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: 306/CV-SPB *No.: 306/CV-SPB*	*Huế, ngày 21 tháng 08 năm 2026* *Hue, 21st August 2026*

CÔNG BỐ THÔNG TIN BẤT THƯỜNG KHÁC
OTHER 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

1. 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@phubaispinning.com

2. Nội dung thông tin công bố/*Contents of disclosure:*
DỰ THẢO TÀI LIỆU ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG (Cập nhật đầy đủ)
(UPDATED) DRAFT DOCUMENTS FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (Fully Updated)

(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)*

3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 21/08/2026 tại đường dẫn https://phubaispinning.com/dai-hoi-dong-co-dong
This information was published on the Company's website on 21/08/2026, as in the link https://phubaispinning.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.

Tài liệu đính kèm / Attached documents:
Tài liệu liên quan đến nội dung thông tin công bố / *Documents on disclosed information:*
(Cập nhật đầy đủ) Dự thảo Tài liệu Đại hội đồng cổ đông Bất thường
(Fully-Updated) Draft Documents for Extraordinary General Meeting of Shareholders

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)

M.S.D.N: 3300352720-C.T.C.P
CÔNG TY CỔ PHẦN SỢI PHÚ BÀI
TX. HƯƠNG THỦY-THÀNH PHỐ HUẾ

Trần Đình Hiệp

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

D R A F T

Huế, 24th August 2026

VIETNAM NATIONAL TEXTILE AND GARMENT GROUP
PHU BAI SPINNING MILL JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT

Hue, 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**:**

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.

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.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

**** Recipients:***

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

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

FORM

VOTING CARD

- Shareholder's Name / Authorized Representative's Name: ……………………
………………………………………………………………………………..

- ID Card No. / Passport No. / Business Registration No.: ……………………, Issued on …../…../202...

- Number of Shares Owned**:**	**……… shares**
- Number of Authorized Shares**:**	Shareholder ………………………………...…: **………….. shares**
- Total Number of Owned/ Represented Shares**:**	**……………. shares**

*** Voting Contents:**

- Approval of the General Meeting Organization Regulations
- Election of the General Meeting Secretary
- Approval of the General Meeting Agenda
- Election of the Voting Committee concurrently serves as the Election Committee at the General Meeting
- Approval of Regulations on the additional election of member of the Supervisory Board, 2022-2027 term
- Approval of List of Cadidate(s) to the Supervisory Board, 2022-2027 term
- Approval of the Additional Election results of 1 Member of the Supervisory Board, 2022-2027 term
- Approval of the Minutes and Resolutions of the General Meeting

** **Note:** This Voting Card is only valid for the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Mill Joint Stock Company and is used for voting on matters discussed at the Meeting.*

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FORM

VOTING BALLOT

MATTERS APPROVED AT EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF PHU BAI SPINNING MILL JOINT STOCK COMPANY

Shareholder/Authorized Representative: …………………………………..
- Number of Shares Owned: **…………….. Share(s)**
- Number of Represented Shares:
  Authorized by Shareholder ……………………………………..: **………………. Share(s)**
- Total Number of Owned/Represented Shares: **………………. Share(s)**
- Number of Votes Cast: **………………. Votes**
- Percentage: Accounting for ……….% of the Charter Capital of Phu Bai Spinning Mill Joint Stock Company

CONTENT APPROVED BY VOTING *(According to the Minutes of Extraordinary General Meeting of Shareholders of Phu Bai Spinning Mill Joint Stock Company):*

Please mark (X) to vote for one of the following options:

1/	Approval of: + Dismissal of Mrs. Nguyen Ngoc Mai Chi from the position of Member of the Supervisory Board; + Election of one (01) additional member of the Supervisory Board for the 2022–2027 term. *(As per the attached Proposal).*	Approve ☐	Disapprove ☐	No Opinion ☐
2/	Approval of Proposal to amend and supplement 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. *(As per the attached Proposal).*	Approve ☐	Disapprove ☐	No Opinion ☐
3/	....	Approve ☐	Disapprove ☐	No Opinion ☐
4/	....	Approve ☐	Disapprove ☐	No Opinion ☐

Hue, August 2026

SHAREHOLDER/AUTHORIZED REPRESENTATIVE

(Signature & Full Name)

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

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Hue, 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 - Verifying the eligibility of shareholders and authorized representatives	- Organizing Committee - 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 - Introduction of the Chairman of the General Meeting	Organizing Committee
	- 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- 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.	Chairman of the Board of Directors
	3-	
	4-	
10:00 – 10:15	***The General Meeting takes a break***	

Time	Content	Implementer
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./.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

**** Recipients:***

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

Phạm Văn Tân

VIETNAM NATIONAL TEXTILE AND GARMENT GROUP

PHU BAI SPINNING MILL JOINT STOCK COMPANY

No: /TTr-HĐQT

DRAFT

SOCIALIST REPUBLIC OF VIETNAM
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Hue, 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 10th 2026

CÔNG TY CỔ PHẦN SỢI PHÚ BÀI

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

Appendix 1: Application Form for Candidacy (for Individual Shareholders) to Join the Company's Supervisory Board

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

APPLICATION FOR CANDIDACY TO THE SUPERVISORY BOARD OF PHU BAI SPINNING JOINT STOCK COMPANY, TERM 2022–2027

Respecfully!- 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

Shareholder's Name: ………………………………………………………………………
Date of Birth: …………… Place of Birth: ………………………………………………
ID/ Citizen ID/ Passport No.: ………………… Date of Issue: …………………………
Place of Issue: ……………………………………………………………………………
Permanent Address: ………………………………………………………………………
…………………………………………...…………………………………………………
…
Contact Address: …………………………………………………………………………
…………………………………………………………………………………………...
Phone Number: .... Email: ....
Education Level: ……………………… Major: …………………………………………
Number of Shares Owned: …………… shares, accounting for ………% of the Company's total common shares.
Number of Shares Authorized: …………… shares, accounting for ………% of the Company's total common shares.

