

Ho Chi Minh City, June 26, 2026

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF
NHA BE GARMENT CORPORATION – JOINT STOCK COMPANY**

*(Issued pursuant to the Resolution of the 2026 Annual General Meeting of
Shareholders of*

Nha Be Garment Corporation - Joint Stock Company on June 26, 2026)

**CHAPTER I
GENERAL PROVISIONS**

Article 1: Significance and scope of application

1. The Internal Regulations on Corporate Governance of Nha Be Garment Corporation - Joint Stock Company is a system of principles for all corporate governance activities of Nha Be Garment Corporation, developed in accordance with the guidance of Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance, stipulating the contents regarding the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for convening the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, and the General Director, and other activities in accordance with the Company's Charter and other current provisions of the law.
2. This Regulation stipulates the fundamental principles of governance to protect the lawful rights and interests of shareholders, establishing standards of conduct and professional ethics for members of the Board of Directors, the Board of Supervisors, the General Director, and related persons in order to evaluate the effectiveness of the corporate governance of Nha Be Garment Corporation - Joint Stock Company.

Article 2: Interpretation of terms and abbreviations

1. In this Regulation, the following terms shall be understood as follows:
 - a. "Corporation" means Nha Be Garment Corporation - Joint Stock Company.
 - b. "Board of Management" means the General Director, Deputy General Directors, Executive Director, Chief Accountant, and other management positions within the Corporation appointed by the Chairman of the Board of Directors and the General Director.
 - c. "Major shareholder" is an organization or individual directly or indirectly owning 5% or more of the voting shares of the Corporation.
 - d. "Related person" is an organization or individual as defined in Clause 34, Article 6 of the Law on Securities, specifically as follows:
 - i. Parent Company, managers of the Parent Company, and persons authorized to appoint such managers with respect to The Corporation's subsidiaries in the group of companies;



- ii. The Corporation's subsidiaries with respect to the Parent Company in the group of companies;
 - iii. A person or group of persons capable of controlling the decision-making and operations of that Corporation through the corporate management body;
 - iv. Manager of the Corporation;
 - v. Spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological younger sibling, brother-in-law, younger brother-in-law, sister-in-law, younger sister-in-law of the manager of the Corporation or of a member or shareholder owning controlling capital contribution or shares;
 - vi. An individual authorized to represent the persons or the Corporation specified in points i, ii, iii, iv, and v of this Clause;
 - vii. An enterprise in which the persons or the Corporation specified in points i, ii, iii, iv, v, vi, and vii of this Clause own a controlling interest in the decision-making of the management bodies of that enterprise;
 - viii. A group of persons who agree to coordinate to acquire capital contributions, shares, or interests in the Corporation or to control the decision-making of the Corporation.
- e. An independent member of the Board of Directors is a member of the Board of Directors who meets the following conditions:
- Is a non-executive member of the Board of Directors and is not a related person of the General Director, Deputy General Director, Chief Accountant, and other managers appointed by the Board of Directors;
 - Is not a member of the Board of Directors, General Director, or Deputy General Director of the The Corporation's subsidiaries, associate companies, or companies controlled by the Corporation;
 - Does not work for organizations providing legal or auditing services to the Corporation in the most recent 02 (two) years;
 - Is not a partner or a related person of a partner whose annual transaction value with the Corporation accounts for thirty percent (30%) or more of the total revenue or total value of purchased goods and services of the Corporation in the most recent 02 (two) years;
- f. Manager: is an officer appointed by the Board of Directors and the General Director.
2. In this Regulation, any reference to any one or more regulations or other documents shall include amendments, supplements, or replacements of such documents.
3. The words or abbreviations in this Regulation have the following meanings:
- Corporation: Nha Be Garment Corporation - Joint Stock Company
 - NBC: Nha Be Garment Corporation – Joint Stock Company
 - GMS: General Meeting of Shareholders
 - BOD: Board of Directors
 - BOS: Board of Supervisors
 - GD: General Director
 - BOM: Board of Management



Article 3. Corporate governance principles

1. Ensuring an effective governance structure;
2. The BOD and BOS lead and control the Corporation effectively;
3. Ensuring the interests of shareholders and related persons;
4. Ensuring fair treatment among shareholders;
5. Transparency in all activities of the Corporation.

CHAPTER II

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 4. Rights and obligations of shareholders

1. Shareholders have full rights and obligations in accordance with the Law on Enterprises, relevant legal documents, and the Corporation's Charter, especially:
 - a. The right to freely transfer fully paid shares recorded in the Corporation's share register, except for cases where transfer is restricted by law, the Corporation's Charter, and decisions of the GMS;
 - b. The right to be treated fairly. Each share of the same type grants the shareholder equal rights, obligations, and benefits. In case the Corporation has preferred shares, the rights and obligations attached to such preferred shares must be fully disclosed to shareholders and must be approved by the GMS;
 - c. The right to full access to periodic and extraordinary information regarding the Corporation's operations disclosed by the Corporation in accordance with regulations;
 - d. The right and responsibility to attend GMS meetings and exercise voting rights directly, through an authorized representative, or by remote voting;
 - e. The right of pre-emption to purchase newly offered shares in proportion to the shareholding ratio in the Corporation.
2. Shareholders have the right to protect their legitimate interests. In case a decision of the GMS violates the law or the Corporation's Charter, or a decision passed by the BOD is contrary to the law or the Corporation's Charter and causes damage to the Corporation, shareholders have the right to request the cancellation or suspension of such decision in accordance with the Law on Enterprises.

