disclose

the Company's confidential information and shall be personally liable for the use of information designated as confidential information of the Company. Requests for information to the Supervisory Board or a Supervisor, and the use of such information, must not adversely affect the Company's management and administration.

b. Working relationship between the Board of Directors and the General Director:

- The General Director is the person with the highest decision-making authority over all business production and operation activities of the Company; is responsible for researching and developing operational plans to be submitted to the Board of Directors; and organizes the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

- The General Director has the right to refuse to implement, and to reserve opinions on, resolutions and decisions of the Board of Directors if he/she considers them contrary to law, contrary to State regulations, or contrary to the Company's Charter, regulations, or rules, and must promptly report and explain this in writing to the Board of Directors and the Supervisory Board.

- The Board of Directors may suspend or annul the implementation of decisions of the General Director if it deems them contrary to law, or in violation of the Company's Charter, regulations, or rules, or of resolutions and decisions of the Board of Directors.

- The General Director has the right to decide on measures beyond his/her authority in emergency situations (natural disasters, enemy sabotage, fire, unexpected incidents, etc.), but shall be responsible for such decisions. At the same time, he/she must promptly report to the Board of Directors and the General Meeting of Shareholders at the earliest opportunity.

- The General Director must explain losses and poor performance in each period, and the remedial plan, to the Board of Directors and the General Meeting of Shareholders. Where losses are continuous and no remedial plan can be developed, the Board of Directors shall adopt a resolution to dismiss the General Director.

Article 18. Regulations on annual evaluation for commendation and discipline of members of the Board of Directors, the Supervisory Board, the General Director, and other executives of the enterprise

1. Evaluation of the performance of members of the Board of Directors, members of the Supervisory Board (Supervisors), the General Director, and other executives of the Company:

- a. Annually, based on the assigned functions and duties, the Chairperson of the Board of Directors shall organize the evaluation of the level of completion of the assigned duties of each member of the Board of Directors, the General Director, and other executives, and the Company Secretary (if necessary).

- b. The Head of the Supervisory Board shall organize the evaluation of the level of completion of the assigned duties of each member of the Supervisory Board (Supervisor).

- c. The General Director shall preside over the evaluation of other units and positions of the Company within his/her appointment authority, based on the Company's internal management regulations and the annual performance results of each unit and position.

- d. The evaluation of positions and units of the Company for classifying the level of

task completion shall be as follows:

- Excellent completion of duties;
- Good completion of duties;
- Completion of duties;
- Failure to complete duties.

2. Commendation:

a. Annually, based on the results of production and business operations, profit, and the evaluation results of the Chairperson of the Board of Directors, the Head of the Supervisory Board, and the General Director, together with the Company's regulations on commendation, proposals shall be made for the level of commendation for units and individuals according to the level of task completion specified at point d, Clause 1 of this Article.

b. Forms of commendation:

- In cash; and/or
- In shares under a selection program for officers and employees, if any, approved by the General Meeting of Shareholders; and/or
- Other forms (if any).

c. Source of funding for commendation:

- For members of the Board of Directors and Supervisors: The Board of Directors and the Supervisory Board shall decide within the scope of the salary, remuneration, and bonus fund approved by the General Meeting of Shareholders and/or allocate funds from the Commendation Fund to make the commendation.

- For the General Director, other executives, and positions and units within the Company: The funding for commendation shall be allocated from the Commendation Fund and other equivalent funds of the Company.

d. Level of commendation: The specific level of commendation shall be established based on the actual situation of each year.

3. Handling of violations and discipline:

a. Annually, based on the results of the evaluation of business and production performance, the level and form of discipline shall be determined in accordance with the law and the Company's regulations. Members of the Board of Directors, the General Director, and other managers/executives who fail to perform their duties with due care, diligence, and professional competence shall be liable for the damage caused by them.

b. Where a member of the Board of Directors, the General Director, or other managers/executives, in the performance of their duties, commit an act in violation of legal regulations and the Company's regulations, they shall, depending on the severity of the violation, be subject to disciplinary action, administrative sanctions, or criminal prosecution in accordance with law. Where damage is caused to the interests of the Company, shareholders, or other persons, compensation shall be made in accordance with law.

Article 19. Effect

1. This Internal Regulation on Corporate Governance of Phu Bai Spinning Mill Joint Stock Company, comprising 6 chapters and 19 articles, has been adopted by the General Meeting of Shareholders under Resolution No. /NQ-DHDCD dated 24 August 2026.
2. In the course of implementation, where new issues arise that are deemed to require amendment or supplementation of this Regulation to conform with legal provisions and the Company's actual operating situation, the Board of Directors shall meet to consider and decide, and shall submit the amendment or supplementation of this Regulation to the General Meeting of Shareholders for adoption.
3. This Regulation shall take effect from the date it is adopted by the General Meeting of Shareholders and signed for issuance by the Chairperson of the Board of Directors.
4. The Chairperson of the Board of Directors, the General Director, the Head of the Supervisory Board, the heads of departments/divisions, and the heads of units under the Company are responsible for guiding and organizing the implementation of this Regulation to all officers and employees throughout the Company.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRPERSON



Phạm Văn Tân

EXPLANATORY TABLE
CERTAIN AMENDMENTS AND SUPPLEMENTS IN THE DRAFT OPERATING REGULATION OF THE BOARD OF DIRECTORS OF
PHU BAI SPINNING MILL JOINT STOCK COMPANY
(Enclosed with Submission No. 310/TTTr-HĐQT dated 24/08/2026)

No.	Current provision <i>(Italic, bold, strikethrough = deleted or amended)</i>	Draft provision <i>(Italic, bold = amended/supplemented)</i>	Reason
1	Article 2. Operating principles of the Board of Directors		
	1. The BOD works on a collective basis. Members are personally responsible for their own work and jointly responsible before the GMS and the law for BOD resolutions/decisions regarding the Company's development.	2. The BOD works on a collective basis, <i>deciding by majority; members with differing opinions may reserve their opinions in writing.</i> Members are personally responsible for their own work and jointly responsible before the GMS and the law for BOD resolutions/decisions regarding the Company's development.	Added to conform with the Charter and the true nature of the BOD's working method under law.
	3. <i>Not yet provided</i>	3. <i>The BOD works on the principle of shared responsibility and mutual support in exercising the BOD's rights/obligations and each member's assigned responsibilities.</i>	Adds 04 governance principles to suit the BOD's position, function, tasks and powers.
	5. <i>Not yet provided</i>	5. <i>The BOD decides strategy, objectives, plans, budgets, policies, principles, limits and matters within its authority; the General Director proactively decides, implements and is responsible within the scope approved/decentralized/authorized by the BOD. Where exceeding limits, outside the budget or outside the decentralized/authorized scope, the General Director must submit to the BOD for decision before implementation.</i>	(as above)
	6. <i>Not yet provided</i>	6. <i>The BOD performs governance, decision-making and supervision; it does not directly perform the General Director's day-to-day executive functions. The BOD's approval, supervision, requests for</i>	(as above)

No.	Current provision (Italic, bold, strikethrough = deleted or amended)	Draft provision (Italic, bold = amended/supplemented)	Reason
		reports/explanations or governance opinions do not alter or exempt the General Director's responsibility for executive matters within their authority.	
	7. Not yet provided	7. It is prohibited to split a project, transaction, contract, procurement, loan or matters of the same objective, same subject or related to each other into several parts in order to change or circumvent the BOD's deciding authority.	(as above)
2	Article 3. Rights and obligations of BOD members		
	3. Independent BOD members of a listed company must prepare an assessment report on the BOD's activities.		The Company currently follows the model with a Supervisory Board and has no independent BOD members.
3	Article 4. BOD members' right to be provided information		
	1. A BOD member may request the General Director, Deputy General Directors and other managers to provide information/documents on the financial and business situation of the Company and its units.	1. A BOD member may access, look up and query information/documents/records regardless of whether the General Director and/or Management Board has proactively reported, and/or require them to provide information to perform governance/supervision, including but not limited to: a. Organization-personnel; investment-assets; finance-accounting-capital; production-quality-materials-inventory; market-customers-orders; product development; contracts; receivables; complaints and material risks; b. Information on existing/potential customers; customer retention/development plans; new-customer results/plans; offering, sampling, orders, prices,	Updated and detailed under point (q), clause 2, Article 28 of the Charter.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
		commercial terms, receivables, feedback, complaints, returns, penalties, compensation and customer-loss risks.	
	2. Managers requested must provide timely, full and accurate information/documents as requested by a BOD member. 2. The General Director and/or Management Board or other units must, including but not limited to: a. Provide timely, full, truthful and accurate information upon a BOD member's request under clause 1, without delay, concealment, partial provision or refusal, unless the Charter/law provides otherwise; b. The General Director must proactively report to the BOD on material events/issues/risks materially affecting the Company's finances, production, quality, materials, customers, market, personnel, assets, reputation or results; c. Report, provide information and explain on other matters related to the Company's operations.		
4	Article 5. Term and number of BOD members		
	2. <i>Not yet provided</i>	2. The composition of non-executive BOD members is as follows: a. At least one (01) non-executive member where the BOD has three (03) to five (05) members; b. At least two (02) non-executive members where the BOD has six (06) to eight (08) members; c. At least three (03) non-executive members where the BOD has nine (09) to eleven (11) members.	Updated under clauses 2 and 3, Article 27 of the Charter.