Having met all the eligibility criteria as stipulated in Clause 2 and 4, Article 27; Clause 1, Article 39; and Clause 2, Article 40 of the Company's Charter, I hereby submit my self-nomination for the position of Member of the Supervisory Board of the Company.

I commit to taking full responsibility for the accuracy and truthfulness of the information in this application and the attached documents.

Sincerely thank you!

………, August ……, 2026
Candidate
(Sign & write full name)

Attached Documents:
1. *Curriculum vitae (self-declared by the candidate)*
2. *Valid copy of ID card/Citizen Identification/Passport and diplomas or certificates proving the candidate's educational qualifications*

Appendix 2: Nomination Form (for Shareholders being Organizations/Individuals) for the Candidate to the Supervisory Board of the Company

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

Respecfully!- 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/Individual: ……………………………………….
……………………………………………………………………………………...
Business Registration Certificate/ID/ Citizen ID/ Passport No.: …………………
Date of Issue: …..../..…../………
Place of Issue: ……………………………………………………………………
Address: …………………………………………………………………………
………………………………………………………………………………..
Phone: ………………………...…… Email: ……………….…………………....
Number of shares owned: …..……… shares, accounting for ………% of the total ordinary shares of the Company.
And authorized to represent: .... shares, accounting for ....% of the total ordinary shares of the Company.
Having met all the eligibility conditions stipulated in Clauses 2 and 4, Article 27; Clause 1, Article 39; and Clause 2, Article 40 of the Company's Charter, I/We hereby submit this nomination form to propose:
Mr./Ms. ……………………..………………………………………………......
ID/Citizen ID No.: ……………………… Date of Issue: …..../..…../………
Place of Issue: ……………………………………………………………………
Permanent Address: ……………………………………………………..………
………………………………………………………………………………..
Phone: …………………………… Email: …………………………………........
Education Level: ……………………….…. Major: …………………………
Shares owned and represented: ……………… shares, accounting for ………% of the total ordinary shares of the Company

I/We hereby nominate [Name of Candidate] to participate as a candidate for the Supervisory Board Member for the term 2022 – 2027 of Phu Bai Spinning Joint Stock Company.
I/We confirm that the above information and the accompanying personal documents are valid and correct. In case of any violations, I/We take full responsibility before the law.

Sincerely thank you!

………, August ……, 2026
Shareholder
(Sign & write full name)

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.*

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 JOIN THE SUPERVISORY BOARD OF PHU BAI SPINNING MILL JOINT STOCK COMPANY, TERM 2022 – 2027

Respecfully!- 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

We are a shareholder group of Phu Bai Spinning Joint Stock Company. The number of shares owned: .... shares, accounting for ....% of the total outstanding shares of the Company.

No.	Full Name	ID/CCCD/Passport Number	Permanent Address	Number of Shares Owned	Signature
1					
2					
3					
4					
5					
…					
Total				**…….**	

Considering that the candidate meets all the conditions stipulated in Clause 2 and 4 of Article 27; Clause 1 of Article 39 and Clause 2 of Article 40 of the Company's Charter, we hereby submit this nomination form to propose the election of:

Mr./Ms.: ………………………………………………………………………………………
Date of Birth: ………………………… Place of Birth: ……………………………………
ID/CCCD/Passport Number: ………………………………… Date of Issue: ……………
Issued by: ………………………………………………………………………………
Permanent Address: ……………………………………………………………………….
………………………………………………………………………………………………...
Contact Address: ………………………………………………………………………
………………………………………………………………………………………….……
Phone Number: .... Email: ....
Education: ………………………………… Specialization: ……………………………...

Nomination for the position of Member of the Supervisory Board, for the term 2022 – 2027 of Phu Bai Spinning Mill Joint Stock Company.

………, August ……, 2026
Nominee
(Sign & write full name)

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.*

Appendix 4: Curriculum Vitae of the Nominee for the Supervisory Board of the Company

Ảnh
4 x 6

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CURRICULUM VITAE

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

1. About Myself:

- Full Name: …………………………………………… Gender: ……………………
- Date of Birth: ……………………………… Nationality: …………………….........
- ID Card/CCCD/Passport Number: …………………… Date of Issue: ………...
- Place of Issue: ……………………………………………...............................
- Permanent Address:……………………………………………………………
  ...…………………………………………………………………………………...
- Contact Address: ………………………………………………………………
  .....…………………………………………………………………………………
- Phone Number: …………………………………… Fax: ………………………
- Email: ….……………………………………………………………………
- Education Level: ………………………………………………………………
- Professional Qualifications and Language Proficiency: ….……………………..
  ....

2. Work Experience:

Month and Year	***Work History, Profession, and Past Positions (What have you done and where?)***

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.

………, August ……, 2026

Candidate

(Sign & write full name)

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 !6, 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

…………, ngày ... tháng 08 năm 2026
………, day ... 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*:

2/ Giới tính/*Sex*:

3/ Ngày tháng năm sinh/*Date of birth*:

4/ Nơi sinh/*Place of birth*:

5/ Số CMND (hoặc số hộ chiếu)/*ID card No. (or Passport No.)*:………….. Ngày cấp/*Date of issue*………………….. Nơi cấp/*Place of issue*…………………

6/ Quốc tịch/*Nationality*:

7/ Dân tộc/*Ethnic*:

8/ Địa chỉ thường trú/*Permanent residence*:

9/ Số điện thoại/*Telephone number*:

10/ Địa chỉ email/*Email*:

11/ Tên tổ chức là đối tượng công bố thông tin/*Organisation's name subject to information disclosure rules:*

12/ Chức vụ hiện nay tại tổ chức là đối tượng công bố thông tin/*Current position in an organization subject to information disclosure:*

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

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 posession 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 Văn A	xxxxxxx	Chủ tịch HĐQT *Chairman of the Board of Directors*		CMND *ID*	024123456	17/12/2015	HCMCity's Public Security	16 Võ Văn Kiệt, Distric 1, HCMC			01/01/2020	15/5/2020	Miễn nhiệm *Dismissed*	
1.01		Nguyễn Thị B	yyyyyyy		Vợ wife	CMND *ID* Card No.	025123456	11/05/2016	HCMCity's Public Security	1 Nam Kỳ Khởi Nghĩa, District 1, HCMC			04/5/2018			
1.02																
…..																
15		Nguyễn Văn C	zzzzzzzz	Kế toán trưởng *Chief Accountant*		CMND ID Card No.	020123456	11/02/2011	Public Security				14/3/2020		Bổ nhiệm *Appointed*	
….																