Article 5. Matters related to major shareholders

1. Major shareholders shall not abuse their position to harm the rights and interests of the Corporation and other shareholders.
2. Major shareholders have the obligation to disclose information in accordance with the law.

Article 6. General Meeting of Shareholders

1. The GMS includes all shareholders with voting rights, operating through Annual GMS meetings and Extraordinary GMS meetings.
2. The GMS is the highest decision-making body of the Corporation and has the right to decide on all important matters of the Corporation in accordance with the law and the Corporation's Charter.



Article 7. Convening the General Meeting of Shareholders

1. Annual General Meeting of Shareholders: The GMS meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the Annual GMS meeting in case of necessity but not exceeding 06 months from the end of the fiscal year.
2. Extraordinary General Meeting of Shareholders: An Extraordinary GMS meeting is convened in the following cases:
 - a. The Board of Directors deems it necessary for the interests of the Corporation;
 - b. The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number required by law;
 - c. Upon the request of a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene the GMS must be made in writing, clearly stating the reason and purpose of the meeting, and must be signed by the relevant shareholders, or the request document may be made in multiple copies and collected with sufficient signatures of the relevant shareholders;
 - d. Upon the request of the Board of Supervisors;
 - e. Other cases as prescribed by law and the Corporation's Charter.

Article 8. Procedures and order for conducting Annual and Extraordinary GMS meetings

1. Notice of closing the list of shareholders entitled to attend the GMS: The notice of exercising rights shall be prepared according to form 07/THQ and sent to the Vietnam Securities Depository and Clearing Corporation at least 20 (twenty) working days before the record date for GMS attendance, posted on the Corporation's website, and announced on the media of the Stock Exchange where the Corporation has registered its shares for listing.
2. Based on the list of shareholders at the closing date, the Corporation shall send a Meeting Notice to all shareholders named on the list. The Meeting Notice includes the meeting agenda, time, location, and information related to matters to be discussed and voted on at the Meeting, and attendance/proxy forms, sent at least 10 (ten) days before the GMS meeting date. The GMS meeting notice may be sent to shareholders via email, fax, text message, phone call, or post. In case a shareholder is an employee of the Corporation, the notice may be announced via the "Daily News Program" or through the Corporation's media channels.
3. Method of registering for GMS attendance
 - a. To facilitate the Organizing Committee in preparing services, from documents and seating to voting ballots, in order to organize the GMS with the best results while saving costs and time, the Meeting Organizing Committee requests shareholders to register for attendance or authorize attendance at the Meeting at least 03 (three) days before the meeting date. Registration for attendance or authorization may be done via email, fax, text message, phone call, or post to the Organizing Committee.
 - b. Shareholders have the right to participate directly or indirectly through an authorized representative in GMS meetings. Shareholders may authorize one of the members of the BOD.



4. Conditions for conducting GMS meetings.
 - a. The GMS is conducted when the number of shareholders attending represents over 50% of the total voting shares.
 - b. In case there is an insufficient number of delegates within thirty (30) minutes from the scheduled opening time of the meeting, the convener shall cancel the meeting. The GMS must be reconvened within thirty (30) days from the intended date of the first GMS. The reconvened GMS shall only be conducted when the attending members are shareholders and authorized representatives representing at least 33% of the total voting shares.
 - c. In case the second meeting cannot be conducted due to an insufficient number of delegates as specified in point b of this Clause, the third GMS may be convened within twenty (20) days from the intended date of the second meeting. In this case, the Meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be considered valid and have the right to decide on all matters that the first GMS could have approved.

Article 9. Procedures for conducting meetings at the GMS

1. The Organizing Committee reports on the verification of the status of shareholders attending the Meeting
2. The GMS elects the chairperson, secretary, and vote-counting committee;
3. The chairperson approves the entire Meeting Agenda;
4. The BOD and BOS present Reports and Proposals for each matter requiring a vote before the entire GMS;
5. The GMS discusses and votes on each matter in the agenda;
6. The Secretariat approves the Minutes of the Meeting.
7. The GMS votes to approve the Minutes of the Meeting.