No.	Current provision (Italic, bold, strikethrough = deleted or amended)	Draft provision (Italic, bold = amended/supplemented)	Reason
	5. Not yet provided	<i>Where members are elected additionally (due to an increase in number) or elected to replace dismissed/removed members, the term of the additional/replacement member equals the remaining time of the previous member's five (05)-year term.</i>	(as above)
	4. Articles 28 to 32 of the Charter specify the number, rights, obligations, organization and coordination of BOD members.	Delete	Not relevant to the content of this Article.
4	Article 6. Standards and conditions for BOD membership BOD members must meet the following standards and conditions: [...] 3. Not yet provided d. Other standards/conditions under clause 4, Article 27 of the Charter.	BOD members must meet the following standards and conditions: [...] 3. Not being a person having a family relationship with the General Director and other managers of the Company; or with the manager/person with management authority of the parent company; 5. The Chairperson may not concurrently hold the position of General Director of the Company.	Updated under clause 4, Article 26 of the Charter.
5	Article 7. Chairperson of the Board of Directors	2. The Chairperson may not concurrently be the General Director. 2. The Chairperson must meet the standards/conditions in Article 6 of this Regulation and clause 4, Article 26 of the Charter, and in particular may not concurrently hold the position of General Director.	Added to clarify that, besides not being the General Director, the Chairperson must meet the standards for BOD members under Article 6 of this Regulation and clause 4, Article 26 of the Charter.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	6. Person in charge of corporate governance: The BOD appoints at least one (01) person to support corporate governance. This person may concurrently be the Company Secretary under clause 5, Article 156 LOE. The term is up to five (05) years. Rights/obligations under Article 34 of the Charter.		The Charter already details the person in charge of corporate governance, so this need not remain in this Regulation.
6	Article 8. Dismissal or removal, replacement and addition of BOD members		
	1. The GMS dismisses a BOD member where: a. Not meeting standards/conditions under <i>Article 155 of the LOE</i>; b. Resigning and being accepted; c. Other cases under clause 4, Article 28 of the Charter.	1. The GMS dismisses a BOD member where: a. Not meeting standards/conditions under <i>Article 6 of this Regulation</i>; b. Resigning and being accepted <i>under point b, clause 4, Article 27 of the Charter</i>; c. Other cases <i>under a GMS resolution and the Charter.</i>	Updated under clause 4, Article 26 of the Charter.
	4. The BOD must convene a GMS to elect additional members where: a. The number of BOD members falls by more than one third (1/3) versus the Charter. The BOD must convene within 60 days from the reduction;	4. The BOD must convene a GMS to elect additional members where: a. The number of BOD members falls by more than one third (1/3) versus <i>the number in the effective GMS resolution and/or the remaining BOD members / non-executive BOD members are fewer than the statutory minimum</i>. The BOD must convene within 60 days from the date of the above cases;	Updated under point a, clause 5, Article 27 and point b, clause 3, Article 15 of the Charter.
7	Article 9. Method of electing, dismissing or removing BOD members		
	3. Election of BOD members by cumulative voting, whereby each shareholder has votes equal to shares owned multiplied by the number of BOD members [...]	3. Election of BOD members (<i>including additional and replacement elections</i>) by cumulative voting, whereby each shareholder has votes equal to shares owned multiplied by the number of members to be elected [...]. <i>Where the number of BOD members is insufficient, the GMS re-elects until complete.</i>	Added under clause 3, Article 22 of the Charter to cover all practical cases.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	4. Dismissal/removal of BOD members is decided by the GMS by ballot.	4. Dismissal or removal of BOD members <i>at the GMS is by secret ballot or show of ballots as decided by the GMS or the GMS regulations.</i>	Creates flexibility in dismissing or removing BOD members.
8	Article 10. Notice of election, dismissal or removal of BOD members		
	1. Where candidates are determined, [...]. Information disclosed includes: a. Full name, DOB; b. Professional qualifications; c. Other managerial titles (including BOD titles of other companies); f. Other information per Article 27 of the Charter;	1. Where candidates are determined, [...]. Information disclosed includes <i>the following minimum contents:</i> a. Full name, DOB; <i>education level, professional qualifications;</i> <i>c. Companies where the candidate holds BOD or Members' Council membership and/or other managerial titles;</i> <i>e. Assessment report on the candidate's contribution to the Company, where the candidate is currently a BOD member;</i> <i>g. Full name or information of the shareholder/group nominating the candidate (if any);</i> <i>h. Other information/documents relevant to considering BOD-membership standards under the LOE and the Charter.</i>	Moved up from point g. Specified under clause 1, Article 26 of the Charter.
9	Article 11. Rights and obligations of the Board of Directors		
	2. Rights and obligations of the BOD [...]	2. Rights and obligations of the BOD [...] <i>(See details in clause 2, Article 11 of the Draft BOD Operating Regulation)</i>	Amended/supplemented per the amendments to clause 2, Article 28 of the Charter.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
10	Article 12. Duties and powers of the BOD in approving/signing contracts and transactions		
	1. The BOD approves contracts/transactions valued at less than thirty-five (35)% or transactions with a 12-month total below that [...] c. Enterprises related to the subjects in clause 2, Article 164 of the LOE.	1. The BOD approves contracts/transactions valued at less than thirty-five (35)% or transactions with a 12-month total below that [...] c. Enterprises in which a BOD member, Supervisor, the General Director or other executive owns capital or shares; enterprises in which their related persons own, jointly own or separately own shares or capital exceeding ten (10)% of Charter capital.	Updated under point a, clause 5, Article 44 of the Charter.
	2. Not yet provided	2. The BOD approves loan/asset-sale contracts and transactions valued at more than ten (10)% of total assets per the latest audited financial statements, with a shareholder owning fifty-one (51)% or more of voting shares or their related persons.	Updated under point b, clause 5, Article 44 of the Charter.
11	Article 13. BOD's responsibility in convening an extraordinary GMS		
	1. The BOD must convene an extraordinary GMS in the following cases: [...] b. The remaining number of BOD members, Supervisors is fewer than the statutory minimum; c. At the request of a shareholder/group under clause 2, Article 115 LOE; the request must be in writing stating reasons and purpose, with signatures [...]; d. At the request of the Supervisory Board;	1. The BOD must convene an extraordinary GMS in the following cases: [...] b. The remaining number of BOD members, Supervisors, non-executive BOD members is fewer than the statutory minimum; c. At the request of a shareholder/group holding five (05)% or more of ordinary shares where the BOD seriously breaches shareholders'/managers' obligations or acts beyond authority, and other Charter cases. The request must be in writing with the contents/documents in clause 3, Article 13 of the Charter; d. At the request of the Supervisory Board where it has reason to believe a manager seriously breaches duties	Updated under point b, clause 3, Article 15 of the Charter. Restated clearly and concisely per the Charter. Updated under point d, clause 3, Article 15 of the Charter.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
12	Article 14. Committees assisting the Board of Directors	under Article 165 LOE or the BOD acts/intends to act beyond its powers.	Updated under Article 12 of the Internal Corporate Governance Regulation and to suit the Company's reality.
13	Article 15. Board of Directors meetings	1. The BOD may establish subordinate committees for development policy, personnel, remuneration, internal audit, risk management. The number is decided by the BOD (at least 03) including BOD and external members. Non-executive members should be a majority, one appointed as head. Committee operations follow BOD rules. A committee resolution is effective with a majority attending and approving. 2. Implementation of BOD or committee decisions must conform with law, the Charter and the Internal Corporate Governance Regulation. 3. The Chairperson must convene a BOD meeting extraordinarily, without undue delay, upon a written request stating the purpose and matters from one of the following: a. At the request of the Supervisory Board or a non-executive BOD member;	Updated under clause 3, Article 31 of the Charter.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
	d. At the request of the independent audit firm, the Chairperson must convene a BOD meeting to discuss the audit report and the Company's situation. e. Other cases under the Charter.	d. <i>At the request of the independent auditor, where a BOD meeting is needed to discuss the audit report and the Company's financial situation.</i> Delete	
	4. The request in clause 3 must be in writing, stating the purpose and matters to be discussed and decided within BOD authority.	Delete	Integrated into clause 3 of this Article.
	8. A BOD meeting is held with three quarters (3/4) or more attending. If insufficient, a second meeting is convened within seven (07) days; held with more than one half (1/2) attending.	7. A BOD meeting is held with three quarters (3/4) or more attending. If insufficient, a second meeting is convened within seven (07) days; held with more than one half (1/2) attending. <i>If the second meeting still lacks one half (1/2), a third is convened within seven (07) days and held regardless of the number attending.</i>	Updated under clause 6, Article 31 of the Charter.
14	Article 16. Collecting BOD members' written opinions to adopt BOD resolutions/decisions	Not yet provided	
	1. <i>The BOD may adopt resolutions/decisions by collecting members' written opinions when necessary without holding a meeting, except matters otherwise provided by law or the Charter.</i> 2. <i>The Chairperson or convener sends opinion forms and enclosures to each BOD member and Supervisor by post, fax, email or other electronic means ensuring delivery to their registered contact address.</i> 3. <i>The opinion form must state: the matter to be decided; voting options (in favour/against/abstention); the return deadline and address. A member who does not return the form on time is deemed not to vote.</i> 4. <i>The BOD counts votes and prepares counting minutes witnessed by a Supervisor. The minutes state</i>		Added to diversify and provide flexibility for adopting BOD resolutions/decisions.

No.	Current provision (<i>Italic, bold, strikethrough = deleted or amended</i>)	Draft provision (<i>Italic, bold = amended/supplemented</i>)	Reason
		<i>valid/invalid votes; in favour/against/abstention; the result and effect.</i> <i>5. A resolution/decision is adopted with a majority (over 50%) of BOD members entitled to vote in favour. Where votes tie, the final decision follows the side of the Chairperson or their authorized representative.</i> <i>6. A resolution/decision adopted under clause 5 has the same value as one adopted at a BOD meeting.</i>	
15	Article 17. Minutes of Board of Directors meetings 1. BOD meetings must be minuted and may be audio/video-recorded or stored electronically. The minutes must <i>be in Vietnamese and may also be made in English</i>, including the following principal contents:	1. BOD meetings must be minuted and <i>the meeting</i> audio/video-record or store electronically <i>to ensure the accuracy of the content, proceedings and results</i>. The minutes must include the following principal contents:	Updated under clause 9, Article 10 of the Internal Corporate Governance Regulation.

Hue City, 24th August 2026

**OPERATING REGULATION OF THE BOARD OF DIRECTORS
PHU BAI SPINNING MILL JOINT STOCK COMPANY**

Pursuant to the Law on Securities dated 26 November 2019 and the Law Amending and Supplementing the Law on Securities dated 29 November 2024;

Pursuant to the Law on Enterprises dated 17 June 2020 and the Law Amending and Supplementing the Law on Enterprises dated 17 June 2025;

Pursuant to Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government, and Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing Decree No. 155/2020/NĐ-CP detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated 31 December 2020;

Pursuant to the Charter on Organization and Operation of Phu Bai Spinning Mill Joint Stock Company;

Pursuant to Resolution of the General Meeting of Shareholders No. 313/NQ-ĐHĐCĐ dated 24 August 2026;

The Board of Directors hereby promulgates the Operating Regulation of the Board of Directors of Phu Bai Spinning Mill Joint Stock Company, comprising the following contents:

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: This Operating Regulation of the Board of Directors of Phu Bai Spinning Mill Joint Stock Company (hereinafter referred to as the "Company") sets out the organizational and personnel structure, operating principles, powers, and obligations of the Board of Directors and members of the Board of Directors so as to operate in accordance with the Law on Enterprises, the Company's Charter, and other relevant provisions of law.

2. Subjects of application: This Regulation applies to the Board of Directors and members of the Board of Directors of the Company (hereinafter referred to as the "Board of Directors").

Article 2. Operating principles of the Board of Directors

1. The Board of Directors operates in accordance with the law on enterprises, securities, and other relevant laws, and the Company's Charter.

2. The Board of Directors works on a collective basis and decides by majority of its members; members whose opinions differ from the majority are entitled to reserve their opinions in writing. Members of the Board of Directors are individually responsible for their

respective portions of work and jointly responsible to the General Meeting of Shareholders and before the law for the Resolutions and Decisions of the Board of Directors regarding the development of the Company.

3. The Board of Directors works on the principle of shared responsibility, supporting one another in exercising the rights and performing the obligations of the Board of Directors as well as the assigned responsibilities of members of the Board of Directors.

4. The Board of Directors assigns responsibility to the General Director to organize and direct the implementation of the Resolutions and Decisions of the Board of Directors.

5. The Board of Directors decides on strategy, objectives, plans, budgets, policies, principles, limits, and matters within its authority; the General Director proactively decides, organizes implementation, and is responsible within the scope approved, delegated, or authorized by the Board of Directors. Where a matter exceeds the limit, is outside the budget, or is outside the delegated or authorized scope, the General Director must submit it to the Board of Directors for consideration and decision before implementation.

6. The Board of Directors performs the functions of governance, decision-making, and supervision; it does not directly perform, in place of the General Director, the function of managing the Company's day-to-day production and business activities, which is the responsibility of the General Director. The Board of Directors' approval, supervision, requests for reports, requests for explanations, or governance opinions do not change or exempt the General Director's responsibility for the executive activities within the General Director's authority.

7. Projects, transactions, contracts, procurements, loans, or matters with the same objective, the same subject, or that are related to one another shall not be split into multiple parts for the purpose of changing or evading the decision-making authority of the Board of Directors.

CHAPTER II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have the full rights prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and Article 28 of the Company's Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its constituent units, in accordance with Clause 3, Article 3 of the Internal Regulation on Corporate Governance.

2. Members of the Board of Directors have the obligations prescribed in Article 28 of the Company's Charter and the following obligations:

- a) To perform their duties honestly and prudently for the best interests of the shareholders and of the Company;
- b) To attend all meetings of the Board of Directors and to give opinions on matters brought up for discussion; in the event of absence without legitimate reason for six (06) consecutive months, the member may be removed pursuant to Clause 4, Article 27 of the Company's Charter;

c) To promptly and fully report to the Board of Directors any remuneration received from the Company's subsidiaries, affiliated companies (if any), and other companies and organizations;

d) To report to the Board of Directors at its nearest meeting on transactions between the Company, its subsidiaries, or other companies in which the Company holds control of more than fifty percent (50%) of charter capital, on the one hand, and a member of the Board of Directors and that member's related persons, on the other hand; and on transactions between the Company and a company in which the member of the Board of Directors is a founding member or a manager at any time within the three (03) years immediately preceding the transaction;

e) To make information disclosure when carrying out transactions in the Company's shares in accordance with law.