15.25		Nguyễn Thị D			Con Child											No ID Card
15.26		Công ty Cổ phần ABC			Tổ chức có liên quan *Related organisation*	GCNĐKDN *Business Registration Certificate*	30123456	15/10/2014					15/4/2020		Bổ nhiệm *Appointed*	Nguyễn Văn C là thành viên HĐQT CTCP ABC *Board member*

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)

VIETNAM NATIONAL TEXTILE AND GARMENT GROUP

PHU BAI SPINNING MILL JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM

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DARFT

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**

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 × 2 = 10,000 votes
- Total number of votes for electing Supervisory Board members: 5,000 × 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

PHU BAI SPINNING MILL JOINT STOCK COMPANY

Full name of the shareholder/Authorized representative: …..…………………..
……………………………...………………………….…………………………..

- Total number of shares (including owned and authorized shares): …………. **shares**

- Number of members of the Supervisory Board to be elected: 01 person

- Total number of voting ballots (election ballots) corresponding to: ………. *** 1 =** ……….... **ballots**

ELECTION BALLOT

ADDITIONAL ELECTION OF MEMBERS TO THE SUPERVISORY BOARD OF PHU BAI SPINNING MILL JOINT STOCK COMPANY, 2022 – 2027 TERM

LIST OF CANDIDATES	NUMBER OF VOTING BALLOTS
1- Mr./Ms. ……………………………….....	…………….
2- Mr./Ms. ……………………………….....	…………….
3- Mr./Ms. ……………………………….....	…………….
TOTAL	**………………..**

Signature (Full Name):

____

Instructions for Voting to Replace 01 Member of the Supervisory Board:

- Shareholders/Authorized representatives may use the total number of voting ballots to vote for the candidates in the list of Supervisory Board members. Shareholders/Authorized representatives should write the number of votes they wish to cast for each candidate in the "Number of voting ballots" column corresponding to the candidate's name.

- Total number of voting ballots = Total number of shares held and/or authorized for representation x Number of members to be elected. Shareholders may allocate voting ballots to each candidate or concentrate all votes on one candidate and record this in the "Number of voting ballots" column corresponding to that candidate's name. Ensure that the total number of voting ballots does not exceed the total votes the shareholder currently holds.

Appendix 2: Nomination Form (for Shareholders being Organizations/Individuals) for the Candidate to the Supervisory Board of the Company

Phu Bai Spinning
SỢI PHÚ BÀI

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

Respecfully!- 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!

Ha Noi, August 17th, 2026

Shareholder

(Sign & write full name)

M.S.D.N: 0100100008 - C.T.C.P
TẬP ĐOÀN DỆT MAY VIỆT NAM
THÀNH PHỐ HÀ NỘI

TỔNG GIÁM ĐỐC

Cao Hữu Hiếu

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.*

Appendix 4: Curriculum Vitae of the Nominee for the Supervisory Board of the Company

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CURRICULUM VITAE

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

1. **About Myself:**
   - 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

2. **Work Experience:**

Month and Year	*Work History, Profession, and Past Positions (What have you done and where?)*
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 ..17..., 2026

Candidate

(Sign & write full name)

Nguyen Thi Ngoc Diep

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

CĂN CƯỚC CÔNG DÂN
Citizen Identity Card

Số / No.: **046197000947**

Họ và tên / Full name:
NGUYỄN THỊ NGỌC DIỆP

Ngày sinh / Date of birth: 23/07/1997

Giới tính / Sex: Nữ   Quốc tịch / Nationality: Việt Nam

Quê quán / Place of origin:
Thủy Lương, Hương Thủy, Thừa Thiên Huế

Nơi thường trú / Place of residence: Tổ 4
Thủy Lương, Hương Thủy, Thừa Thiên Huế

Có giá trị đến: 23/07/2037
Date of expiry

Đặc điểm nhân dạng / Personal identification:
Sẹo chấm C:1 cm trên trước đầu mày trái

Ngày, tháng, năm / Date, month, year: 22/04/2021

CỤC TRƯỞNG CỤC CẢNH SÁT
QUẢN LÝ HÀNH CHÍNH VỀ TRẬT TỰ XÃ HỘI
DIRECTOR GENERAL OF THE POLICE DEPARTMENT
FOR ADMINISTRATIVE MANAGEMENT OF SOCIAL ORDER

Phạm Công Nguyên

Ngón trỏ trái
Left index finger

Ngón trỏ phải
Right index finger

IDVNM1970009473046197000947<<1
9707232F3707230VNM<<<<<<<<<<<4
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

BỘ GIÁO DỤC VÀ ĐÀO TẠO
TRƯỜNG ĐẠI HỌC KINH TẾ
ĐẠI HỌC ĐÀ NẴNG

PGS. TS. NGUYỄN MẠNH TOÀN

Số hiệu: DND.6. 0110475
Số vào sổ cấp bằng: **DDQ.6.0364.19**

IELTS™

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	Reading	Writing	Speaking	Overall Band Score	CEFR Level
5.5	6.0	5.5	5.5	5.5	B2

Administrator Comments

Centre stamp

RMIT University
IDP IELTS Australia Authorized Test Centre
VN276

Validation stamp

VALIDATION STAMP IELTS CAMBRIDGE ENGLISH/BRITISH COUNCIL/IDP:IA

Administrator's Signature

Date: 25/04/2019

Test Report Form Number: 19VN000132NGUT276A

BRITISH COUNCIL idp Cambridge Assessment English

The validity of this IELTS Test Report Form can be verified online by recognising organisations at http://ielts.ucles.org.uk