Article 10. Procedures and methods of voting at the General Meeting of Shareholders

1. The GMS discusses and votes on each matter in the agenda under the direction of the Chairperson.
2. When attending the GMS, each shareholder is issued a "Voting Card" issued by the Corporation, which records the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder.
3. The number of voting shares of each shareholder is equal to the number of shares owned by the shareholder or as an authorized representative of the owner.
4. After voting on the contents of the meeting, the Chairperson must immediately announce the results of each voted matter.
5. Shareholders arriving late to the GMS have the right to register immediately and subsequently have the right to participate and vote at the meeting, provided it is no later than fifteen (15) minutes after the Meeting has commenced.

Article 11. Election procedures at the General Meeting of Shareholders

1. Election principles
 - a. Ensuring democracy and fairness.
 - b. Direct election by secret ballot.

2. Election method

- a. The election of members of the BOD and BOS is carried out by cumulative voting;
- b. Each shareholder has a total number of voting rights corresponding to the total number of voting shares (including owned and authorized) multiplied by the number of members to be elected to the BOD and BOS;
- c. Shareholders may accumulate all their voting rights for one or more candidates, but the total number of voting rights must not exceed the total number of voting rights owned and authorized by that shareholder.

3. Principles for election results

- a. The elected members of the BOD or BOS are determined by the highest number of votes from highest to lowest, reaching a minimum of 65% of the total voting shares attending the Meeting, starting from the candidate with the highest number of votes until the required number of BOD members (05 persons) and BOS members (03 persons) is reached;
- b. In case candidates receive an equal number of votes, the GMS will immediately conduct a re-election for those candidates to select the person with the higher number of votes;
- c. In case the required number of members of the BOD and/or BOS is not reached, the Meeting will conduct a second election among the remaining candidates.

Article 12. Minutes of the General Meeting of Shareholders:

1. The Minutes of the GMS meeting must be prepared and include the following main contents:
 - a. Name and address of the head office;
 - b. Time and location of the meeting;
 - c. Meeting agenda;
 - d. Chairperson and Secretary;
 - e. Summary of opinions expressed by shareholders at the Meeting on each matter in the meeting agenda.
 - f. Matters discussed and voted on at the Meeting: number of votes for approval, votes for disapproval and abstentions.
 - g. Total number of voting shares of shareholders attending the meeting.
 - h. Total number of voting shares for each voted matter.
 - i. Decisions and proposals approved.
 - j. Full names and signatures of the chairperson and secretary.
2. The Minutes of the GMS meeting must be completed and approved before the closing of the meeting.
3. The chairperson and secretary of the meeting shall be jointly responsible for the honesty and accuracy of the content of the minutes.
4. The Minutes of the GMS meeting must be disclosed within twenty-four (24) hours from the conclusion of the GMS.

Article 13. Report on the activities of the BOD at the Annual GMS

The report on the activities of the BOD presented to the Annual GMS is prepared in accordance with point c, Clause 3, Article 139 of the Law on Enterprises and the Corporation's Charter, and must ensure the following contents:

- Assessment of the Corporation's performance during the fiscal year;
- Activities, remuneration, and operating expenses of the BOD;
- Summary of BOD meetings and BOD decisions;
- Activities of the Internal Audit Committee and other sub-committees under the BOD;
- Results of supervision of the Board of Management;
- Future plans.

Article 14. Report on the activities of the BOS at the Annual GMS

The report on the activities of the BOS presented to the Annual GMS is prepared in accordance with point d and point đ, Clause 3, Article 139 of the Law on Enterprises, and must also ensure the following contents:

- Activities of the BOS;
- Results of supervision of the Corporation's operational and financial situation;
- Results of supervision of members of the BOD, the General Director, and other managers;
- Control plan for the following year.

CHAPTER III:

MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS

Article 15. Organizational structure and role of the BOD:

1. The number of members of the Board of Directors is at least 05 (five) and at most 11 (eleven), elected by the GMS using the cumulative voting method. The structure of the BOD is as follows:
 - The number of non-executive members of the Board of Directors of the Corporation must ensure the following: The number, rights, obligations, and methods of organization and coordination of activities of members of the Board of Directors and non-executive members shall be in accordance with the Corporation's Charter.
2. The term of the BOD is five (05) years and may be re-elected for an unlimited number of terms;
3. In case a member loses their status as a member according to the law and the Corporation's Charter, is dismissed, removed, or for any reason cannot continue to serve as a member of the BOD, the BOD may appoint a new member to fill the vacancy, and this new member must be approved at the next GMS. After being approved by the GMS, the appointment of that member shall be considered effective from the date of appointment by the BOD. In case the new member is not approved by the GMS, all decisions of the BOD made prior to the GMS in which the replacement member participated in voting shall still be considered effective.
4. The BOD is the management body of the Corporation, having full authority on behalf of the Corporation to make decisions and exercise the rights and obligations of the Corporation not falling under the authority of the GMS.
5. The BOD develops, issues, and implements its own Regulation on organization and operation based on relevant provisions of the law and the Corporation's Charter; is responsible for setting the direction and business development strategy of the entire company for the year and long-term to be submitted to the GMS for approval; and manages

the activities of the Board of Management in accordance with the provisions of the Corporation's Charter and this Regulation.