Article 4. Right of members of the Board of Directors to be provided with information

1. Members of the Board of Directors have the right to access, look up, and query information, documents, and records regardless of whether the General Director and/or the Company's Executive Board have proactively reported such information, and/or to request the General Director and/or the Company's Executive Board to provide information for the performance of governance and supervisory duties, including but not limited to the following areas:

a. Organization and personnel; investment and assets; finance, accounting, and capital; production, quality, materials, and inventory; market, customers, and orders; product development; contracts; receivables and payables; complaints; and material risks of the Company;

b. Information on existing and potential customers; plans for retaining and developing customers; plans for and results of seeking new customers; the status of quotations, sample production, orders, selling prices, commercial conditions, receivables/payables, feedback, complaints, returns, sanctions/penalties, compensation, and the risk of losing customers.

2. The General Director and/or the Executive Board or other units of the Company have obligations including but not limited to the following:

a. To provide information and documents promptly, fully, honestly, and accurately as requested by a member of the Board of Directors under Clause 1 of this Article, without delaying, concealing, selectively providing partial information, or refusing to provide it, except as otherwise provided by the Company's Charter and by law;

b. The General Director has the obligation to proactively report to the Board of Directors on material events, issues, or risks that may significantly affect the Company's financial situation, production, quality, materials, customers, market, personnel, assets, reputation, or production and business results.

c. To report, provide information, and give explanations on other matters relating to the Company's operations.

Article 5. Term of office and number of members of the Board of Directors

1. The number of members of the Company's Board of Directors shall be at least three (03) and at most eleven (11). The specific number of members of the Board of Directors for each

term shall be decided by the General Meeting of Shareholders. At the time of adoption of this Regulation, the number of members of the Board of Directors is five (05).

2. The structure of non-executive members of the Board of Directors is as follows:

- a. At least one (01) non-executive member where the number of members of the Board of Directors is from three (03) to five (05);
- b. At least two (02) non-executive members where the number of members of the Board of Directors is from six (06) to eight (08);
- c. At least three (03) non-executive members where the number of members of the Board of Directors is from nine (09) to eleven (11).

3. The term of office of a member of the Board of Directors is five (05) years, and a member may be re-elected for an unlimited number of terms.

4. Where all members of the Board of Directors complete their terms at the same time, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.

5. In the case of a supplementary election (due to an increase in the number of members of the Board of Directors) or an election to replace a member of the Board of Directors who has been discharged or removed, the term of office of the member so additionally elected or elected as a replacement shall be equal to the remaining time of the five (05)-year term of the preceding member.

Article 6. Standards and conditions for being a member of the Board of Directors

Members of the Board of Directors must satisfy the following standards and conditions:

1. Not falling within the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
2. Having professional qualifications and experience in business administration or in the Company's principal business lines, and not necessarily being a shareholder of the Company;
3. Not being a person having a family relationship with the General Director and other managers of the Company, or with the managers or persons having managerial authority of the parent company;
4. A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors or Members' Council of at most five (05) other companies;
5. The Chairperson of the Board of Directors may not concurrently hold the position of General Director of the Company.

Article 7. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, discharged, or removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairperson of the Board of Directors must fully satisfy the standards and conditions in Article 6 of this Regulation and Clause 4, Article 26 of the Company's Charter, and in particular may not concurrently hold the position of General Director of the Company.
3. **The Chairperson of the Board of Directors has the following rights and obligations:**
 - a. To prepare the working program and plan of the Board of Directors;

- b. To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
 - c. To organize the adoption of Resolutions and Decisions of the Board of Directors;
 - d. To supervise (monitor and inspect) the process of implementing the Resolutions and Decisions of the Board of Directors;
 - e. To chair meetings of the General Meeting of Shareholders;
 - f. To make recommendations to the Board of Directors on the appointment, discharge, or removal of the General Director, and to sign and terminate, on behalf of the Board of Directors, the labor contract with the General Director (if any);
 - g. Rights and obligations in the capacity as legal representative of the Company;
 - h. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
4. Where the Chairperson of the Board of Directors submits a resignation letter or is discharged or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date the Chairperson is discharged or removed. Where the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize, in writing, another member to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. Where there is no authorized person, or the Chairperson of the Board of Directors dies, is missing, is held in temporary detention, is serving a prison sentence, is undergoing an administrative handling measure at a compulsory drug rehabilitation establishment or compulsory education establishment, has absconded from his/her place of residence, has restricted or lost civil act capacity, has difficulty in perception or behavioral control, or is prohibited by a court from holding certain positions, practicing certain professions, or performing certain work, the remaining members of the Board of Directors shall elect one of themselves to serve as Chairperson of the Board of Directors on the principle of approval by a majority of the remaining members of the Board of Directors, until a new decision of the Board of Directors is made.
- 5. When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary, who may concurrently hold the position of Person in charge of corporate governance. The Company Secretary has the following rights and obligations:**
- a. To assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; to record the minutes of meetings;
 - b. To assist members of the Board of Directors in exercising the rights and performing the assigned obligations;
 - c. To assist the Board of Directors in applying and implementing the Company's corporate governance principles;
 - d. To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; and in complying with the obligations to provide information, disclose information, and observe administrative procedures;
 - e. Other rights and obligations as prescribed in the Company's Charter and the Company's internal management regulations.

Article 8. Discharge or removal, replacement, and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall discharge a member of the Board of Directors in the following cases:

- a. No longer satisfying the standards and conditions prescribed in Article 6 of this Regulation;
- b. Having submitted a resignation letter that is accepted pursuant to Point b, Clause 4, Article 27 of the Company's Charter;
- c. Other cases pursuant to a Resolution of the General Meeting of Shareholders and the provisions of the Company's Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- a. Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure as prescribed by law;
- b. Other cases pursuant to a Resolution of the General Meeting of Shareholders and the provisions of the Company's Charter.

3. When deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors, or to discharge or remove a member of the Board of Directors, in circumstances other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a. The number of members of the Board of Directors is reduced by more than one-third ($\frac{1}{3}$) compared with the number of members of the Board of Directors under the effective Resolution of the General Meeting of Shareholders, and/or the remaining number of members of the Board of Directors or non-executive members of the Board of Directors is fewer than the minimum number prescribed by law. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date on which such circumstances occur;
- b. Except for the case specified in Point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace a member of the Board of Directors who has been discharged or removed at its nearest meeting.

Article 9. Method of electing, discharging, or removing members of the Board of Directors

1. A shareholder or group of shareholders owning ten percent (10%) or more of the total ordinary shares has the right to nominate persons to the Board of Directors. The nomination of persons to the Board of Directors shall be carried out as follows:

- a) Ordinary shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors, a shareholder or group of shareholders specified in this Clause is entitled to nominate one or more persons, as determined by the Company's Charter, as candidates for the Board of Directors. Where the number of candidates nominated by a shareholder or group of shareholders is lower

than the number of candidates they are entitled to nominate under the Company's Charter, the remaining candidates shall be nominated by the incumbent Board of Directors and other shareholders.

2. Where the number of candidates for the Board of Directors obtained through nomination and self-nomination is still insufficient under Clause 1 of this Article, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulation on Corporate Governance, and this Regulation. The incumbent Board of Directors' introduction of additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors, in accordance with law.

3. Voting to elect members of the Board of Directors (including supplementary elections and replacement elections) must be conducted by the cumulative voting method, whereby each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of the total number of votes for one or several candidates. The persons elected as members of the Board of Directors shall be determined in descending order of votes received, starting with the candidate with the highest number of votes, until the required number of members of the Board of Directors is reached. Where two (02) or more candidates receive an equal number of votes for the final seat on the Board of Directors to be elected, a re-vote shall be held among the candidates with the equal number of votes, or selection shall be made according to the criteria of the election regulations or the Company's Charter. Where the number of members of the Board of Directors elected is insufficient, the General Meeting of Shareholders shall conduct a re-election until the required number is reached.

4. The discharge or removal of a member of the Board of Directors at a meeting of the General Meeting of Shareholders shall be carried out on the principle of secret ballot or a show of voting cards, as decided by the General Meeting of Shareholders or the rules of procedure for meetings of the General Meeting of Shareholders.

Article 10. Notification of the election, discharge, or removal of members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to the candidates at least ten (10) days before the opening date of the meeting of the General Meeting of Shareholders on the Company's website, so that shareholders may learn about such candidates before voting. The information relating to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date of birth; educational level; professional qualifications;
- b. Working history;
- c. The companies in which the candidate currently holds the position of member of the Board of Directors or member of the Members' Council and/or other managerial positions;
- d. An assessment report on the candidate's contributions to the Company, in cases where the candidate is currently a member of the Company's Board of Directors;
- e. Interests relating to the Company and the Company's related parties (if any);

- f. The name or information of the shareholder or group of shareholders nominating that candidate (if any);
 - g. The candidate's commitment as to the truthfulness, accuracy, and reasonableness of the information and documents provided; and a commitment to perform duties honestly and prudently and for the benefit of the Company if elected as a member of the Board of Directors.
2. Notification of the results of the election, discharge, or removal of members of the Board of Directors shall be carried out in accordance with the guiding regulations on information disclosure.

CHAPTER III

THE BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the managing body of the Company, having full authority on behalf of the Company to decide on and exercise the rights and perform the obligations of the Company, except for the rights and obligations falling within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, the Company's internal management regulations, the General Meeting of Shareholders, and this Regulation. Specifically, the Board of Directors has the following powers and obligations:
 - a. To decide on the Company's strategy, medium-term development plan, and annual business plan, including the annual and medium-term investment plan, the annual and medium-term list of investment projects; the financial plan; production and business objectives; market and customer orientation; the plan for maintaining and developing customers; and the orientation, objectives, and plan for new product development, on the basis of proposals from the General Director;
 - b. To make recommendations on the classes of shares and the total number of shares of each class that may be offered for sale;
 - c. To decide on the sale of unsold shares within the number of shares of each class authorized to be offered for sale; and to decide on raising additional capital by other means;
 - d. To propose the issuance of bonds convertible into shares and bonds with attached warrants entitling the holder to purchase shares at a predetermined price; other than these two types of bonds, the Board of Directors has the authority to decide on the issuance of other types of bonds, the total value of bonds issued, and the time of issuance, but must report to the General Meeting of Shareholders at its nearest meeting; and to decide on the offering price of bonds, shares, and convertible securities;
 - e. To decide on the repurchase of not more than ten percent (10%) of the total number of shares of each class sold, within a period of twelve (12) months; and to decide on the repurchase price of shares in accordance with Clause 2, Article 133 of the Law on Enterprises;