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc

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

GIÁM ĐỐC

BỘ GIÁO DỤC VÀ ĐÀO TẠO
ĐẠI HỌC ĐÀ NẴNG

Số hiệu: DND.I2. 0000324

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

GS.TS. TRẦN VĂN NAM

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc

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

GIÁM ĐỐC

BỘ GIÁO DỤC VÀ ĐÀO TẠO
ĐẠI HỌC ĐÀ NẴNG

Số hiệu: DND.I1. 0003845

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

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 !6, 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 / *Huong Thuy 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 / *Thuy Chau Residential Group, Huong Thuy 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 posession 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 Bài, Phường Phú Bài, Thành phố Huế/ Phu Bai industrial zone, Phu Bai ward, Hue City						
1.01		Bạch Thị Ngọc Anh			Mẹ 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 posession 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 posession 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 Khuê, 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 Khuê, 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 posession 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 Dầu 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 posession 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 số Giấy NSH và các ghi chú khác) *Notes (i.e. not in posession 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 Dầu 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 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 posession of a NSH No. and other notes)*
1.12		Lê Thị Cẩm Nhung			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 / Da Le, Thanh Thuy Ward, Hue						
1.13		Lê Thị Cẩm Vân			Em chồng / Husband's sister	CMND *ID* Card No.	046301000862	29/01/2026	Bộ Công An / Ministry of Public Security	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 posession 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	Dạ Lê, Phường Thanh Thủy, Huế / Da Le, Thanh Thuy Ward, Hue						

VIETNAM NATIONAL TEXTILE AND GARMENT GROUP
PHU BAI SPINNING MILL JOINT STOCK COMPANY
No: /TTr-HĐQT

DRAFT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hue, 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 – 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.   /TTr-HĐQT dated 24/08/2026)

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
PREAMBLE			
	~~This Charter was adopted under Resolution No. 147/NQ-ĐHĐCĐ 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-ĐHĐCĐBT 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.
CHAPTER I. GENERAL PROVISIONS			
1	**Article 1. Interpretation of terms**		

No.	Current provision ***(Italic, bold, strikethrough = deleted or amended)***	Draft provision ***(Italic, bold = amended/supplemented)***	Reason
	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. ***Not yet provided*** o. ***Not yet provided*** p. ***Not yet provided***	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 with the greatest authority to act on behalf of the Company, as determined by law.***	- 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 *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
			- Added under point (d), clause 1, Article 1 of the 2025 Law on Enterprises; Article 17 of Decree 168/2025/NĐ-CP (amended by Article 3 of Decree 296/2026/NĐ-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.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
	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.
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*** *At the same time, certain names and codes of the Company's business lines are amended (see details in the 11th Draft Charter)*	- 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**		

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision ***(Italic, bold = amended/supplemented)***	Reason
	~~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 1 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.
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 ***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.***	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 ***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. 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 ***after the Company has paid its debts***	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 *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		(including obligations to the State, taxes and fees) and paid shareholders holding other classes of shares as prescribed by law;	
	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: [...] ***Not yet provided***	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: [...] ***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.*** ***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.***	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**		
	7. Not yet provided ***8. Not yet provided***	***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***	So that the Company can determine and declare the beneficial owner under Article 4 of Decree 296/2026/NĐ-CP,

No.	Current provision ***(Italic, bold, strikethrough = deleted or amended)***	Draft provision ***(Italic, bold = amended/supplemented)***	Reason
		that the Company can determine its beneficial owner as prescribed by law; ***8. To bear personal liability for the costs of directly or jointly requesting the convening of a GMS for inappropriate reasons;***	shareholders must provide full and accurate information. Under clause 20, Article 1 of the 2025 LOE, only reasonable costs 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. ***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;*** 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. ***Where the Supervisory Board fails to convene the GMS as prescribed, the Supervisory Board shall be liable***	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.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		before the law and must compensate for the damage caused to the Company;	
11	**Article 16. Rights and obligations of the General Meeting of Shareholders**		
	1. The GMS has the following rights and obligations: [...] ~~***2. The annual and extraordinary GMS adopt decisions on the following matters:***~~	Merge clauses 1 and 2 into clause 1, removing duplication without changing content: 1. The GMS has the following rights and obligations: *(See details in the 11th Draft Charter)*	Clauses 1 and 2 had similar content; merged and de-duplicated to make the Charter more concise.
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));***	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.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		f. Full name and signature of the authorized representative and the legal representative of the shareholder.	
	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) that made the proposal, clearly stating the reason, at least two (02) working days before the opening date of the GMS.***	Added under clause 3, Article 142 of the 2020 LOE to clarify the convener's responsibility and avoid disputes.
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:***	Added to reduce GMS meeting procedures by allowing written opinion