6. The BOD has the right to establish committees and sub-committees to support the activities of the BOD.

Article 16. Standards for members of the BOD.

Members of the Board of Directors must meet the standards and conditions specified in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the following standards:

1. If not a shareholder, must have professional qualifications, experience, ability to organize and manage a business, and competence in business management or the main industry of the Corporation;
2. Have good health, good moral character, honesty, integrity, and legal knowledge;
3. Members of the Board of Directors may only simultaneously serve as members of the Board of Directors or the Board of Members at a maximum of 05 other companies.

Article 17. Powers of members of the BOD

Members of the BOD have full rights in accordance with the Law on Enterprises, relevant legal documents, and the Corporation's Charter, especially the right to be provided with information and documents regarding the financial situation and business operations of the Corporation and its units.

Article 18. Responsibilities and obligations of members of the BOD

1. Members of the BOD must fully comply with the responsibilities and obligations as prescribed by the Law on Enterprises and relevant legal documents.
2. Members of the BOD are responsible for performing their duties honestly and cautiously for the supreme interests of shareholders and the Corporation.
3. Members of the BOD must attend all BOD meetings and express clear opinions on matters discussed.
4. Members of the BOD are responsible for disclosing to the Corporation the remuneration they receive from The Corporation's subsidiaries, associate companies, and other organizations where they act as representatives of the Corporation's capital contribution.
5. Members of the BOD and their related persons, when buying or selling shares of the Corporation, must disclose information about such transactions in accordance with the law.
6. The Corporation may purchase liability insurance for members of the BOD after approval by the GMS. However, this insurance does not include insurance for the responsibilities of BOD members related to violations of the law and the Corporation's Charter.

Article 19. Responsibilities and obligations of the BOD

1. The BOD must fully comply with the responsibilities and obligations as prescribed by the Law on Enterprises and relevant legal documents.
2. The BOD is responsible to shareholders for the operations of the Corporation.
3. The BOD is responsible for ensuring that the Corporation's operations comply with the provisions of the law and the Corporation's Charter, treating all shareholders equally, and caring for the interests of persons with interests related to the Corporation.
4. The BOD develops regulations on the order and procedures for nomination, candidacy, election, dismissal, and removal of members of the Board of Directors and the order and procedures for organizing BOD meetings.

5. The BOD is responsible for developing a mechanism for performance evaluation, rewards, and discipline for members of the Board of Directors, members of the Board of Supervisors, the Board of Management, and other managers.
6. The BOD is responsible for preparing reports at the Annual GMS.

Article 20. BOD meetings

1. The BOD organizes meetings in accordance with the order prescribed in the Corporation's Charter. The organization of meetings, meeting agendas, and related documents are notified to BOD members in accordance with the time limits prescribed by law and the Corporation's Charter.
2. Minutes of BOD meetings must be prepared in detail and clearly. The Secretary and the Chairperson must sign the meeting minutes. Minutes of BOD meetings must be kept in accordance with the law and the Corporation's Charter.

Article 21. Sub-committees under the BOD

1. The BOD may establish sub-committees to support the activities of the BOD from time to time, including the development policy sub-committee, personnel sub-committee, remuneration sub-committee, and other sub-committees. The BOD needs to appoint 01 independent member of the BOD as the head of the personnel and remuneration sub-committees.
2. In case personnel and remuneration sub-committees are not established, the BOD may assign an independent member of the BOD to assist the BOD in personnel and remuneration activities.
3. The BOD provides detailed regulations on the establishment of sub-committees, the responsibilities of each sub-committee, the responsibilities of sub-committee members, or the responsibilities of the independent member assigned to be in charge of personnel and remuneration.

Article 22. Person in charge of corporate governance

1. The BOD must appoint at least 01 person to perform the duties of the Person in charge of corporate governance. The Person in charge of corporate governance must have legal knowledge and must not simultaneously work for an independent auditing firm currently auditing the Corporation's financial statements.
2. The Person in charge of corporate governance has the following rights and obligations:
 - a) Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related work between the Corporation and shareholders;
 - b) Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
 - c) Advising on meeting procedures;
 - d) Attending meetings;
 - e) Advising on procedures for drafting resolutions of the Board of Directors in accordance with the law;
 - f) Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;

- g) Supervising and reporting to the Board of Directors on the Corporation's information disclosure activities;
- h) Acting as a contact point with related parties;
- i) Maintaining information confidentiality in accordance with the law and the Corporation's Charter;
- j) Other rights and obligations as prescribed by law and the Corporation's Charter.

Article 23. Remuneration of the BOD

- 1. Remuneration of the BOD is approved by the GMS for each term.
- 2. In case a member of the BOD concurrently holds the position of Director or General Director, the remuneration includes the salary of the Director or General Director and other remuneration.
- 3. Remuneration, other benefits, and expenses paid and provided by the Corporation to each member of the BOD are disclosed in detail in the Corporation's Annual Report.