- f. To decide on investment plans and investment projects with a value of less than thirty-five percent (35%) of the total asset value under the Company's latest audited financial statements;
- g. To decide on solutions for market development, marketing, customer retention and development, seeking new customers, developing new customers, and technology;
- h. To approve contracts for the purchase, sale, borrowing, and lending of assets and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's latest audited financial statements, and the contracts and transactions specified in Clauses 4 and 6, Article 44 of the Company's Charter, except for contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders under the Company's Charter;
- i. To elect, discharge, or remove the Chairperson of the Board of Directors; to appoint, discharge, or remove, and to sign and terminate contracts with, the General Director and other managers and executives of the Company, except for positions falling within the authority of the General Meeting of Shareholders; to decide on the salary, remuneration, bonuses, and other benefits of the Company's managers and executives; to appoint authorized representatives to attend the Members' Council or Board of Directors of another company, and to decide on the remuneration and other benefits of such persons (if any); to approve the General Director's appointment, discharge, or removal of persons holding the positions of Branch Director, Head of Representative Office, Factory Director, Head of Department/Division, and equivalent positions of the Company; the Board of Directors' approval of personnel appointed by the General Director does not change the General Director's responsibility for the assignment, deployment, inspection, evaluation of, and accountability for the operating efficiency of the executive apparatus;
- j. To supervise the General Director and other executives in implementing the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors, the Charter, the internal management regulations, and the plans approved by the Board of Directors; to request reports and explanations and require remedial measures upon detecting deviations; the Board of Directors shall not directly perform, in place of the General Director, the function of managing the Company's day-to-day production and business activities, which is the responsibility of the General Director; to resolve the Company's complaints against the Company's executives and to decide on the selection of the Company's representative to resolve matters relating to legal procedures against such executives;
- k. On the basis of proposals from the General Director and/or the consensus of the Board of Directors, the Board of Directors shall decide on: the Company's organizational structure at the level of department/division, factory and above (including establishment, reorganization, and dissolution); the Company's internal management regulations; the establishment, reorganization, dissolution, or bankruptcy petition of a subsidiary in which the Company holds one hundred percent (100%) of the charter capital; the establishment, reorganization, or dissolution of branches, representative offices, and business locations; and the contribution of capital, purchase of shares or capital contributions, or the sale of capital contributions or shares in other enterprises;

l. To approve the agenda, content, and documents for meetings of the General Meeting of Shareholders, to convene meetings of the General Meeting of Shareholders, or to collect shareholders' written opinions in order to adopt Resolutions of the General Meeting of Shareholders;

m. To submit the audited annual financial statements and the Company's corporate governance report to the General Meeting of Shareholders;

n. To recommend the annual dividend rate to be paid and to decide on interim dividend advances; and to decide on the time limit and procedures for dividend payment or on the handling of losses arising in the course of business;

o. To recommend the reorganization or dissolution of the Company, or a bankruptcy petition for the Company;

p. To decide on the promulgation of the Operating Regulation of the Board of Directors and the Internal Regulation on Corporate Governance after they are approved by the General Meeting of Shareholders; to decide on the promulgation of the Company's Information Disclosure Regulation and other internal management regulations within the authority of the Board of Directors; and to approve or give opinions on internal management regulations within the authority of the General Director to promulgate;

q. The Board of Directors and each member of the Board of Directors, within the scope of their respective duties, have the right to directly request, access, look up, and query the necessary information, records, and data of the Company, including information on organization and personnel, investment and assets, finance and accounting, production, quality, and materials, market, and business operations; all information relating to existing customers; plans for retaining and developing customers and the business department's expected plans for seeking new customers; the status of orders, selling prices, commercial conditions, receivables/payables, feedback, complaints, returns, penalties, compensation, and risks that may significantly affect customer relationships or production and business results. The General Director, Deputy General Directors, Chief Accountant, Head of the Business Department, and relevant units and individuals are responsible for providing such information fully, honestly, and promptly, and for giving explanations upon request;

r. The Board of Directors may delegate to the General Director the performance of one or more of its rights and obligations by way of a Resolution of the Board of Directors.

s. Other rights and obligations as prescribed by this Regulation, the Company's Charter, and law.

3. The Board of Directors shall adopt Resolutions and Decisions by voting at a meeting, by collecting written opinions, or by other means as prescribed by the Company's Charter. Each member of the Board of Directors has one (01) vote.

4. Where a Resolution or Decision adopted by the Board of Directors is contrary to law, a Resolution of the General Meeting of Shareholders, or the Company's Charter, and causes damage to the Company, the members who voted in favor of adopting such Resolution or Decision must jointly bear individual liability and must compensate the Company for the damage; a member who voted against the adoption of such Resolution or Decision is exempt from liability. In such case, a shareholder of the Company has the right to request the Court to suspend the implementation of, or to annul, such Resolution or Decision.

Article 12. Duties and powers of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%), or transactions resulting in a total transaction value arising within twelve (12) months from the date of the first transaction of less than thirty-five percent (35%) of the total asset value recorded in the Company's latest audited financial statements, between the Company and one of the following subjects:

- a. Members of the Board of Directors, members of the Supervisory Board (Controllers/Supervisors), the General Director, other managers, and related persons of these subjects;
- b. Shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the total ordinary shares of the Company, and their related persons;
- c. Enterprises owned, or in which capital contributions or shares are held, by a member of the Board of Directors, a member of the Supervisory Board (Controller/Supervisor), the General Director, or other executives of the Company; and enterprises owned, jointly owned, or individually owned as to shares or capital contributions exceeding ten percent (10%) of charter capital by related persons of a member of the Board of Directors, a member of the Supervisory Board, the General Director, or other executives of the Company.

2. The Board of Directors shall approve loan contracts and asset sale transactions with a value greater than ten percent (10%) of the total asset value recorded in the Company's latest audited financial statements, involving a shareholder owning fifty-one percent (51%) or more of the total voting shares, or a related person of that shareholder.

3. The Company's representative signing a contract or transaction must notify the members of the Board of Directors and members of the Supervisory Board (Controllers/Supervisors) of the related parties to such contract or transaction, enclosing the draft contract or the principal content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receipt of the notification, unless the Company's Charter provides for a different time limit; a member of the Board of Directors having an interest related to the parties to the contract or transaction shall not have the right to vote.

Article 13. Responsibility of the Board of Directors to convene extraordinary meetings of the General Meeting of Shareholders

1. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The remaining number of members of the Board of Directors, the Supervisory Board (Controllers/Supervisors), or non-executive members of the Board of Directors is fewer than the minimum number prescribed by law;
- c. At the request of a shareholder or group of shareholders owning five percent (05%) or more of the total ordinary shares, in cases where the Board of Directors seriously violates the obligations of shareholders, the obligations of managers, or makes decisions beyond its assigned authority, and in other cases prescribed by the

Company's Charter; a request to convene a meeting of the General Meeting of Shareholders must be in writing and must include the content, documents, and requirements prescribed in Clause 3, Article 13 of the Company's Charter;

d. At the request of the Supervisory Board, in cases where the Supervisory Board has reasonable grounds to believe that any manager seriously violates his/her obligations under Article 165 of the Law on Enterprises, or that the Board of Directors is acting or intends to act beyond the scope of its authority;

e. Other cases as prescribed by the Company's Charter and by law.

2. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of members of the Board of Directors, non-executive members of the Board of Directors, or members of the Supervisory Board (Controllers/Supervisors) is fewer than the minimum number prescribed by law as specified in Point b, Clause 1 of this Article, and/or from the date of receipt of a request specified in Points c and d, Clause 1 of this Article.

3. The person convening the meeting of the General Meeting of Shareholders must perform the following tasks:

a. To prepare the list of shareholders entitled to attend the meeting;

b. To provide information and resolve complaints relating to the list of shareholders;

c. To prepare the agenda and content of the meeting;

d. To prepare documents for the meeting;

e. To draft the Resolution of the General Meeting of Shareholders in accordance with the expected content of the meeting; and to prepare the list and detailed information of candidates in the case of electing members of the Board of Directors or members of the Supervisory Board (Controllers/Supervisors);

f. To determine the time and venue of the meeting;

g. To send meeting invitation notices to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h. Other tasks in service of the meeting.

Article 14. Sub-committees assisting the Board of Directors

1. At present, the Board of Directors has not established sub-committees under the Board of Directors. Instead, a member of the Board of Directors assigned to be in charge of a particular area is responsible for monitoring, inspecting, evaluating, reporting to the Board of Directors, and proposing measures to be taken with respect to the assigned area; such assignment does not give rise to any direct executive authority and does not replace the responsibility of the General Director, the Executive Board, or the head of the relevant unit for organizing implementation and being accountable for the results.

2. When deemed necessary, the Board of Directors may decide to establish official sub-committees (such as the Internal Audit Sub-Committee or the Human Resources and Remuneration Sub-Committee) pursuant to Clause 3, Article 32 of the Company's Charter. A decision to establish a sub-committee must clearly specify its scope of duties, composition, operating regulations, and mechanism for reporting to the Board of Directors.

CHAPTER IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date the election of that Board of Directors is concluded. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting ratio. Where more than one (01) member has the highest and equal number of votes or voting ratio, such members shall elect one among themselves to convene and chair the meeting of the Board of Directors.
2. The Board of Directors must meet at least once (01) per quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors must convene an extraordinary meeting of the Board of Directors without delay, unless there is a legitimate reason, when one of the following persons makes a written request stating the purpose of the meeting and the matters to be discussed:
 - a. A request from the Supervisory Board;
 - b. A request from the General Director or at least five (05) other managers;
 - c. A request from at least two (02) members of the Board of Directors;
 - d. At the request of the independent auditor, in cases where a meeting of the Board of Directors is needed to discuss the audit report and the Company's financial situation.
4. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request specified in Clause 3 of this Article. Where the Chairperson fails to convene a meeting of the Board of Directors upon such request, the Chairperson must be liable for any damage caused to the Company; the person who requested the meeting under Clause 3 of this Article has the right to convene the meeting of the Board of Directors in place of the Chairperson.
5. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation notice no later than three (03) working days before the meeting date. The meeting invitation notice must specifically state the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The meeting invitation notice must be accompanied by the documents to be used at the meeting and the members' voting ballots.

The meeting invitation notice of the Board of Directors may be sent by postal mail, e-mail, text message, fax, and/or other means of communication that ensure delivery to the contact address of each member of the Board of Directors registered with the Company.
6. The Chairperson of the Board of Directors or the person convening the meeting shall send the meeting invitation notice and accompanying documents to members of the Supervisory Board (Controllers/Supervisors) within the same time limit and by the same means as for members of the Board of Directors. Members of the Supervisory Board (Controllers/Supervisors) have the right to attend meetings of the Board of Directors and to participate in discussions, but not to vote.
7. A meeting of the Board of Directors shall be conducted when three-quarters (3/4) or more of the total number of members are present. Where the first convened meeting does not have

a sufficient number of members present as required, a second meeting shall be convened within seven (07) days from the date of the intended first meeting. In such case, the meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors are present. Where the second meeting does not satisfy the conditions to be conducted, a third meeting shall be convened within seven (07) days from the date of the intended second meeting. The third meeting shall be conducted regardless of the number of members of the Board of Directors present.

8. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend the meeting and vote in accordance with Clause 11 of this Article;
- c. Attending and voting through an online conference, electronic voting, or other electronic means;
- d. Sending the voting ballot to the meeting by mail, fax, or e-mail;
- e. Sending the voting ballot by other means as prescribed by the Company's Charter.

9. Where a voting ballot is sent to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting ballot may only be opened in the presence of all persons attending the meeting.

10. A meeting of the Board of Directors may be held in the form of an online conference among the members of the Board of Directors where all or some members are in different locations, provided that each member participating in the meeting is able to:

- a. Hear each of the other members of the Board of Directors participating and speaking at the meeting;
- b. Speak to all other attending members simultaneously. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at that meeting. The venue of a meeting held in accordance with this provision is the location where the largest number of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Decisions adopted at a meeting held by telephone, if organized and conducted in a valid manner, shall take effect immediately upon conclusion of the meeting, but must be confirmed by the signatures, in the minutes, of all members of the Board of Directors attending that meeting.

11. Members must attend all meetings of the Board of Directors in full. A member may authorize another person to attend the meeting and vote if approved by a majority (more than 50%) of the members of the Board of Directors.

12. Voting: To be carried out in accordance with Clause 10, Article 31 of the Company's Charter.

13. A Resolution or Decision of the Board of Directors shall be adopted if approved by a majority (more than 50%) of the members of the Board of Directors present; where the number of votes in favor and against is equal, the final decision shall rest with the side

supported by the Chairperson of the Board of Directors or the person authorized by the Chairperson to attend and vote at the meeting.

14. Other matters relating to meetings of the Board of Directors shall be carried out in accordance with the Company's Charter, the Internal Regulation on Corporate Governance, and law.

Article 16. Collecting written opinions of members of the Board of Directors to adopt Resolutions and Decisions of the Board of Directors

1. The Board of Directors may adopt Resolutions and Decisions by collecting the written opinions of members of the Board of Directors when deemed necessary, without holding a meeting of the Board of Directors, except for matters otherwise provided by law or the Company's Charter.