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		a. Election, dismissal or removal of BOD members and the Supervisory Board (Supervisors); ***b. Reorganization or dissolution of the Company.***	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 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.***~~	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 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.***	- Added under Article 11 of Circular 96/2020/TT-BTC and clause 1, Article 4 of Circular 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.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
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, ... [...] e. The companies in which the candidate holds the position of BOD member and other managerial titles;	1. Where BOD candidates have been pre-determined, ... [...] e. The companies in which the candidate holds the position of BOD member ***or member of the Members' Council and/or*** other managerial titles;	Added under clause 78, Article 1 of Decree 245/2025/NĐ-CP.
	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. ***Not yet provided*** ***e. Not yet provided***	4. Standards and conditions for BOD membership: [...] c. ***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;*** ***d. A BOD member of the Company may concurrently be a BOD member or Members' Council member of at most five (05) other companies;*** ***e. The Chairperson of the Board of Directors may not concurrently hold the position of General Director of the Company.***	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.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
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 minimum number of non-executive members is determined by rounding down.~~***	3. The composition of 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.*** The Company minimizes BOD members concurrently holding executive positions to ensure BOD independence.	Amended under clause 79, Article 1 of Decree 245/2025/NĐ-CP.
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 ***~~duties~~***: 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~~***;	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 ***(including market, customer, product and new-product development plans; financial plans; annual/medium-term investment plans or project portfolios)*** on the basis of the General Director's proposal; [...] d. ***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***	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 ***(Italic, bold, strikethrough = deleted or amended)***	Draft provision ***(Italic, bold = amended/supplemented)***	Reason
		report to the GMS at the nearest meeting; to decide the offering price of bonds, shares and convertible securities;	
	e. To decide the buy-back of shares under clauses 1 and 2, Article 133 of the LOE;	e. To decide ***the buy-back of no more than ten (10)% of the total shares of each class within twelve (12) months***; to decide the buy-back price under clause 2, Article 133 of the LOE;	
	f. ~~***To decide investment plans and projects within its authority and limits as prescribed by law;***~~	f. ***To decide investment plans and projects valued at less than thirty-five (35)% of total assets per the latest audited financial statements;***	
	g. To decide market development, marketing and technology solutions;	g. To decide market development, marketing, ***customer retention and development, seeking new customers, new-product development*** and technology solutions;	
	i. ~~***To elect, dismiss, remove the Chairperson; appoint, dismiss, sign/terminate contracts with the General Director and other key managers as prescribed by the Charter; decide their salaries, remuneration, bonuses and other benefits; appoint authorized representatives to the Members' Council or GMS of other companies, and decide their remuneration and benefits;***~~	i. ***To elect, dismiss or remove the Chairperson; appoint, dismiss or remove, sign/terminate contracts with the General Director and other managers/executives, except titles under the GMS's authority; decide their salaries, remuneration, bonuses and benefits; appoint authorized representatives to the Members' Council or BOD of other companies, and decide their remuneration/benefits (if any); approve the General Director's appointment/dismissal/removal of branch directors, heads of representative offices, factory directors, department heads and equivalent titles;***	
	j. To supervise and direct the General Director and other executives in the day-to-day business of the Company;	j. To supervise the General Director and other executives ***in implementing GMS/BOD resolutions, the Charter, internal management regulations and approved plans, and*** in the day-to-day business; ***to settle the Company's complaints against executives and decide the Company's representative for related legal procedures;***	

No.	Current provision ***(Italic, bold, strikethrough = deleted or amended)***	Draft provision ***(Italic, bold = amended/supplemented)***	Reason
	k. To decide the organizational structure; internal management regulations; establishment of subsidiaries, branches, representative offices, and capital contribution/purchase of shares in other enterprises;	k. ***On the basis of the General Director's proposal and/or BOD consensus, the BOD*** decides: the organizational structure ***from department/factory level upwards (including establishment, reorganization, dissolution)***; internal management regulations; ***establishment, reorganization, dissolution and bankruptcy request of wholly-owned subsidiaries***; establishment/reorganization/dissolution of branches, 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 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.***~~	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***	

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
	r. Not yet provided	***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;***	
	3. The BOD must report to the GMS on its results under ~~***Article 280 of Decree 155/2020/NĐ-CP dated 31 December 2020 detailing the Law on Securities***~~.	3. The BOD must report to the GMS on its results under ***the law and this Charter.***	Amended because Decree 155/2020/NĐ-CP may be repealed at any time and Article 1 does not stipulate that references to this Decree include amending/replacing documents.
	5. Not yet provided	***5. Disclosure of interests:*** ***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;*** ***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.***	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: [...]	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: [...]	Point d, clause 2, Article 157 of the 2020 LOE allows the Charter to provide otherwise,

No.	Current provision ***(Italic, bold, strikethrough = deleted or amended)***	Draft provision ***(Italic, bold = amended/supplemented)***	Reason
	d. Not yet provided	***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.***	so a commonly occurring case is added.
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 ***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.*** 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. ~~***Having full civil act capacity 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.	***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.	Restated for comprehensiveness and conformity with clause 2, Article 17 of the 2020 LOE. Amended to be more specific and conform with point c,

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
	c. ~~***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 the enterprise's capital representative at the Company and parent;***~~	c. ***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.***	clause 5, Article 162 of the 2020 LOE.
	~~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;	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, ***within the plans, budgets, limits and authority approved, decentralized or authorized by the BOD from time to time;*** d. To recommend to the BOD the organizational structure and internal management regulations; ***to issue internal regulations within authority or after BOD approval/opinion;*** [...] f. To decide salaries and other benefits for employees, including managers within the General Director's appointment authority; ***except salaries and benefits of titles within BOD authority;*** k. Fifteen (15) days before year-end, to submit to the BOD the detailed business plan for the next year, ***including objectives and plans for production, markets, existing customers, seeking new customers, new-product development, materials, quality, investment***	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 ***(Italic, bold, strikethrough = deleted or amended)***	Draft provision ***(Italic, bold = amended/supplemented)***	Reason
	  n. Not yet provided ***o. Not yet provided***	***and finance,*** on the basis of the appropriate budget and 5-year financial plan; ***n. Within their duties and powers, the General Director may authorize other individuals/organizations to perform related work as needed from time to time;*** ***o. 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;***	
	7. Not yet provided	***7. The General Director may be dismissed by the BOD in the following cases:*** ***a. Due to work needs, transfer or rotation of personnel of the Company or parent;*** ***b. Health conditions no longer ensuring continued work as General Director;*** ***c. A written resignation sent to the BOD;*** ***d. The labour contract expires or retirement, and the Company has no need to renew.***	Added because the Charter should clearly stipulate the grounds for dismissing the General Director.
	8. Not yet provided	***8. The General Director may be removed by the BOD in the following cases:*** ***a. Failing to complete duties or violating the Company's rules/regulations;*** ***b. Violating the law but not to criminal-prosecution level, or being compelled to terminate the labour contract;***	Added because the Charter should clearly stipulate the grounds for removing the General Director.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		c. No longer meeting the standards/conditions in clause 3, Article 36 of this Charter and relevant law.	
22	~~***Article 35. Obligations of the Company's executives***~~	***Delete entirely*** *(From here on, subsequent articles and cross-references are updated)*	Removed to avoid duplication, as this content is similar to Chapter X.
23	**Article 38. Composition of the Supervisory Board**		
	2. Supervisory Board members must meet the standards and conditions ~~***under Article 169 of the LOE and the Charter, specifically***~~: a. ~~***Having full civil act capacity and***~~ not being prohibited from managing enterprises under clause 2, Article 17 of the LOE; b. ***Not yet provided*** 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. ***Being trained in one of economics, finance, accounting, auditing, business administration or a field suitable to the Company's main business lines;*** f. ***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.***	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. ~~***BOD members, Supervisory Board members, the General Director and other executives must notify the BOD and Supervisory Board of transactions between the Company, its***~~	3. ***BOD members, Supervisory Board members (Supervisors), the General Director and other executives must notify the BOD of all potentially conflicting interests they may enjoy through economic***	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
	~~subsidiaries, or other companies controlled by the public company (over 50%) and such person or their related persons as prescribed by law. For such transactions approved by the GMS or BOD, the Company must disclose information on these resolutions under the securities law on disclosure.~~	***legal entities, transactions or other individuals. The content includes:*** ***[...]*** *(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/NĐ-CP (amended by clause 84, Article 1 of Decree 245/2025/NĐ-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:~~***	***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