CHAPTER IV:

MEMBERS OF THE BOARD OF SUPERVISORS AND THE BOARD OF SUPERVISORS

Article 24. Organizational structure and role of the Board of Supervisors in corporate governance

- 1. The number of members of the Board of Supervisors must be from 03 (three) to 05 (five) members, elected by the GMS using the cumulative voting method.
- 2. Members of the BOS are elected by the GMS, the term of the Board of Supervisors is five (05) years and may be re-elected for an unlimited number of terms.
- 3. Supervisors elect one among them as the Head of the BOS by majority rule. The Head of the BOS assigns work to BOS members and is responsible for all activities of the BOS.
- 4. The BOS is the body representing shareholders to supervise the activities and compliance with the law and the Corporation's Charter by the BOD, the Board of Management, and managers in managing and operating the Corporation; it is responsible to the law and the GMS for the performance of assigned rights and duties. In the process of performing its duties, the Board of Supervisors may use the rights prescribed by law and the Corporation's Charter.
- 5. The BOS develops, issues, and implements its own Regulation on organization and operation based on relevant provisions of the law and the Corporation's Charter.

Article 25. Standards for members of the Board of Supervisors

- 1. Standards for members of the BOS
 - a. Have full civil act capacity and are not prohibited from establishing and managing enterprises according to the Law on Enterprises;
 - b. Are not the spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, or biological sister of members of the Board of Directors, the General Director, and other managers;
 - c. Must not hold executive positions in the company;
 - d. Must not work in the accounting or finance department of the Corporation;
 - e. Must not be a member or employee of an independent audit firm that has audited the Corporation's financial statements in the 03 consecutive years prior;

2. Standards for Head of Board of Supervisors: The Head of the Board of Supervisors must be a professional accountant or auditor and must work full-time at the Corporation.

Article 26. Right of Board of Supervisors members to access information

1. Board of Supervisors members have the right to access all information and documents related to the Corporation's operations. Members of the Board of Directors, the General Director, and other managers must provide information at the request of Board of Supervisors members.
2. The Corporation shall establish a mechanism to support Board of Supervisors members in operating and performing their duties effectively in accordance with the provisions of the law and the Corporation's Charter.

Article 27. Responsibilities and obligations of the Board of Supervisors

1. The Board of Supervisors is responsible to the Corporation's shareholders for its supervisory activities. The Board of Supervisors is responsible for supervising the Corporation's financial situation, the legality of the actions of Board of Directors members, the activities of the General Director and other managers of the Corporation, the coordination between the Board of Supervisors, the Board of Directors, the Board of Management, and shareholders, and other tasks as prescribed by law and the Corporation's Charter to protect the legitimate rights and interests of the Corporation and its shareholders.
2. The Board of Supervisors shall meet at least two (02) times per year, with at least two-thirds (2/3) of the Board of Supervisors members in attendance.
3. During Board of Supervisors meetings, the Board of Supervisors has the right to request members of the Board of Directors, members of the Board of Management, and independent auditors to attend and respond to issues of concern to the Board of Supervisors.
4. In case the Board of Supervisors discovers acts of violation of the law or the Corporation's Charter by members of the Board of Directors, the General Director, or other managers, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and take remedial measures. After a period of seven (07) days from the date of the aforementioned notice, if the violator does not cease the violation and take remedial measures, the Board of Supervisors is responsible for reporting this matter directly to the State Securities Commission.
5. The Board of Supervisors has the right to select and propose that the Board of Directors approve an independent audit firm to audit the Corporation's financial statements.
6. The Board of Supervisors is responsible for reporting at the Annual General Meeting of Shareholders.

Article 28. Remuneration of the Board of Supervisors

Annually, members of the Board of Supervisors are entitled to remuneration for performing the duties of the Board of Supervisors. Remuneration for Board of Supervisors members is approved by the General Meeting of Shareholders. The total remuneration, other benefits, and expenses paid and provided by the Corporation to each Board of Supervisors member shall be disclosed in the Corporation's annual report and to shareholders.

CHAPTER V

BOARD OF MANAGEMENT

Article 29. Organizational structure and role of the Board of Management

1. The Board of Management consists of the General Director, Deputy General Directors, and the Executive Director appointed by the Board of Directors.
2. The Board of Management is tasked with directly managing and operating the Corporation's business activities in accordance with the policies and directions set by the General Meeting of Shareholders and the Board of Directors from time to time; it is responsible to the General Meeting of Shareholders and the Board of Directors for the performance of assigned tasks.
3. Deputy General Directors and the Executive Director are assistants to the General Director in managing and operating one or more areas of the Corporation's activities as assigned by the General Director, and they report and are responsible to the General Director and before the law for their assigned tasks.
4. The Board of Directors assigns tasks within the Board of Management in accordance with the provisions of the law, the Corporation's Charter, Resolutions, Decisions of the General Meeting of Shareholders, the Board of Directors, and the provisions of this Regulation.