2. The Chairperson of the Board of Directors or the convener shall send the opinion collection form and accompanying documents to each member of the Board of Directors and each member of the Supervisory Board (Controllers/Supervisors) by postal mail, fax, e-mail, or other electronic means that ensure delivery to the contact address of each member of the Board of Directors and each member of the Supervisory Board (Controllers/Supervisors) registered with the Company.

3. The opinion collection form must clearly state: the content of the matter to be decided; the voting options (approve/disapprove/no opinion); the time limit for returning the form; and the address for receiving the form. A member of the Board of Directors shall print the form and/or vote, sign for confirmation, and return it to the Company at the address stated on the opinion collection form; a member of the Board of Directors who fails to return the opinion collection form to the Company within the time limit specified in the form shall be deemed not to have participated in the voting.

4. The Board of Directors shall count the votes and prepare vote-counting minutes in the presence of members of the Supervisory Board (Controllers/Supervisors). The vote-counting minutes must clearly state: the number of valid and invalid ballots; the number of ballots in favor, against, and with no opinion; and the result of adoption and the effectiveness of the Resolution or Decision.

5. A Resolution or Decision shall be adopted when approved by a majority (more than 50%) of the members of the Board of Directors whose written opinions are collected and who have the right to vote. Where the number of votes in favor and against is equal, the final decision shall rest with the side supported by the Chairperson of the Board of Directors or the person authorized by the Chairperson to participate in the written vote.

6. A Resolution or Decision of the Board of Directors adopted in accordance with Clause 5 of this Article shall have the same validity as a Resolution or Decision adopted at a meeting of the Board of Directors.

Article 17. Minutes of meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes, and the secretary of the meeting of the Board of Directors/the minute-taker may make audio recordings, record, and store them in other electronic forms to ensure the accuracy of the content, proceedings, and results of the meeting. The minutes must include the following principal contents:

- a. The Company's name, head office address, and enterprise code;
- b. The time and venue of the meeting;



- c. The purpose, agenda, and content of the meeting;
 - d. The full name of each member attending the meeting or the authorized person attending, and the manner of attendance; the full names of members not attending and the reasons therefor;
 - e. The matters discussed and voted on at the meeting;
 - f. A summary of the opinions expressed by each attending member, in the order of the meeting's proceedings;
 - g. The voting results, clearly stating the members in favor, against, and with no opinion;
 - h. The matters adopted and the corresponding percentage of votes for adoption;
 - i. The full names and signatures of the chairperson of the meeting and the minute-taker, except in the case specified in Clause 2 of this Article.
2. Where the chairperson of the meeting or the secretary/minute-taker refuses to sign the minutes of a meeting containing full content as prescribed in Clause 1 of this Article, but all other members of the Board of Directors in attendance agree by signing the minutes, such minutes shall be valid.
 3. The chairperson, the minute-taker, and the persons signing the minutes must be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the Board of Directors.
 4. The minutes of meetings of the Board of Directors and the documents used at the meeting must be kept at the Company's head office.
 5. Minutes prepared in Vietnamese and in a foreign language (English) shall have equal legal validity. Where there is a discrepancy in content between the Vietnamese-language minutes and the foreign-language (English) minutes, the content of the Vietnamese-language minutes shall prevail.

CHAPTER V

REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of annual reports

1. At the end of the financial year, the Board of Directors must submit the following reports to the Annual General Meeting of Shareholders:
 - a. Report on the Company's business results;
 - b. Audited financial statements;
 - c. Report assessing the management and administration of the Company;
 - d. The Supervisory Board's appraisal report.
2. The reports specified in Points a, b, and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than thirty (30) days before the opening date of the Annual General Meeting of Shareholders.
3. The reports specified in Clauses 1 and 2 of this Article, the Supervisory Board's appraisal report, and the audit report must be kept at the Company's head office no later than ten (10) days before the opening date of the Annual General Meeting of Shareholders. A shareholder who has continuously held shares in the Company for at least one (01) year has the right,

either alone or together with a lawyer, accountant, or licensed auditor, to directly examine the reports specified in this Article.

Article 19. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors (other than an authorized representative of a member of the Board of Directors) shall receive work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the duties of a member of the Board of Directors and the rate of remuneration per day. The Board of Directors shall estimate the level of remuneration for each member on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.
4. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working on a sub-committee of the Board of Directors (if any), or performing other work outside the ordinary scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee for each occasion, salary, commission, a percentage of profits, or other forms as decided by the Board of Directors.
5. A member of the Board of Directors has the right to be reimbursed for all travel, meal, and accommodation expenses and other reasonable expenses that he/she has had to pay in performing his/her responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors (if any).
6. A member of the Board of Directors may be provided with liability insurance purchased by the Company, subject to the approval of the General Meeting of Shareholders. Such insurance shall not cover the liability of a member of the Board of Directors relating to violations of law and the Company's Charter.

Article 20. Disclosure of related interests

Where the Company's Charter does not provide otherwise in a stricter manner, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. Members of the Company's Board of Directors must declare to the Company their related interests, including:
 - a) The name, enterprise code, head office address, and business lines of any enterprise which they own or in which they hold a capital contribution or shares; and the percentage and time of such ownership or holding of the capital contribution or shares;

- b) The name, enterprise code, head office address, and business lines of any enterprise which their related persons own, jointly own, or individually own a capital contribution or shares exceeding ten percent (10%) of charter capital.
2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendment or supplement must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.
3. A member of the Board of Directors who, in his/her own name or on behalf of another person, performs work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only carry it out with the approval of a majority of the remaining members of the Board of Directors; if such work is carried out without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

CHAPTER VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationships among members of the Board of Directors

1. The relationship among members of the Board of Directors is one of coordination; members of the Board of Directors are responsible for informing one another of related matters in the course of handling their assigned work.
2. In the course of handling work, the member of the Board of Directors assigned primary responsibility must proactively coordinate in handling any matter relating to an area for which another member of the Board of Directors is in charge. Where members of the Board of Directors have differing opinions, the member with primary responsibility shall report to the Chairperson of the Board of Directors for consideration and decision within his/her authority, or shall organize a meeting or collect the opinions of the members of the Board of Directors in accordance with law, the Company's Charter, and this Regulation.
3. Where there is a reassignment among members of the Board of Directors, the members of the Board of Directors must hand over the relevant work, files, and documents. Such handover must be made in writing and reported to the Chairperson of the Board of Directors.

Article 22. Relationship with the Executive Board

1. In its governance role, the Board of Directors decides on strategy, objectives, plans, budgets, policies, principles, and limits, and issues Resolutions and Decisions for the General Director and the Executive Board to organize and implement; and at the same time inspects, supervises, and evaluates the implementation results.
2. The General Director shall proactively manage day-to-day production and business activities within the scope of the plans, budgets, policies, limits, and authority approved, delegated, or authorized by the Board of Directors, and shall be responsible to the Board of Directors and before the law for executive decisions and implementation results.
3. Where a matter exceeds the limit, is outside the budget, is outside the delegated scope, or a material issue arises that may significantly affect the Company, the General Director must promptly report, explain, and submit the matter to the Board of Directors for consideration

and decision within its authority before implementation, except in urgent cases as prescribed by law, the Charter, or the Company's internal regulations.

4. The exercise by the Board of Directors or a member of the Board of Directors of the right of supervision, requests for reports, requests for explanations, approval, or the giving of governance opinions shall not be construed as the Board of Directors directly managing in place of the General Director, nor shall it constitute grounds for the General Director to transfer or be exempted from his/her executive responsibility.

Article 23. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while closely coordinating with and supporting one another in the performance of their duties.

2. Upon receiving inspection minutes or consolidated reports from the Supervisory Board, the Board of Directors is responsible for studying them and directing the relevant departments to develop plans and promptly implement corrective actions.

CHAPTER VII IMPLEMENTATION PROVISIONS

Article 24. Effect

1. Matters not yet provided for in this Regulation shall be governed by the Company's Charter, the Internal Regulation on Corporate Governance, the Operating Regulation of the Supervisory Board, other internal management regulations of the Company, or the provisions of law. Where a provision of this Regulation differs from or is contrary to a provision of the Company's Charter, the provision of the Company's Charter and/or the applicable law shall prevail.

2. The Operating Regulation of the Board of Directors of Phu Bai Spinning Mill Joint Stock Company comprises 7 chapters and 24 articles and takes effect from 24 August 2026. Any Operating Regulation of the Board of Directors of Phu Bai Spinning Mill Joint Stock Company promulgated prior to this date shall automatically cease to be effective.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRPERSON



Phạm Văn Tân

EXPLANATORY TABLE

CERTAIN AMENDMENTS AND SUPPLEMENTS IN THE DRAFT OPERATING REGULATION OF THE SUPERVISORY BOARD OF PHU BAI SPINNING MILL JOINT STOCK COMPANY

(Enclosed with Submission No. 310/TTr-HDQT dated 24/08/2026)

No.	Current provision (<i>strikethrough, italic = deleted/amended</i>)	Draft provision (<i>underline, italic = amended/supplemented content</i>)	Reason
1	Article 3. Rights, obligations and responsibilities of Supervisory Board members (Supervisors) 4. <i>Not yet provided</i>	4. <u>Performing tasks as assigned by the Head of the Supervisory Board; being liable before the law, the Head of the Supervisory Board and the GMS for their assessments and conclusions.</u>	Added. Although the Supervisory Board works collectively and emphasizes each Supervisor's responsibility, it also upholds the Head's leading/directing role.
2	Article 4. Term and number of Supervisory Board members 1. The Supervisory Board has three (03) members; the term of a Supervisor does not exceed five (05) years and may be re-elected without limit.	1. The Supervisory Board has three (03) members; the term of <u>a Supervisor</u> does not exceed five (05) years and may be re-elected without limit. <u>The Supervisory Board must have at least one (01) Supervisor holding a practising certificate of accountant or auditor.</u>	Unifying the term "Supervisor" and adding under clause 1, Article 38 of the Charter.
3	Article 5. Standards and conditions of Supervisory Board members (Supervisors) b. Being trained in one of economics, finance, accounting, auditing, law, business administration or a field suitable to the Company's business;	2. Being trained in one of economics, finance, accounting, auditing, law, business administration or a field suitable to the Company's main business; <u>of whom at least one (01) Supervisor holds a practising certificate of accountant or auditor.</u>	Updated under point b, clause 2, Article 38 of the Charter; linked with

No.	Current provision (<i>strikethrough, italic = deleted/amended</i>)	Draft provision (<i>underline, italic = amended/supplemented content</i>)	Reason
	c. Not being a family relation of BOD members, the General Director and other managers; 2. In addition, a Supervisor of a public company under point b, clause 1, Article 88 LOE may not be a family relation of the enterprise's managers of the Company and parent; the enterprise capital or State-capital representative at the parent and the Company. → Delete	3. Not being a family relation of BOD members, the General Director and other managers/<i>executives of the Company; not being a family relation of the Company's Supervisors and the parent's enterprise managers; the parent's State-capital representative or the parent's capital representative at the Company.</i>	clause 1, Article 4 of this Regulation. Updated under point f, clause 2, Article 38 of the Charter. Former clause 2 merged into clause 3.
4	Article 6. Head of the Supervisory Board 3. Rights/obligations of the Head under Article 42 of the Charter. 6. Person in charge of corporate governance: The BOD appoints at least one (01) person... → Delete	2. <u>The Head is elected by the Supervisory Board from among the Supervisors; election, dismissal or removal follows the majority (over 50%) approval of the Supervisors.</u> 3. Rights/obligations of the Head under <u>clause 2, Article 39 of the Charter, specifically:</u> <u>a. Approving the periodic quarterly and annual supervision programme/plan;</u> <u>b-j. (See details in Article 6.3 of the Draft Regulation)</u>	Adds the mechanism for electing the Head and clarifies the Head's rights/obligations per law and the Charter. The Charter provides for the person in charge of corporate governance, so former clause 6 is deleted.
5	Article 7. Nomination and self-nomination of Supervisory Board members (Supervisors) 1. A shareholder/group holding 10% or more of ordinary shares may nominate persons to the Supervisory Board. Nomination is as follows: a) ordinary shareholders form a group to nominate...; b) based on the number of Supervisory Board members... remaining nominated by the BOD, Supervisory Board and other shareholders.	1. A shareholder/group holding ten (10)% or more of ordinary shares may <u>self-nominate or combine their ordinary shares to nominate candidates for election as Supervisory Board members.</u> 2. <u>Nomination is as follows: ordinary shareholders forming a group to nominate candidates under clause 1, Article 37 of the Charter must notify the group meeting to attending shareholders before the GMS opens.</u>	Amended under Article 37 and clause 2, Article 37 of the Charter.