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
	~~***names/addresses of the converting and converted companies; time and conditions for converting assets/shares/bonds into assets/contributed capital; labour use plan; implementation 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.***~~		(division, separation, consolidation, merger, conversion) under the 2020 LOE, which already details the forms of 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: [...]	1. The Company may be dissolved in the following cases: [...]	
	a. ~~***Upon expiry of the operating term stated in the Charter without an extension decision;***~~	***Delete***	Clause 5, Article 2 of the Charter does not stipulate an operating term.
	~~***b.***~~ By Resolution ~~***/Decision***~~ of the GMS;	***a.*** Under a resolution of the GMS;	The GMS does not issue “decisions.”
	~~***f. The Company has fewer than the minimum of three shareholders for six consecutive months;***~~	***b. The Company no longer has the minimum number of shareholders under the LOE for six (06) consecutive months without converting the enterprise type;***	Amended under point c, clause 1, Article 207 of the 2020 LOE.
	c. Having its ***business registration certificate revoked;***	***c.*** Having its ***Enterprise Registration Certificate revoked, except where the Law on Tax Administration provides otherwise.***	Added under point d, clause 1, Article 207 of the 2020 LOE.
	~~***d. A court declares the Company bankrupt under current law;***~~	***Delete***	Dissolution and bankruptcy are two independent cases.
	e. Dissolution before term by GMS decision;	***Delete***	This is a specific case of point a of this clause.
	g. Other cases as prescribed by law.	***Delete***	

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
			The law provides no other cases.

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. /TTr-HĐQT 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. [...] ***~~c. "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.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
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 *(See details in clause 3, Article 3 of the Draft Regulation)*	The Charter does not detail the order and procedures for this shareholder right, so it must be detailed to standardize the process and avoid disputes.
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 ***shareholders attending the GMS*** no more than 10 days before sending the notice. ***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.***	- 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.
	~~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: ***The Company must disclose information on preparing the list of shareholders entitled to attend at least twenty (20) days before the record date.***	Moved up from clause 2 to match the heading.
	~~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~~	4. Notice convening the GMS: The notice is sent to all shareholders ***on the list entitled to attend*** by ***post, email, text message, fax and/or other means of communication*** ensuring delivery to their ***registered*** contact address, and simultaneously disclosed on the Company's website and	Updated per the amendment to clause 3, Article 20 of the Charter.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
	~~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).~~	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, ***with postage paid or deposited in the mailbox)***	
	~~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: ***a. The convener must prepare the agenda and content of the GMS;*** b. The agenda and documents to be voted on are sent to shareholders ***(enclosed with the notice)*** 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 ***point d, clause 3, Article 13 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 name, shares held and the proposed item. - The convener may reject a proposal if it ***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;*** - The convener must accept and include the proposal unless ***clause 5, Article 19 of the Charter*** 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~~	6. Authorization to attend the GMS:	Removed content already in the

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
	~~***shareholder may attend directly or authorize others, or attend via forms under clause 3, Article 144 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 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.***~~	a. Authorization to attend under ***clause 2, Article 17 of the Charter*** must be in writing per civil law, stating the authorizing shareholder, the authorized person/organization, shares, content, scope, term and signatures; 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.	Charter; kept only the necessary provisions.
	~~***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. Voting method: ***a.*** By ballot: [...]	Added to clarify the roles of the Chair and vote-counting