Article 30. Decisions and operational directives of the General Director and Deputy General Directors

1. Decisions and directives of the General Director
 - a. Based on the actual situation and within the scope of authority delegated by the Board of Directors, the General Director has full authority to issue decisions or operational directives to ensure that the Corporation's operations continuously develop sustainably in accordance with the direction and strategy approved by the General Meeting of Shareholders and the Board of Directors from time to time.
 - b. The decisions and operational directives of the General Director have the highest effectiveness for all officers in the Corporation, except for members of the Board of Directors and the Board of Supervisors.
 - c. Deputy General Directors, the Executive Director, and other relevant managers of the Corporation are responsible for strictly organizing the implementation of the General Director's decisions and operational directives.
2. Decisions and operational directives of Deputy General Directors and the Executive Director
 - a. Based on the actual situation and within the scope of authority delegated by the General Director, Deputy General Directors and the Executive Director have the right, on behalf of the General Director, to issue decisions and operational directives to ensure that the areas they are assigned by the General Director to oversee develop effectively and in accordance with the general direction and operational goals of the Corporation from time to time.
 - b. Decisions and operational directives of Deputy General Directors and the Executive Director have the same validity for all relevant individuals in the Corporation as the decisions and operational directives of the General Director.
 - c. In case it is deemed necessary, the General Director has the right to issue operational directives to negate the content of decisions and operational directives issued by Deputy General Directors.

3. Reporting

- a. The General Director directs the reporting to the Board of Directors periodically and upon request in accordance with regulations from time to time.
- b. All decisions and operational directives of the General Director and Deputy General Directors that change operational procedures or relate to new products and services must be sent in one (01) copy to the Chairman of the Board of Directors for reporting.
- c. Deputy General Directors are responsible for reporting promptly to the General Director regarding their major decisions and directives within their assigned scope of work.
- d. Reports of the General Director submitted to the Board of Directors or other documents issued by the Corporation shall be sent to supervisors at the same time and in the same manner as to members of the Board of Directors.
- e. The General Director and Deputy General Directors must provide timely, complete, and accurate information and documents regarding the management, operation, and business activities of the Corporation at the request of supervisors or the Board of Supervisors. The notification method to the Board of Supervisors shall be the same as that for the Board of Directors.

CHAPTER VI

COORDINATION BETWEEN THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS AND BOARD OF MANAGEMENT

Article 31. Coordination principles

The Board of Directors, the Board of Supervisors, and the Board of Management coordinate their activities according to the following principles:

- Always act in the common interest of the Corporation;
- Strictly comply with relevant provisions of the law and the Corporation.
- Work with the highest sense of responsibility, honesty, cooperation, and regular exchange to jointly resolve obstacles and difficulties (if any).

Article 32. Coordination between the Board of Directors and the Board of Management

1. Coordination in working and developing relationships with superior agencies, relevant departments, major partners, and customers...

- a. The Chairman of the Board of Directors or the General Director is the representative of the Corporation in meetings or events with leaders of superior agencies, relevant departments, business partners, or important major customers. In case they cannot attend, the Chairman of the Board of Directors or the General Director shall authorize another member of the Board of Directors or a member of the Board of Management to perform the task and must report back so that the Chairman of the Board of Directors and the General Director are fully informed of the content.
- b. At important meetings or receptions, the presiding person decides on other participants, including members of the Board of Directors, members of the Board of Management, or members of the Board of Supervisors assigned to monitor the relevant area.

2. Coordination in implementing assigned tasks

- a. At Board of Directors meetings, the Chairman of the Board of Directors, based on the meeting content, decides to invite additional Deputy General Directors or other managers of the Corporation in charge of relevant areas to attend and provide input.

- b. At periodic or extraordinary meetings of the Board of Management or meetings related to important content chaired by members of the Board of Management, the presiding person, based on the meeting content, decides to invite the Chairman of the Board of Directors to attend and provide directives.
- c. The meeting content must be recorded in minutes, and one copy must be sent to the Chairman of the Board of Directors for reporting.
- d. The Corporation's Board of Management shall perform periodic reporting or reporting upon request in accordance with the Corporation's regulations, fully and on time.
- e. In case of detecting risks that may significantly affect the reputation or business operations of the Corporation or other matters deemed necessary, the General Director and Deputy General Directors must report immediately to the Chairman of the Board of Directors and the Board of Directors member directly monitoring that area.

3. Other coordination

The Chairman of the Board of Directors and the General Director create conditions for members of the Board of Directors and Deputy General Directors to participate in professional training courses, practical survey activities, and professional seminars both domestically and internationally to cultivate, learn from experience, and improve knowledge of corporate governance and operation. Participation in professional training courses by members of the Board of Directors and Deputy General Directors must not affect the general work of the Corporation.