No.	Current provision (<i>strickethrough, italic = deleted/amended</i>)	Draft provision (<i>underline, italic = amended/supplemented content</i>)	Reason
	2. Where candidates are insufficient under clause 5, Article 115 LOE, the incumbent Supervisory Board introduces additional candidates...	<u>3. Where candidates for Supervisory Board (Supervisor) election are still insufficient, the incumbent Supervisory Board may nominate additional candidates... which must be approved by the GMS before nomination.</u>	
6	Article 11. Rights, obligations and responsibilities of the Supervisory Board 1. The Supervisory Board supervises the BOD and General Director in managing/running the Company;	<u>Under the Charter, the Supervisory Board has the following specific rights and obligations: (See details in Article 11 of the Draft Regulation)</u>	Detailing the Supervisory Board's rights/obligations for ease of implementation.
7	Article 14. Activity programme Not yet provided	<u>Periodically, in January each year, the Head of the Supervisory Board approves the periodic quarterly and annual supervision programme/plan. Supervisors build their own plans and measures based on the programme and assigned tasks.</u> <u>(From here on, subsequent article cross-references are updated)</u>	Added to suit the Head's rights, the Supervisors' working method and to improve the Supervisory Board's effectiveness.
8	Article 15. Supervisory Board meetings 2. The Supervisory Board may require BOD members, the General Director and the approved audit organization's representative to attend and answer matters requiring clarification. 3. Not yet provided.	<u>2. Meetings are held per the notice of the Head or an authorized Supervisor. The notice is sent to Supervisors at least five (05) working days before the intended meeting, stating the agenda, time, venue and necessary documents on matters to be discussed/voted. The Supervisory Board may require BOD members, the General Director and the approved audit organization's representative to attend the meeting and answer matters requiring clarification with the same sending time, method and content as for Supervisors. Such attendees may speak and explain matters as required but may not vote.</u>	Clarifies the meeting-notice method; the rights of BOD members/General Director when attending; adds the voting principle per the Supervisory Board's collective operation.

No.	Current provision (<i>strikethrough, italic = deleted/amended</i>)	Draft provision (<i>underline, italic = amended/supplemented content</i>)	Reason
		<u>3. Decisions/opinions/recommendations of the Supervisory Board are adopted by a majority (over 50%) of Supervisors present. Where votes tie, the final decision follows the Head or an authorized Supervisor. Supervisors may reserve agreeing/disagreeing opinions and must explain upon request.</u>	
9	Article 21. Relationship with the Management Board The Supervisory Board is independent of the Management Board and supervises its activities. <i>No further provision.</i>	1. The Supervisory Board is independent of the Management Board and supervises its activities. <u>Add clauses 2, 3, 4, 5: (See details in Article 21 of this Draft Regulation)</u>	Added to specify the Charter and Internal Corporate Governance Regulation.
10	Article 22. Relationship with the Board of Directors The Supervisory Board is independent of the BOD and supervises its activities. <i>No further provision.</i>	1. The Supervisory Board is independent of the BOD and supervises its activities. <u>Add clauses 2, 3, 4, 5, 6, 7, 8, 9: (See details in Article 22 of this Draft Regulation)</u>	Added to specify the Charter and Internal Corporate Governance Regulation.
11	<i>Not yet provided</i>	<u>Article 23. Relationship with shareholders</u> <u>1. The Supervisory Board reports on its activities at the annual GMS per the Charter.</u> <u>2. The Supervisory Board conducts an inspection within seven (07) working days from receiving a request from a shareholder/group under clause 3, Article 13 of the Charter. Within fifteen (15) days from the end of the inspection, it must report/explain the requested matters to that shareholder/group.</u>	Added to specify the Charter and Internal Corporate Governance Regulation.
Note: The supplements per governance feedback in items 12–17 below are underlined in the “Draft Regulation” column for ease of review.			
12	Article 11. Rights, obligations and responsibilities of the Supervisory Board	<u>Add clause 27: Every finding, conclusion and recommendation of the Supervisory Board must be tracked</u>	Establishes a closed control loop.

No.	Current provision (<i>strikethrough, italic = deleted/amended</i>)	Draft provision (<i>underline, italic = amended/supplemented content</i>)	Reason
	No mechanism yet for tracking the implementation of recommendations until closure.	<u>to completion; the tracking list must show the issue/deficiency, risk level, recommendation, responsible unit/individual, deadline and status. Where overdue, not implemented or partly implemented, the Supervisory Board reports to the BOD and/or GMS within its authority.</u>	finding – recommendation – remediation – re-check – closure/escalation; enhances the real effectiveness of control.
13	Article 12. The Supervisory Board's right to be provided information Currently requires full, accurate, timely provision but without a specific deadline or governance sanction for delay/non-provision.	<u>Add clauses 4, 5: Information/documents requested by the Supervisory Board/Supervisor must be provided within no more than three (03) working days, unless otherwise required or aggregation is needed; if impossible on time, a written explanation is required. Non-provision, incomplete/inaccurate or overdue provision is recorded as a compliance issue and may be reported to the BOD and/or GMS.</u>	Clarifies the deadline for exercising information-access rights, avoiding the hard-to-measure notion of "timely," and creates a handling mechanism when information rights are obstructed.
14	Article 14. Activity programme Provides for quarterly/annual supervision plans but not the principle for selecting supervision content or the output of each task.	<u>Add: The supervision programme/plan is built on risk assessment, prioritizing material fields/transactions. Each task must define scope, subject, records/data/evidence, responsible Supervisor, deadline, findings/conclusions, risk level, recommendation, person responsible for remediation and status.</u>	Shifts the Supervisory Board from broad checking to risk-based control and creates a basis for evaluating each Supervisor's responsibility and work quality.

No.	Current provision (<i>strikethrough, italic = deleted/amended</i>)	Draft provision (<i>underline, italic = amended/supplemented content</i>)	Reason
15	Article 21. Relationship with the Management Board, clause 5 “The Supervisory Board may inspect, review and give opinions on internal regulations within the General Director’s authority before issuance.”	<u>Amend clause 5: The Supervisory Board may inspect, review and recommend on regulations within the General Director’s authority; it only requests drafts for opinion where it deems there is material risk. The Supervisory Board’s opinion is not an approval/co-approval and does not alter the General Director’s responsibility.</u>	Ensures the Supervisory Board’s independence, avoids making it a pre-approval step in the executive process and avoids blurring the General Director’s responsibility.
16	Article 22. Relationship with the Board of Directors, clause 6 Provides quarterly reporting of supervision results to the BOD but no remediation-tracking list.	<u>Add: The Supervisory Board’s quarterly report is accompanied by a “List of outstanding issues and remediation tracking,” showing findings, risk level, recommendation, responsible unit/individual, deadline, status and overdue/uncompleted items.</u>	Helps the BOD track issues by status, not just receive findings; creates a continuous remediation-monitoring mechanism.
17	Technical review of Articles 8, 11, 15, 21, 22 and 23	<u>Fix typos: “member member” → “member”; “forty-tam (48) hours” → “forty-eight (48) hours”; “Hed of the Supervisory Board” → “Head of the Supervisory Board”; “functional Department Department” → “functional Department”; “persn” → “person”; “reprt” → “report.”</u>	Standardizes wording and removes typos before submission to the GMS.

Hue City, 24th August 2026

OPERATING REGULATION OF THE SUPERVISORY BOARD OF PHU BAI SPINNING MILL JOINT STOCK COMPANY

Pursuant to the Law on Securities dated 26 November 2019 and the Law on Securities as amended and supplemented dated 29 November 2024;

Pursuant to the Law on Enterprises dated 17 June 2020 and the Law on Enterprises as amended and supplemented dated 17 June 2025;

Pursuant to Decree No. 155/2020/NĐ-CP dated 31 December 2020, and Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing Decree No. 155/2020/NĐ-CP detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated 31 December 2020;

Pursuant to the Charter on organization and operation of Phu Bai Spinning Mill Joint Stock Company;

Pursuant to Resolution of the General Meeting of Shareholders No. 313/NQ-DHĐCĐ dated 24th August 2026;

The Supervisory Board hereby promulgates the Operating Regulation of the Supervisory Board of Phu Bai Spinning Mill Joint Stock Company, comprising the following contents:

CHAPTER I GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: This Operating Regulation of the Supervisory Board sets out the organizational and personnel structure, standards, conditions, rights and obligations of the Supervisory Board and its members (Supervisors) in accordance with the Law on Enterprises, the Company's Charter and other relevant regulations.

2. Subjects of application: This Operating Regulation of the Supervisory Board applies to the Supervisory Board and its members (Supervisors).

Article 2. Operating principles of the Supervisory Board

The Supervisory Board operates on a collective basis. Members of the Supervisory Board (Supervisors) shall be individually responsible for the work **assigned** to them and shall be jointly responsible to the General Meeting of Shareholders and before the law for the work and decisions of the Supervisory Board.

CHAPTER II

MEMBERS OF THE SUPERVISORY BOARD (CONTROLLERS)

Article 3. Rights, obligations and responsibilities of members of the Supervisory Board (Supervisors)

1. To strictly comply with the law, the Company's Charter, Resolutions of the General Meeting of Shareholders and professional ethics in exercising the assigned rights and performing the assigned obligations.
2. To exercise the assigned rights and perform the assigned obligations honestly, prudently and in the best manner to ensure the maximum lawful interests of the Company.
3. To be loyal to the interests of the Company and its shareholders; not to abuse their position or title, and not to use the Company's information, know-how, business opportunities or other assets for personal gain or to serve the interests of other organizations or individuals.
4. To perform their duties as assigned by the Head of the Supervisory Board; to be responsible before the law, the Head of the Supervisory Board and the General Meeting of Shareholders for their assessments and conclusions.
5. Other obligations as prescribed by the Law on Enterprises and the Company's Charter.
6. Where a violation of Clauses 1, 2, 3, 4 and 5 of this Article causes damage to the Company or another person, the member of the Supervisory Board (Supervisor) concerned shall bear individual or joint liability to compensate for such damage. Any income and other benefits obtained by the member of the Supervisory Board (Supervisor) as a result of such violation must be returned to the Company.
7. Where a member of the Supervisory Board (Supervisor) is found to have violated the assigned rights and obligations, the person who discovers such violation must notify the Supervisory Board in writing, requesting the violating person to terminate the violation and remedy its consequences.

Article 4. Term of office and number of members of the Supervisory Board

1. The Supervisory Board shall have three (03) members. The term of office of a Supervisor shall not exceed five (05) years, and Supervisors may be re-elected for an unlimited number of terms. The Supervisory Board must have at least one (01) Supervisor holding a practicing certificate as an accountant or a practicing certificate as an auditor.
2. A member of the Supervisory Board (Supervisor) is not required to be a shareholder of the Company.
3. More than one-half (1/2) of the members of the Supervisory Board must permanently reside in Vietnam.
4. Where the members of the Supervisory Board (Supervisors) complete their terms of office at the same time and the members of the Supervisory Board (Supervisors) for the new term have not yet been elected, the members of the Supervisory Board (Supervisors)

whose terms have expired shall continue to exercise their rights and perform their obligations until the members of the Supervisory Board (Supervisors) for the new term are elected and assume office.

