

No.: 100/2025/MNB-CBTT

Ho Chi Minh, June 13, 2025

EXTRAORDINARY INFORMATION DISCLOSURE

To:

- The State Securities Commission of Vietnam;
- The Vietnam Exchange;
- The Hanoi Stock Exchange.

1. Organization name: NHA BE GARMENT CORPORATION – JOINT STOCK COMPANY
 - Stock symbol: MNB
 - Address: 04 Ben Nghe, Tan Thuan Dong Ward, District 7, Ho Chi Minh City
 - Telephone: 028 38720077
 - Fax: 028 38725107
2. Content of disclosed information:

Update and supplement materials for the Annual General Meeting of Shareholders 2025, including:

 - Proposal on amendments and supplements to the Charter of Nha Be Garment Corporation – JSC
 - Proposal on the plan to issue shares under the employee stock ownership program “ESOP”
3. This information was published on the electronic information portal of Nha Be Garment Corporation – Joint Stock Company on 13/06/2025 at the following link:
<https://www.nhabe.com.vn>

We hereby certify that the above disclosed information is true and we take full responsibility before the law for the content of the disclosed information./.

NHA BE GARMENT CORPORATION – JSC
GENERAL DIRECTOR



Nguyen Ngoc Lan

PROPOSAL***Re: Amendments and Supplements of the Charter of Nha Be Garment Corporation – JSC*****To: The General Meeting of Shareholders of Nha Be Garment Corporation – JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the amendment and supplementation of the Company's Charter as follows:

No.	Current Charter Provision	Proposed Amendment/Supplement	Reason and Legal Basis
1.	Article 1. Interpretation of Terms: c. "Law on Enterprises" means <i>Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020.</i>	Article 1. Interpretation of Terms: c. "Law on Enterprises" means <i>Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020 and its amended and supplemented versions.</i>	Pursuant to Law No. 03/2022/QH15 amending and supplementing a number of articles of the 2020 Law on Enterprises.
2.	Article 17. Change of Rights 1. Any change or cancellation of special rights attached to a class of preferred shares shall be valid when approved by shareholders representing at least 65% of the total voting shares <i>of all shareholders attending the meeting.</i>	Article 17. Change of Rights 1. Any change or cancellation of special rights attached to a class of preferred shares shall be valid when approved by shareholders representing at least 65% of the total voting shares <i>of all shareholders present and voting at the meeting.</i>	Amended to comply with Clause 5, Article 7 of Law No. 03/2022/QH15 amending and supplementing a number of articles of the 2020 Law on Enterprises.



No.	Current Charter Provision	Proposed Amendment/Supplement	Reason and Legal Basis
3.	<p>Article 18. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of Meeting</p> <p>4. ...Proposals must clearly state the shareholder's name, contact address, nationality, <u><i>citizen identification number, identity card, passport, or other</i></u> valid legal documents for individual shareholders; name, enterprise code or <u><i>establishment decision number</i></u>, and head office address for institutional shareholders; the number of shares held by type; and the matters proposed to be included in the meeting agenda.</p>	<p>Article 18. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of Meeting</p> <p>4. ...Proposals must clearly state the shareholder's name, contact address, nationality, <u><i>legal identity document number</i></u> for individual shareholders; name, enterprise code or <u><i>legal documentation number</i></u>, and head office address for institutional shareholders; the number of shares held by type; and the matters proposed to be included in the meeting agenda.</p>	<p>Compliant with the 2020 Law on Enterprises and aligned with practical realities (identity cards CMND—are no longer valid as of January 01, 2025).</p>
4.	<p>Article 21. Conditions for Approval of Resolutions of the General Meeting of Shareholders</p> <p>1. A resolution on the following matters shall be approved if voted in favor by shareholders representing at least 65% of the total voting shares <i>of all shareholders attending the meeting</i>, except for cases stipulated in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises: [...]</p> <p>f) <u><i>Extension of the Company's operation</i></u></p> <p>2. Other resolutions shall be approved when voted in favor by shareholders representing more than 50% of the total voting shares <i>of all shareholders attending the meeting</i>, except for cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises;</p>	<p>Article 21. Conditions for Approval of Resolutions of the General Meeting of Shareholders</p> <p>1. A resolution on the following matters shall be approved if voted in favor by shareholders representing at least 65% of the total voting shares <i>of all shareholders attending the meeting</i>, except for cases stipulated in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises: [...]</p> <p>f) <u><i>Extension of the Company's operation</i></u></p> <p>2. Other resolutions shall be approved when voted in favor by shareholders representing more than 50% of the total voting shares <i>of all shareholders attending the meeting</i>, except for cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises;</p>	<p>Amended to comply with Clause 5, Article 7 of Law No. 03/2022/QH15 amending and supplementing a number of articles of the 2020 Law on Enterprises.</p>