Article 33. Coordination between the Board of Directors and the Board of Supervisors

- 1. The Chairman of the Board of Directors ensures that the Head of the Board of Supervisors or Board of Supervisors members are invited to attend all periodic or extraordinary meetings of the Board of Directors.
- 2. In addition to periodic reports, Board of Supervisors members have the right to request the Board of Directors to provide information and documents regarding the management, operation, and business activities of the Corporation.
- 3. The Board of Directors ensures that all financial information and other information provided to members of the Board of Directors, as well as minutes of Board of Directors meetings, must be provided to Board of Supervisors members at the same time as they are provided to members of the Board of Directors.
- 4. The Board of Directors creates favorable conditions for the Board of Supervisors to perform its rights and obligations.

CHAPTER VII:

REGULATIONS ON PERFORMANCE EVALUATION, REWARD, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, GENERAL DIRECTOR, OTHER MANAGERS

Article 34. Performance evaluation of members of the Board of Directors, Supervisors, and General Director

- 1. The Board of Directors is responsible for establishing performance evaluation standards for all subjects, including members of the Board of Directors, the General Director, and other managers.
- 2. Performance evaluation standards must harmonize the interests of corporate managers with the long-term interests of the Corporation and shareholders. Financial and non-financial

indicators used in the evaluation are carefully considered and decided by the Board of Directors from time to time. In particular, non-financial indicators may include: interests of stakeholders, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on assigned functions and tasks and established evaluation standards/achieved results, the Board of Directors organizes the evaluation of the performance of Board of Directors members.
4. The performance evaluation of supervisors is organized and implemented according to the method mentioned in the organizational structure and operation of the Board of Supervisors.
5. The performance evaluation of the General Director and other managers is carried out according to internal regulations or may be based on the self-evaluation of these managers.

Article 35. Reward

1. The Board of Directors is responsible for developing reward policies. Rewards are implemented based on the performance evaluation results in Article 34 of this Regulation.
2. Forms of reward: in cash, in shares, or other forms developed by the Board of Directors. Reward forms shall be planned by the General Director and submitted to the Board of Directors for approval; in case of exceeding authority, they shall be submitted to the General Meeting of Shareholders for approval.
3. Rewards for members of the Board of Directors and supervisors shall be decided by the General Meeting of Shareholders.
4. For the Corporation's managers: the reward fund is extracted from the Corporation's reward and welfare fund and other legal sources. The reward level is based on the actual annual business results. The General Director proposes to the Board of Directors for approval; in case of exceeding authority, it shall be submitted to the General Meeting of Shareholders for approval.

Article 36. Discipline

1. The Board of Directors is responsible for developing disciplinary forms based on the nature and severity of the violation. The highest form of discipline must be dismissal or removal from office.
2. Members of the Board of Directors, supervisors, and managers of the Corporation who commit acts of violation of the law and the Corporation's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the law and the Corporation's Charter. In case of causing damage to the interests of the Corporation, shareholders, or others, they must pay compensation in accordance with the law.

CHAPTER VIII: PREVENTION OF CONFLICTS OF INTEREST

Article 37. Duty of honesty and avoidance of conflicts of interest for members of the Board of Directors, Board of Supervisors, General Director, and other managers

1. Members of the Board of Directors, supervisors, the General Director, and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, supervisors, the General Director, other managers, and persons related to these members are not allowed to use business opportunities that may

benefit the Corporation for personal purposes; they are not allowed to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors of transactions and contracts between the Corporation, its subsidiaries, and themselves or their related persons. The Corporation must disclose information about these transactions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors are not allowed to vote on transactions in which they or their related persons participate, including transactions where the material or non-material interests of that Board of Directors member have not been determined. The aforementioned transactions must be disclosed in the Corporation's Annual Report.
5. Members of the Board of Directors, supervisors, the General Director, other managers, and persons related to the aforementioned members are not allowed to use undisclosed information of the Corporation or disclose it to others to perform related transactions.

Article 38. Transactions with related persons

1. When conducting transactions with related persons, the Corporation must sign a written contract based on the principle of equality and voluntariness. The contract content must be clear, specific, and disclosed to shareholders upon request.
2. The Corporation needs to apply necessary measures to prevent related persons from interfering in the Corporation's operations and causing damage to the Corporation's interests through controlling transactions, purchases, sales, and prices of the Corporation's goods and services.
3. The Corporation needs to apply necessary measures to prevent shareholders and related persons from conducting transactions that cause loss of capital, assets, or other resources of the Corporation.