Article 5. Standards and conditions for members of the Supervisory Board (Supervisors)

A member of the Supervisory Board (Supervisor) must satisfy the following standards and conditions:

1. Not falling within the subjects prescribed in Clause 2, Article 17 of the Law on Enterprises;
2. Being trained in one of the disciplines of economics, finance, accounting, auditing, law, business administration or a discipline relevant to the Company's principal business activities; of whom at least one (01) Supervisor must hold a practicing certificate as an accountant or a practicing certificate as an auditor;
3. Not being a person with a family relationship with a member of the Board of Directors, the General Director or other Managers/Executives of the Company; not being a person with a family relationship with a member of the Supervisory Board (Supervisor) of the Company or with a business manager of the parent company, the representative of State capital at the parent company, or the representative of the parent company's capital at the Company;
4. Not being a Manager/Executive of the Company; not required to be a shareholder or employee of the Company;
5. Not working in the accounting or finance department of the Company;
6. Not being a member or employee of the audit organization accepted to audit the Company's financial statements during the three (03) preceding consecutive years;
7. Other standards and conditions as otherwise prescribed by the Company's Charter and relevant law.

Article 6. Head of the Supervisory Board

1. The Head of the Supervisory Board must hold a university degree or higher in one of the disciplines of economics, finance, accounting, auditing, law, business administration or a discipline related to the Company's principal business activities.
2. The Head of the Supervisory Board shall be elected by the Supervisory Board from among the members of the Supervisory Board (Supervisors); the election, discharge or dismissal of the Head of the Supervisory Board shall be decided on the principle of approval by a majority (more than 50%) of the members of the Supervisory Board (Supervisors).
3. The rights and obligations of the Head of the Supervisory Board are prescribed in Clause 2, Article 39 of the Company's Charter, specifically as follows:
 - a. To approve the quarterly and annual periodic supervisory work programs and plans;

- b. To convene and chair regular and extraordinary meetings of the Supervisory Board;
- c. To assign specific duties to each member (Supervisor);
- d. To request the Board of Directors, the General Director and other Executives of the Company to provide all information and documents relating to the Company's operations to serve the work of the Supervisory Board;
- e. To be responsible for directing the Supervisors in carrying out the duties and powers of the Supervisory Board; to be responsible to the General Meeting of Shareholders for the operations of the Supervisory Board;
- f. To be permitted to authorize another member (Supervisor) to perform his/her duties during his/her absence;
- g. To prepare and sign the report of the Supervisory Board, after consulting the Board of Directors, for submission to the General Meeting of Shareholders;
- h. To sign and issue, on behalf of the Supervisory Board, documents within its competence to perform the functions and duties of the Supervisory Board;
- i. To be entitled to give opinions on the Company's internal management regulations prior to their promulgation;
- j. Other rights and obligations as prescribed by law, the Charter and the Company's internal management regulations.

Article 7. Nomination and self-nomination of members of the Supervisory Board (Supervisors)

1. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right, individually or by combining their ordinary shares, to nominate themselves or to nominate candidates for election as members of the Supervisory Board.
2. The nomination of persons for election as members of the Supervisory Board shall be carried out as follows: ordinary shareholders forming a group to nominate candidates for election as members of the Supervisory Board pursuant to Clause 1, Article 37 of the Company's Charter must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders.
3. Where the number of candidates for election as members of the Supervisory Board (Supervisors) through nomination and self-nomination remains insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination in accordance with the Company's Internal Regulation on Corporate Governance and this Operating Regulation of the Supervisory Board. The nomination of candidates by the incumbent Supervisory Board for election as members of the Supervisory Board (Supervisors) must be clearly disclosed and must be approved by the General Meeting of Shareholders before the nomination is carried out.

Article 8. Method of election, discharge or dismissal of members of the Supervisory Board (Supervisors)

1. The election, discharge and dismissal of members of the Supervisory Board (Supervisors) fall within the authority of the General Meeting of Shareholders.
2. The election of members of the Supervisory Board (Supervisors) must be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members of the Supervisory Board (Supervisors) to be elected, and each shareholder shall have the right to cast all or part of his/her total votes for one or several candidates. The candidates elected as members of the Supervisory Board (Supervisors) shall be determined by the number of votes received, from the highest to the lowest, starting with the candidate with the highest number of votes until the required number of members of the Supervisory Board (Supervisors) is reached. Where two (02) or more candidates receive the same number of votes for the last seat of the Supervisory Board to be filled, a re-election shall be conducted among the candidates with an equal number of votes, or the selection shall be made according to the criteria set out in the election regulations. Where the required number of members of the Supervisory Board is not reached, the General Meeting of Shareholders shall conduct a re-election until the required number is reached.

Article 9. Cases of discharge or dismissal of members of the Supervisory Board (Supervisors)

1. The General Meeting of Shareholders shall discharge a member of the Supervisory Board (Supervisor) in the following cases:
 - a. No longer satisfying the standards and conditions for being a member of the Supervisory Board (Supervisor) prescribed in Article 5 of this Regulation and the Company's Charter;
 - b. Having submitted a resignation letter that has been accepted;
 - c. Other cases as decided by a Resolution of the General Meeting of Shareholders.
2. The General Meeting of Shareholders shall dismiss a member of the Supervisory Board (Supervisor) in the following cases:
 - a. Failing to complete the assigned duties or work;
 - b. Failing to exercise his/her rights and perform his/her obligations for six (06) consecutive months, except in cases of force majeure as prescribed by law;
 - c. Repeatedly or seriously violating the obligations of a member of the Supervisory Board (Supervisor) as prescribed by the Law on Enterprises and the Company's Charter;
 - d. Other cases as decided by a Resolution of the General Meeting of Shareholders.

Article 10. Notification of the election, discharge or dismissal of members of the Supervisory Board (Supervisors)

1. Where candidates for election as members of the Supervisory Board have been identified, the Company must disclose information relating to such candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders may learn about the candidates before voting. A candidate for election to the Supervisory Board must provide a written commitment as to the truthfulness and accuracy of the disclosed personal information and must commit to performing his/her duties honestly, prudently and in the best interests of the Company if elected as a member of the Supervisory Board. The information relating to candidates for election to the Supervisory Board to be disclosed shall include:

- a. Full name, date of birth;
- b. Educational level and professional qualifications;
- c. Working history, including companies in which the candidate holds the position of Supervisor and/or other managerial titles;
- d. The candidate's relationship with related persons of the Company;
- e. The candidate's relationship with the Company's main business partners;
- f. Interests relating to the Company and related parties of the Company, or information relating to the candidate's financial situation and other matters that may affect the performance of the candidate's duties if elected as a member of the Supervisory Board (if necessary);
- g. Other information or documents deemed relevant to the assessment of the standards and conditions for being a member of the Supervisory Board (Supervisor) under the Law on Enterprises and the Company's Charter.

The Company shall be responsible for disclosing information on companies in which the candidate currently holds managerial titles and any interests relating to the Company of the candidate for election as a member of the Supervisory Board (if any).

2. The notification of the results of the election, discharge or dismissal of members of the Supervisory Board shall be carried out in accordance with the guiding regulations on information disclosure.

CHAPTER III THE SUPERVISORY BOARD

Article 11. Rights, obligations and responsibilities of the Supervisory Board

Pursuant to the Company's Charter, the Supervisory Board shall have the following specific rights and obligations:

1. To supervise the Board of Directors and the General Director in managing and administering the Company; to supervise the implementation of opinions and recommendations of audit agencies and competent inspection and examination bodies. To

be responsible to the General Meeting of Shareholders for the performance of assigned duties;

2. To examine the reasonableness, lawfulness, truthfulness and level of prudence in the management and administration of business operations; the systematic nature, consistency and appropriateness of accounting, statistical and financial reporting work;

3. To assess the completeness, lawfulness and truthfulness of the Company's annual and semi-annual business performance reports and financial statements, and the report evaluating the management work of the Board of Directors, and to submit the assessment report on the financial statements, the annual business performance report and the report evaluating the management work of the Board of Directors to the General Meeting of Shareholders at the annual meeting. To review contracts and transactions with related persons falling within the approval authority of the Board of Directors or the General Meeting of Shareholders, and to make recommendations on contracts and transactions requiring the approval of the Board of Directors or the General Meeting of Shareholders;

4. To review, examine and assess the effectiveness and efficiency of the Company's internal control system, internal audit, risk management and early warning systems;

5. To examine the Company's accounting books, accounting records and other documents, and the management and administration of the Company's operations, whenever deemed necessary, or pursuant to a Resolution of the General Meeting of Shareholders, or at the request of a shareholder or group of shareholders as prescribed in Clause 3, Article 13 of the Company's Charter;

6. Upon the request of a shareholder or group of shareholders prescribed in Clause 3, Article 13 of the Company's Charter, the Supervisory Board shall carry out the examination within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the date of completion of the examination, the Supervisory Board must report on the matters requested to be examined to the Board of Directors and the requesting shareholder or group of shareholders. The examination by the Supervisory Board under this Clause must not obstruct the normal operation of the Board of Directors or disrupt the administration of the Company's business operations;

7. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement or improve the organizational structure for the management, supervision and administration of the Company's business operations;

8. Upon discovering that a member of the Board of Directors or the General Director has violated Article 165 of the Law on Enterprises, to immediately notify the Board of Directors in writing, requesting the violating person to terminate the violation and take remedial measures for its consequences;

9. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.

10. To use independent consultants and the Company's internal audit unit to perform the assigned duties;

11. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
12. To examine specific matters relating to the management and administration of the Company's operations at the request of a shareholder;
13. To request the Board of Directors to convene an extraordinary General Meeting of Shareholders;
14. To convene, in place of the Board of Directors, a General Meeting of Shareholders within thirty (30) days where the Board of Directors fails to convene the General Meeting of Shareholders as prescribed at Point b, Clause 4, Article 15 of the Company's Charter;
15. To request the Chairperson of the Board of Directors to convene an extraordinary meeting of the Board of Directors as prescribed at Point a, Clause 3, Article 31 of the Company's Charter;
16. To review, extract or copy part or all of the contents of the declared list of related persons and related interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.
17. To propose and recommend that the General Meeting of Shareholders approve the list of audit organizations accepted to audit the Company's financial statements; the audit organizations accepted to examine the Company's operations whenever deemed necessary; to decide on the audit organization accepted to examine the Company's operations, and to dismiss or discharge the accepted auditor whenever deemed necessary; to discuss with the independent auditor the nature and scope of the audit before the audit commences; to discuss difficulties and shortcomings identified from interim or year-end audit results, as well as any other matters the independent auditor wishes to discuss; to review the independent auditor's management letter and the Company's feedback;
18. To be responsible to shareholders for its supervisory activities;
19. To supervise the Company's financial situation and the compliance with the law by members of the Board of Directors, the General Director and other Managers in the Company's operations;
20. To ensure coordination of activities with the Board of Directors, the General Director and shareholders.
21. Where the Supervisory Board discovers acts of violation of law or of the Company's Charter by a member of the Board of Directors, the General Director or other Executives, it must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violating person to terminate the violation and take remedial measures for its consequences;
22. To formulate the Operating Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval;

23. To witness the Board of Directors organizing the vote counting and preparing the vote-counting minutes, if requested by the Board of Directors, in the case of collecting shareholders' written opinions to pass a Resolution of the General Meeting of Shareholders;
24. Where the Chairperson is absent or temporarily incapacitated and the remaining members of the Board of Directors are unable to elect a chairperson, the Head of the Supervisory Board shall conduct the proceedings for the General Meeting of Shareholders to elect a chairperson for the meeting. In such case, the person receiving the highest number of votes shall chair the meeting;
25. The Supervisory Board shall be entitled to use the Company's seal in performing the functions, duties and powers of the Supervisory Board;
26. All findings, conclusions and recommendations of the Supervisory Board must be tracked until completion. The tracking contents must at a minimum include: the issue/shortcoming identified, the level of risk, the recommended remedial measures, the unit/individual responsible for remediation, the completion deadline and the implementation status. The Supervisory Board shall be responsible for re-examining the remediation results; where the deadline is overdue, or the remediation is not carried out or not fully carried out, the Supervisory Board shall report to the Board of Directors and/or the General Meeting of Shareholders within its authority;
27. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Company's Charter and Resolutions of the General Meeting of Shareholders.