No.	Current provision ***(Italic, bold, strikethrough = deleted or amended)***	Draft provision ***(Italic, bold = amended/supplemented)***	Reason
	~~***10.1***~~ By ballot: The GMS discusses and votes on each item by "in favour," "against," "abstention";	***- At the GMS, the Chair and vote-counting board guide shareholders/authorized persons on using ballots when voting on each item;*** - 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.***	board; and to conform with clause 10, Article 22 of the Charter.
	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),	Moved down from clause 10 and re-edited to be complete and concise.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		valid/invalid ballots; votes and ratios for each BOD/Supervisory Board candidate. ***d. The Company may use electronic vote-counting software, barcodes or QR codes to identify ballots and avoid errors.*** ***e. The vote-counting minutes and counted ballots are sealed and kept at the Company's head office.***	
	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.***	Added several cases; re-edited to be concise.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		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 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 ***~~clause 2, Article 147 of the LOE.~~***	1. The BOD may collect written opinions to adopt a GMS resolution when necessary, except cases under ***clause 11, Article 21 and clause 1, Article 23 of the Charter.***	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. ***The order and procedures for collecting written opinions to adopt a GMS resolution follow Article 23 of the Charter.***	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**		
	1. Not yet provided	***1. 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:*** ***a. Force majeure events, including without limitation natural disasters, war, epidemics, riots, terrorism, restrictive/prohibitive decisions of competent authorities; and/or***	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
		b. Other objective events which the BOD deems inconvenient and/or unsuitable for an in-person GMS.	
	~~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.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
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 information to perform governance/supervision, including but not limited to:*** ***- Organization-personnel; investment-assets; finance-accounting-capital; production-quality-materials-inventory; market-customers-orders; product development; contracts; receivables; complaints and material risks;*** ***- 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.*** ***b. The General Director and/or Management Board or other units must, including but not limited to:*** ***- 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;*** ***- 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;***	Adds the BOD's information rights per the Charter. Cross-reference, as the Charter is detailed.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
	4. Not yet provided	***- Report, provide information and explain on other matters related to the Company's operations.*** ***c. Where a BOD member misuses or discloses information, that member bears personal liability for all resulting damage (if any);*** ***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: ***Follow Article 27 of the Charter.*** 2. Standards/conditions for BOD membership: ***Follow clause 4, Article 26 of the Charter.***	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 cases 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 cases 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 ***under clause 4, Article 26 of the Charter; 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:	Updated under clause 4, Article 28 of the Charter.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		- ***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.***	
	~~***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); d. interests related to the Company/related parties; e. other information per Article 27 of the Charter; g. the Company must disclose the companies where the***~~	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;***	Amended to avoid duplication with point b, clause 3 of this Article.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
	~~***candidate holds BOD/managerial titles and related interests.***~~	***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.***	
	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 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.***~~	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 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.*** ***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.***	Amended under clause 4, Article 27 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. Number of BOD meetings ***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***	Added under clause 1, Article 31 of the Charter.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
	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.***~~	***members tie for highest, they elect one among themselves to convene.*** 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.*** ***c. Where the Chairperson does not convene because of prior notice of absence for force majeure or incapacity, 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.***	Added under clause 4, Article 31 of the Charter. Added to clarify meeting-preparation procedures.
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.***	As the Charter is not detailed, updated/added under Article 171 of the Law on Enterprises.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		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.***	
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 [...]***~~	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.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
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.
	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.***	The model Internal Corporate Governance

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		(Consider migrating this content to the Regulation on appointment/dismissal/removal of BOD-managed titles)	Regulation under Circular 116/2020/TT-BTC does not contain this provision.

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.   /TTr-HĐQT dated 24/08/2026)

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	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, ***deciding by majority; members with differing opinions may reserve their opinions in writing.*** 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. Not yet provided	***3. 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.***	Adds 04 governance principles to suit the BOD's position, function, tasks and powers.
	5. Not yet provided	***5. 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***	(as above)

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		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.	
	6. Not yet provided	***6. 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 reports/explanations or governance opinions do not alter or exempt the General Director's responsibility for executive matters within their authority.***	(as above)
	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.***~~	***Delete***	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***	Updated and detailed under point (q), clause 2, Article 28 of the Charter.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		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, 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.***	

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
4	**Article 5. Term and number of BOD members**		
	2. Not yet provided	***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.
	5. Not yet provided	***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.***	(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.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
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.
	~~***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.***~~	***Delete***	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 ~~***Article 155 of the LOE;***~~ 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 ***Article 6 of this Regulation;*** b. Resigning and being accepted ***under point b, clause 4, Article 27 of the Charter;*** c. Other cases ***under a GMS resolution and the Charter.***	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 ***the number in the effective GMS resolution and/or the remaining BOD members / non-***	Updated under point a, clause 5, Article 27 and point b, clause 3, Article 15 of the Charter.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		executive BOD members are fewer than the statutory minimum. The BOD must convene within 60 days from the date ***of the above cases;***	
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 ***(including additional and replacement elections)*** by cumulative voting, whereby each shareholder has votes equal to shares owned multiplied by the number of members ***to be elected*** [...]. ***Where the number of BOD members is insufficient, the GMS re-elects until complete.***	Added under clause 3, Article 22 of the Charter to cover all practical cases.
	~~4. Dismissal/removal of BOD members is decided by the GMS by ballot.~~	4. Dismissal or removal of BOD members ***at the GMS is by secret ballot or show of ballots as decided by the GMS or the GMS regulations.***	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 ***the following minimum contents***: a. Full name, DOB; ***education level, professional qualifications;*** ***c. Companies where the candidate holds BOD or Members' Council membership and/or other managerial titles;*** ***e. Assessment report on the candidate's contribution to the Company, where the candidate is currently a BOD member;*** ***g. Full name or information of the shareholder/group nominating the candidate (if any);***	Moved up from point g. Specified under clause 1, Article 26 of the Charter.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
		h. Other information/documents relevant to considering BOD-membership standards under the LOE and 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 [...] *(See details in clause 2, Article 11 of the Draft BOD Operating Regulation)*	Amended/supplemented per the amendments to clause 2, Article 28 of the Charter.
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;	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;	Updated under point b, clause 3, Article 15 of the Charter.

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	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;	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 under Article 165 LOE or the BOD acts/intends to act beyond its powers.***	Restated clearly and concisely per the Charter. Updated under point d, clause 3, Article 15 of the Charter.
12	**Article 14. Committees assisting the Board of Directors**		
	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.***~~	1. ***Currently, the BOD has not established committees. Instead, a BOD member assigned to a field is responsible for monitoring, inspecting, assessing, reporting to the BOD and proposing handling; such assignment does not create direct executive authority and does not replace the responsibility of the General Director, Management Board or unit heads for implementation and results.*** ***2. When necessary, the BOD may decide to establish formal committees (such as the Internal Audit Committee, the Nomination and Remuneration Committee) under clause 3, Article 32 of the Charter. The establishment decision must clearly define the scope, composition, operating rules and reporting mechanism to the BOD.***	Updated under Article 12 of the Internal Corporate Governance Regulation and to suit the Company's reality.