5.	<p>Article 23. Resolutions and Minutes of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders must be recorded in minutes and may be audio recorded or documented and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must include the following principal contents: [...]</p> <p>g) The total number of votes on each matter put to a vote, indicating the method of voting, total number of valid and invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentage based <u>on the total number of voting shares of shareholders attending the meeting;</u></p>	<p>Article 23. Resolutions and Minutes of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders must be recorded in minutes and may be audio recorded or documented and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must include the following principal contents: [...]</p> <p>g) The total number of votes on each matter put to a vote, indicating the method of voting, total number of valid and invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentage based <u>on the total number of voting shares of shareholders present and voting at the meeting;</u></p>	<p>Amended to align with the revised Article 21. Conditions for Approval of Resolutions of the General Meeting of Shareholders pursuant to Clause 5, Article 7 of Law No. 03/2022/QH15 amending and supplementin g certain provisions of the 2020 Law on Enterprises.</p>
6.	<p>Article 27. Rights and Obligations of the Board of Directors</p> <p>2. The rights and obligations of the Board of Directors are regulated by law, the Charter of the Corporation, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations: [...]</p> <p>h. Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or greater than 35% of the total assets recorded in the latest financial statements of the Corporation <u>and</u> contracts and transactions under the decision-making authority of the General Meeting of Shareholders in accordance with Point d Clause 2 Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises.;</p>	<p>Article 27. Rights and Obligations of the Board of Directors</p> <p>2. The rights and obligations of the Board of Directors are regulated by law, the Charter of the Corporation, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations: [...]</p> <p>h. Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or greater than 35% of the total assets recorded in the latest financial statements of the Corporation <u>except</u> for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d Clause 2 Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises.;</p>	<p>Amended to comply with Point h, Clause 2, Article 153 of the Law on Enterprises 2020.</p>



The above amendments to the Charter shall take effect upon approval by the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration, discussion, and approval.

Sincerely./.

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

PHAM PHU CUONG



No.: .../TTTr - MNB

Ho Chi Minh City, June ..., 2025

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PROPOSAL

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

Re: Approval of the plan to issue the shares under the Employee Stock Ownership Program "ESOP"

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain contents on public offerings, securities issuance, tender offers, share repurchase, registration and delisting of public companies;
- The Charter on Organization and Operation of Nha Be Garment Corporation – Joint Stock Company ("the Company");

The Board of Directors ("BoD") of Nha Be Garment Corporation – Joint Stock Company respectfully submits to the General Meeting of Shareholders ("GMS") for approval of the plan to issue the shares under the Employee Stock Ownership Program ("ESOP") as follows:

1. **Name of stock:** Shares of Nha Be Garment Corporation – Joint Stock Company
2. **Type of stock:** Common shares
3. **Stock code:** MNB
4. **Par value:** 10,000 VND/share
5. **Current charter capital:** 200,000,000,000 VND
6. **Total shares issued:** 20,000,000 shares
Of which:
 - Number of outstanding shares:: 20,000,000 shares
 - Treasury shares: 0 shares
7. **Expected number of shares to be issued:** 1,000,000 shares
8. **Maximum expected issuance value at par:** 10,000,000,000 VND (In words: Ten billion VND)
9. **Issuance ratio (Number of expected shares to be issued/ Number of outstanding shares):** 5%
10. **Purpose of issuance:** Issuance of shares under the Employee Stock Ownership Program.
11. **Issuance recipients:** Members of the Board of Directors, Members of the Board of Supervisors, the Board of Management, the Chief Accountant, managerial positions, and key personnel of Nha Be Garment Corporation – Joint Stock Company.