Article 12. Right of the Supervisory Board to be provided with information

1. Documents and information must be sent to members of the Supervisory Board (Supervisors) at the same time and in the same manner as to members of the Board of Directors, including:
 - a. Meeting invitation notices, ballot papers for collecting opinions of members of the Board of Directors, and accompanying documents;
 - b. Resolutions, Decisions and meeting minutes of the General Meeting of Shareholders and the Board of Directors;
 - c. Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.
2. A member of the Supervisory Board (Supervisor) shall have the right to access the Company's records and documents kept at its head office, branches and other locations; and shall have the right to visit the workplaces of the Company's Managers and employees during working hours.
3. The Board of Directors, members of the Board of Directors, the General Director and other Managers/Executives must provide complete, accurate and timely information and documents on the management, administration and business operations of the Company at the request of a member of the Supervisory Board (Supervisor) or the Supervisory Board.

Article 13. Responsibility of the Supervisory Board to convene an extraordinary General Meeting of Shareholders

1. The Supervisory Board shall be responsible for convening, in place of the Board of Directors, a General Meeting of Shareholders within thirty (30) days where the Board of Directors fails to convene a General Meeting of Shareholders in the following cases:
 - a. The number of remaining members of the Board of Directors, members of the Supervisory Board (Supervisors), or non-executive members of the Board of Directors is fewer than the minimum number prescribed by law;
 - b. At the request of a shareholder or group of shareholders as prescribed in Clause 3, Article 13 of the Company's Charter;
 - c. Where the Supervisory Board has requested the convening of an extraordinary General Meeting of Shareholders but the Board of Directors fails to do so.
2. Where the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board must compensate the Company for any damage arising therefrom.
3. The costs of convening and conducting the General Meeting of Shareholders under Clause 1 of this Article shall be reimbursed by the Company.

CHAPTER IV

WORK PROGRAM AND MEETINGS OF THE SUPERVISORY BOARD

Article 14. Work program

1. Periodically, in January each year, the Head of the Supervisory Board shall approve the periodic quarterly and annual supervisory work programs and plans. Supervisors shall, based on the work program, plan and assigned duties, formulate plans and measures for performing their assigned duties.
2. The supervisory work program and plan must be formulated on the basis of risk assessment, prioritizing the Company's key areas and material transactions. Each supervisory task must specify, at a minimum: the scope and subject of supervision; the records, data and evidence to be collected; the Supervisor responsible; the implementation deadline; findings/conclusions; the level of risk; recommendations; the unit/individual responsible for remediation; and the deadline and implementation status of the recommendations.

Article 15. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice (02) a year, with the number of attending members being at least two-thirds (2/3) of the total members of the Supervisory Board.
2. Meetings of the Supervisory Board shall be conducted upon notice given by the Head of the Supervisory Board or a Supervisor authorized by the Head of the Supervisory Board. The meeting invitation notice shall be sent to members of the Supervisory Board (Supervisors) at least five (05) working days before the expected meeting date. The

meeting invitation notice must clearly state the meeting agenda, time and venue, together with the necessary documents on the matters to be discussed and voted on at the meeting.

The Supervisory Board shall have the right to require members of the Board of Directors, the General Director and representatives of the accepted audit organization to attend the meeting and to answer matters requiring clarification; the timing, method and content of sending the meeting invitation notice and accompanying documents to such persons shall be the same as those applicable to members of the Supervisory Board (Supervisors). Members of the Board of Directors, the General Director and representatives of the accepted audit organization, when attending a meeting of the Supervisory Board, shall have the right to speak and provide explanations on matters requested by the Supervisory Board, but shall not have the right to vote.

3. Decisions, opinions and recommendations of the Supervisory Board must be passed by a vote in accordance with the approval of the majority (more than 50%) of the members of the Supervisory Board present. Where the votes are equal, the final decision shall rest with the opinion of the Head of the Supervisory Board or the Supervisor authorized by the Head of the Supervisory Board. Members of the Supervisory Board (Supervisors) shall have the right to reserve their concurring or dissenting opinions on one or more matters at the meeting and shall be responsible for providing explanations upon request.

Article 16. Minutes of meetings of the Supervisory Board

Minutes of meetings of the Supervisory Board shall be prepared in a detailed and clear manner. The minute-taker and the attending members of the Supervisory Board (Supervisors) must sign the meeting minutes. Minutes of meetings of the Supervisory Board must be kept at the Company's head office in order to determine the responsibility of each member of the Supervisory Board (Supervisor).

CHAPTER V REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

The Supervisory Board must submit the following contents and reports to the General Meeting of Shareholders at the annual meeting:

1. Report on the Company's business performance results and on the operating performance of the Board of Directors and the General Director;
2. Self-assessment report on the operating results of the Supervisory Board and its members (Supervisors);
3. Remuneration, operating expenses and other benefits of the Supervisory Board and each of its members (Supervisors);

4. Summary of the meetings of the Supervisory Board and its conclusions and recommendations; results of supervision of the Company's operational and financial situation.
5. Assessment report on transactions between the Company and its subsidiaries, or other companies over which the Company holds more than fifty percent (50%) of charter capital, on the one hand, and a member of the Board of Directors, the General Director and persons related to such member, on the other hand; and on transactions between the Company and a company in which a member of the Board of Directors is a founding member or a business manager within the three (03) years immediately preceding the time of the transaction (if any);
6. Results of supervision of the Board of Directors, the General Director and other Executives of the Company;
7. Results of the assessment of coordination between the Supervisory Board and the Board of Directors, the General Director and shareholders;
8. Proposals and recommendations to the General Meeting of Shareholders for approval of the list of audit organizations accepted to audit the Company's financial statements, and of the audit organization accepted to examine the Company's operations whenever deemed necessary.

Article 18. Remuneration and other benefits

1. Members of the Supervisory Board (Supervisors) shall be paid salary, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salary, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board (Supervisors) shall be reimbursed for reasonable meal, accommodation and travel expenses, and expenses for the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salary and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant law, and must be presented as a separate item in the Company's annual financial statements.

Article 19. Disclosure of related interests

1. A member of the Supervisory Board (Supervisor) of the Company must declare to the Company his/her related interests, including:
 - a. The name, enterprise code, head office address and business lines of the enterprise of which they are the owner or in which they hold contributed capital or shares; the percentage and time of such ownership of capital or shares;

- b. The name, enterprise code, head office address and business lines of the enterprise of which their related persons are the owner, or jointly or individually own contributed capital or shares exceeding ten percent (10%) of charter capital.
2. The declaration under Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendment or supplement must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.
3. Members of the Supervisory Board (Supervisors) and their related persons may only use information obtained by virtue of their position to serve the interests of the Company.
4. A member of the Supervisory Board (Supervisor) shall have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries or other companies over which the Company holds more than fifty percent (50%) of charter capital, on the one hand, and the member of the Supervisory Board (Supervisor) or his/her related persons, on the other hand, in accordance with law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such Resolutions in accordance with the securities law on information disclosure.
5. Members of the Supervisory Board (Supervisors) and their related persons must not use or disclose to other persons any internal information for the purpose of carrying out related transactions.

CHAPTER VI

RELATIONSHIPS OF THE SUPERVISORY BOARD

Article 20. Relationship among members of the Supervisory Board (Supervisors)

Members of the Supervisory Board (Supervisors) maintain an independent relationship, not dependent on one another, but shall coordinate and cooperate in common work to ensure the proper performance of the responsibilities, rights and duties of the Supervisory Board in accordance with law and the Company's Charter. The Head of the Supervisory Board is the coordinator of the common work of the Supervisory Board but shall not have the power to control the members of the Supervisory Board (Supervisors).

Article 21. Relationship with the Executive Board

1. The Supervisory Board maintains an independent relationship with the Company's Executive Board and performs the function of supervising the operations of the Executive Board.
2. Supervisors shall have the right to attend the regular and extraordinary meetings of the Executive Board, and the Company's conferences and seminars relating to the operations of the Supervisory Board.
3. Reports and submissions sent by the Executive Board to the Board of Directors must simultaneously be sent to the Supervisory Board.

4. The General Director shall be responsible for directing the functional Departments/Divisions to provide sufficient information, documents and facilities to serve the examination and supervision work at the request of the Supervisory Board.
5. The Supervisory Board shall have the right to examine, review and make recommendations on the Company's internal management regulations and rules falling within the authority of the General Director. Where a material risk relating to compliance, finance, internal control or risk management is identified, the Supervisory Board shall have the right to request that draft regulations be provided to it for review and comment. The Supervisory Board's review, comments or recommendations shall not be construed as approval or co-approval, and shall not alter the General Director's responsibility for promulgation and organization of implementation.

Article 22. Relationship with the Board of Directors

1. The Supervisory Board maintains an independent relationship with the Company's Board of Directors and performs the function of supervising the operations of the Board of Directors.
2. The Board of Directors' meeting invitation notices and accompanying documents shall be sent to members of the Supervisory Board (Supervisors) within the same time limit, in the same manner and with the same content as sent to members of the Board of Directors.
3. A member of the Supervisory Board (Supervisor) shall have the right to attend meetings of the Board of Directors, and to discuss and express opinions, but shall not have the right to vote. If a member of the Supervisory Board (Supervisor) holds an opinion different from that of the Board of Directors, he/she shall have the right to reserve such opinion and request that it be recorded in the minutes of the Board of Directors' meeting.
4. Minutes of meetings of the Board of Directors must be sent to the Supervisory Board within the same time limit and in the same manner as sent to members of the Board of Directors.
5. The Supervisory Board shall formulate its work program and plan in accordance with Article 14 of this Regulation and shall notify the Board of Directors thereof before implementation.
6. The Supervisory Board shall, on a quarterly basis, notify the Board of Directors of its supervisory results. The quarterly report must be accompanied by a list of outstanding issues and follow-up on remediation, which must at a minimum show: the issue identified, the level of risk, recommendations, the unit/individual responsible, the completion deadline, the implementation status, and any overdue or incomplete matters.
7. Upon discovering that a member of the Board of Directors or the General Director has violated the obligations of a Manager/Executive, the Supervisory Board must immediately notify the Board of Directors in writing, requesting the violating person to terminate the violation and take remedial measures for its consequences.
8. The Company's annual business performance reports and the Board of Directors' management work reports to be submitted for approval by the General Meeting of

Shareholders at the annual meeting must be sent to the Supervisory Board at least fifteen (15) days before the date of the General Meeting of Shareholders for assessment.

9. The Supervisory Board shall notify the Board of Directors and consult the Board of Directors on the matters stated in its report before submitting the report, conclusions and recommendations to the General Meeting of Shareholders at the annual meeting.

Article 23. Relationship with shareholders

1. The Supervisory Board shall be responsible for reporting on its activities at the annual General Meeting of Shareholders in accordance with the Company's Charter.

2. The Supervisory Board shall carry out the examination within seven (07) working days from the date of receipt of the request of a shareholder or group of shareholders as prescribed in Clause 3, Article 13 of the Company's Charter. Within fifteen (15) days from the date of completion of the examination, the Supervisory Board must report and explain the matters requested to be examined to such shareholder or group of shareholders.

CHAPTER VII IMPLEMENTATION PROVISIONS

Article 24. Effect

1. Matters not addressed in this Regulation shall be governed by the provisions of the Company's Charter and/or relevant law. Where a provision of this Regulation differs from or conflicts with the Company's Charter, the provision of the Company's Charter shall prevail.

2. This Operating Regulation of the Supervisory Board of Phu Bai Spinning Mill Joint Stock Company comprises 07 chapters and 24 articles, and takes effect from 24th August 2026, replacing the Operating Regulation of the Supervisory Board of Phu Bai Spinning Mill Joint Stock Company issued on 23 April 2021.

3. Any amendment, supplementation or annulment of this Regulation must be approved by the General Meeting of Shareholders.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD**



Trần Thị Thu Hằng