No.	Current provision *(Italic, bold, strikethrough = deleted or amended)*	Draft provision *(Italic, bold = amended/supplemented)*	Reason
13	**Article 15. Board of Directors meetings**		
	3. The Chairperson convenes BOD meetings ***~~in the following cases:~~***	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:***	Updated under clause 3, Article 31 of the Charter.
	a. At the request of the Supervisory Board ***~~or a non-executive BOD member;~~***	a. At the request of the Supervisory Board;	
	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.~~***	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.***	
	~~e. Other cases under the Charter.~~	***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. ***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.***	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. 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.*** ***2. The Chairperson or convener sends opinion forms and enclosures to each BOD member and Supervisor by***	Added to diversify and provide flexibility for adopting BOD resolutions/decisions.

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		post, fax, email or other electronic means ensuring delivery to their registered contact address. ***3. 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.*** ***4. The BOD counts votes and prepares counting minutes witnessed by a Supervisor. The minutes state valid/invalid votes; in favour/against/abstention; the result and effect.*** ***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.*** ***6. A resolution/decision adopted under clause 5 has the same value as one adopted at a BOD meeting.***	
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 ~~***be in Vietnamese and may also be made in English,***~~ including the following principal contents:	1. BOD meetings must be minuted and ***the meeting secretary*** may audio/video-record or store electronically ***to ensure the accuracy of the content, proceedings and results***. The minutes must include the following principal contents:	Updated under clause 9, Article 10 of the Internal Corporate Governance Regulation.

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. /TTr-HĐQT dated 24/08/2026)

No.	Current provision *(strikethrough, italic = deleted/amended)*	Draft provision *(underline, italic = amended/supplemented content)*	Reason
1	**Article 3. Rights, obligations and responsibilities of Supervisory Board members (Supervisors)** 4. ~~*Not yet provided*~~	**4.** *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.*	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 Supervisory Board member*~~ does not exceed five (05) years and may be re-elected without limit.	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. *The Supervisory Board must have at least one (01) Supervisor holding a practising certificate of accountant or auditor.*	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; *of whom at least one (01) Supervisor holds a practising certificate of accountant or auditor;*	Updated under point b, clause 2, Article 38 of the Charter; linked with

No.	Current provision *(strikethrough, italic = deleted/amended)*	Draft provision *(underline, italic = amended/supplemented content)*	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/*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;*	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. *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.* 3. Rights/obligations of the Head under *clause 2, Article 39* of the Charter, *specifically:* *a. Approving the periodic quarterly and annual supervision programme/plan;* *b–j. (See details in Article 6.3 of the Draft Regulation)*	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 *self-nominate or combine their ordinary shares to nominate candidates for election as Supervisory Board members.* *2. 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.*	Amended under Article 37 and clause 2, Article 37 of the Charter.

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	~~*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:*</u> *(See details in Article 11 of the Draft Regulation)*	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> *(From here on, subsequent article cross-references are updated)*	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.*~~	2. <u>*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.*</u> The Supervisory Board may require BOD members, the General Director and the approved audit organization's representative to attend <u>*the meeting*</u> and answer matters requiring clarification <u>*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 *(strikethrough, italic = deleted/amended)*	Draft provision *(underline, italic = amended/supplemented content)*	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. *No further provision.*	1. The Supervisory Board is independent of the Management Board and supervises its activities. <u>*Add clauses 2, 3, 4, 5:*</u> *(See details in Article 21 of this Draft Regulation)*	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. *No further provision.*	1. The Supervisory Board is independent of the BOD and supervises its activities. <u>*Add clauses 2, 3, 4, 5, 6, 7, 8, 9:*</u> *(See details in Article 22 of this Draft Regulation)*	Added to specify the Charter and Internal Corporate Governance Regulation.
11	*~~Not yet provided~~*	<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:

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	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.

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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."	*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.*	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.	*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.*	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**	*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."*	Standardizes wording and removes typos before submission to the GMS.

VIETNAM NATIONAL TEXTILE AND GARMENT GROUP
PHU BAI SPINNING MILL JOINT STOCK COMPANY

No: /NQ-ĐHĐCĐBT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hue, August 24th 2026

DRAFT

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

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020;
- The Charter of Organization and Operation of Phu Bai Spinning Mill Joint Stock Company dated April 28th, 2025;
- The Minutes of the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Mill Joint Stock Company dated August 24th, 2026;

Based on the voting results of the attending shareholders, the Extraordinary General Meeting of Shareholders of Phu Bai Spinning Mill Joint Stock Company unanimously adopted the Resolution, with the following contents:

Article 1: Approving change of the Supervisory Board Personnel

1. To dismiss Ms. Nguyễn Ngọc Mai Chi from her position as a Member of the Supervisory Board effective after the General Meeting. *(As per the attached Ms. Mai Chi's Letter)*
2. To do an additional election for 01 Member to the Supervisory Board for the 2022 - 2027 term:

a) The List of Candidate(s) and the attached election regulations.

b) Mr./Ms. ………………… has been elected with a voting ratio of 100%.

c) Composition of the Supervisory Board for the 2022 – 2027 term after the additional election:

- Ms. Trần Thị Thu Hằng
- Mr. Võ Hoàng Phụng.
- Mr./Ms. …………………

* Following the election of Mr./Ms. ………………… as an additional member, the Company's Supervisory Board now comprises the full complement of three (03) members, including: Ms. Tran Thi Thu Hang, serving as Head of the Supervisory Board; Mr. Vo Hoang Phung and Mr./Ms. ………………… as Members of the Supervisory Board of Phu Bai Spinning Mill Joint Stock Company, for the 2022 – 2027 term.

Article 2: Approving the contents of Proposal No. …../TTr-HĐQT dated August 24, 2026, of the Board of Directors regarding the 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 *(Proposal attached herewith).*

Article 3: Implementation

1. To assign the Board of Directors and the General Director – the Legal Representative of the Company – to implement the contents of this Resolution.
2. This Resolution shall take effect from August 24th, 2026.

3. The Resolution shall be sent to all shareholders within 24 hours from the conclusion of the General Meeting.

ON BEHALF OF
THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN

Phạm Văn Tân

**** Recipients:***

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