12. Criteria: The criteria for determining the number of shares to be distributed to employees include:

- The position held by the Employee: Members of the Board of Directors, Members of the Board of Supervisors, the Board of Management, the Chief Accountant, managerial positions, and key personnel of Nha Be Garment Corporation – Joint Stock Company;
- The level of contribution to the Company's business operations in 2024;
- The significance of the Department where the employee is working.

13. Principles for determining the number of shares distributed to each recipient: The General Meeting of Shareholders shall authorize the Board of Directors to, based on the criteria approved by the GMS, determine the principles for allocating shares to each individual at the time of issuance.

14. Issuance price: 10,000 VND/share.

15. Principle for determining the issuance price: Equal to the par value.

16. Transfer restriction: Shares issued under the ESOP program shall be subject to a 100% transfer restriction for a period of 02 years from the closing date of the issuance.

17. Handling in case the employee resigns during the transfer restriction period: Employees participating in the Employee Stock Ownership Program share purchase program who resign before the end of the transfer restriction period must commit to sell the shares back to Nha Be Garment Corporation – Joint Stock Company at a price of 10,000 VND/share.

18. Implementation time: After the State Securities Commission of Vietnam (SSC) issues a notice confirming the receipt of the full set of issuance documents, the expected implementation period shall be Quarter III – Quarter IV of 2025.

19. Capital usage plan: The entire proceeds from the share issuance shall be used to supplement the Company's working capital for business operations.

20. Treatment of unsold shares: The number of shares is not fully subscribed as expected, the General Meeting of Shareholders shall authorize the Board of Directors to offer the unsold shares to other employees, ensuring that the selling price is not lower than 10,000 VND/share. If the Board of Directors cannot find suitable employees, the General Meeting of Shareholders authorizes the Board of Directors to adjust and reduce the total number of shares to be offered in accordance with the actual number of shares distributed.

21. Commitment to the trading of securities on an organized securities market: Upon completion of the offering, the General Meeting of Shareholders shall approve and authorize the Board of Directors to carry out procedures for the registration of additional securities with the Vietnam Securities Depository and Clearing Corporation and the registration of additional securities for trading with the Hanoi Stock Exchange.

22. Approval of charter capital adjustment: Approval of the amendments to the Charter (charter capital section) and adjustment of the Enterprise Registration Certificate at the competent state authority after receiving the SSC's notice confirming the receipt of the full report on the issuance results.

23. Authorization to the Board of Directors:

The General Meeting of Shareholders hereby authorizes the Board of Directors to carry out the following tasks related to the share issuance:

- Proactively prepare and submit the application dossier for the share issuance to the State Securities Commission of Vietnam and other relevant authorities. Concurrently, proactively amend the issuance plan and related documents to reflect the Company's actual circumstances or at the request of the SSC and other competent authorities, or to comply with applicable legal regulations (if any);

- Approve the plan to ensure that the share issuance complies with regulations on foreign ownership ratio in the event that shares are issued to employees who are foreign investors;
- Approve the list of employees eligible to participate in the program, the principles for determining the number of shares to be allocated to each participant, and the implementation time;
- Decide on the handling of shares that are not fully subscribed (if any);
- Develop a detailed capital utilization plan;
- Amend provisions related to charter capital, shares, and stock in the Company's Charter of Organization and Operation after receiving notification from the State Securities Commission of Vietnam (SSC) confirming full receipt of the issuance result report;
- Carry out procedures to amend the Company's enterprise registration details related to the change in charter capital in accordance with the actual results of the offering with the competent state authority after receiving notification from the SSC confirming full receipt of the issuance result report;
- Carry out procedures, tasks, and select an appropriate time to register the additional securities with the Vietnam Securities Depository and Clearing Corporation and register additional trading with the Hanoi Stock Exchange for the number of shares issued under the plan approved by the General Meeting of Shareholders after receiving notification from the SSC confirming full receipt of the issuance result report;
- Depending on specific cases, the Board of Directors may authorize the General Director to perform one or several of the above-mentioned tasks;
- Other matters related to the share issuance under the "ESOP" program.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully./.

Recipients:

- Shareholders;
- Board of Directors;
- File Office.BoD.

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

PHAM PHU CUONG