Article 39. Transactions with shareholders, corporate managers, and related persons of these subjects

1. The Corporation is not allowed to grant loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, members of the Board of Management, managers, and related persons, or any legal entity in which the above subjects have financial interests.
2. The Corporation is not allowed to provide loans or guarantees to related persons of institutional shareholders, except in the following cases:
 - a. The Corporation and the organization that is a related person of the shareholder are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups, companies with cooperative relationships, strategic partners of the Corporation, and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the Corporation's Charter;
 - b. In cases where the law provides otherwise.
3. Except for transactions approved by the General Meeting of Shareholders, the Corporation is not allowed to perform the following transactions:

- a. Granting loans or guarantees to members of the Board of Directors, supervisors, the General Director, other managers, and related individuals and organizations of these subjects, except in cases where the Corporation and the organization related to the shareholder are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups, and specialized laws provide otherwise.
 - b. Transactions resulting in a total transaction value of 35% or more of the total asset value recorded in the most recent financial statements between the Corporation and one of the following subjects:
 - Members of the Board of Directors, supervisors, the General Director, other managers, and their related persons;
 - Shareholders, authorized representatives of shareholders owning over 10% of the total common shares of the Corporation, and their related persons;
 - Enterprises related to the subjects specified in Clause 2, Article 159 of the Law on Enterprises.
4. The Board of Directors approves contracts and transactions specified in Point b, Clause 4 of this Article with a value of less than 35% of the total asset value recorded in the most recent financial statements or another ratio smaller than that specified in the Corporation's Charter.

Article 40. Ensuring the legitimate rights of parties with interests related to the Corporation

1. The Corporation must respect the legitimate rights of parties with interests related to the Corporation, including banks, creditors, employees, consumers, suppliers, the community, and others with interests related to the Corporation.
2. The Corporation needs to actively cooperate with those with interests related to the Corporation through:
 - a. Providing sufficient necessary information to banks and creditors to help them evaluate the Corporation's operational and financial situation and make decisions;
 - b. Encouraging them to provide opinions on business operations, financial situation, and important decisions related to their interests through direct contact with the Board of Directors, the Board of Supervisors, and the General Director.
3. The Corporation must comply with regulations on labor, environment, and activities with responsibility to the community and society.

CHAPTER IX: REPORTING AND INFORMATION DISCLOSURE

Article 41. Obligation to disclose information

1. The Corporation has the obligation to disclose fully, accurately, and timely periodic and extraordinary information about its production and business operations, financial situation, and corporate governance situation to shareholders and the public. Information and methods of information disclosure are implemented in accordance with the provisions of the law and the Corporation's Charter. In addition, the Corporation must disclose fully, accurately, and timely other information if such information is likely to affect securities prices and affect the decisions of shareholders and investors.

2. Information disclosure is implemented in ways that ensure shareholders and the investing public can access it fairly. Language in information disclosure needs to be clear, easy to understand, and avoid causing misunderstanding for shareholders and investors.

Article 42. Disclosure of information about the Corporation's management organizational model

1. The Corporation must report to the State Securities Commission, the Stock Exchange, and disclose information about the management organizational model and the Corporation's operations in accordance with Article 137 of the Law on Enterprises.
2. In case of changing the operational model, the Corporation must report to the State Securities Commission, the Stock Exchange, and disclose information within 24 hours from the time the General Meeting of Shareholders decides to change the model.

Article 43. Disclosure of information about the Corporation's governance situation

1. The Corporation must disclose information about its governance situation at annual General Meetings of Shareholders and in the Corporation's Annual Report in accordance with the law on securities and the securities market, including the following main contents:
 - Members and structure of the Board of Directors and the Board of Supervisors;
 - Activities of the Board of Directors and the Board of Supervisors;
 - Activities of independent non-Board of Management of Directors members;
 - Activities of the Board of Directors' sub-committees;
 - Plans to enhance the efficiency of corporate governance activities;
 - Remuneration and expenses for members of the Board of Directors, members of the Board of Management, and members of the Board of Supervisors;
 - Information about transactions of the Corporation's shares by members of the Board of Directors, the Board of Management, the Board of Supervisors, major shareholders, and persons related to the above subjects;
2. The Corporation has the obligation to report periodically every six (06) months and disclose information about the Corporation's governance situation as prescribed to the State Securities Commission and the Hanoi Stock Exchange.

Article 44. Responsibility for reporting and information disclosure of members of the Board of Directors, members of the Board of Supervisors, the General Director, and the Chief Accountant

In addition to the responsibilities prescribed in Article 24 of this Regulation, members of the Board of Directors, supervisors, and the General Director are responsible for reporting and disclosing information about transactions in the following cases:

1. Transactions between the Corporation and a company where the above members are founding members or members of the Board of Directors or General Director within the three (03) years prior to the transaction time.
2. Transactions between the Corporation and a company in which related persons of the above members are members of the Board of Directors, General Director, or major shareholders.
3. Transactions that may bring material or non-material benefits to the above members.

Article 45. Organization of information disclosure

1. The Corporation must develop and issue regulations on the Corporation's information disclosure in accordance with the Law on Securities and guiding documents.
2. The Corporation must have at least one information disclosure officer, or a concurrently appointed manager. The information disclosure officer of a public corporation has the following responsibilities:
 - a. Disclosing the Corporation's information to the public in accordance with the law and the Corporation's Charter;
 - b. Publicizing the name and work phone number for shareholders to contact directly.
 - c. In case the information disclosure officer is a concurrently appointed manager, they must have enough time to perform their duties, especially in contacting shareholders, relevant departments, guiding and recording shareholder opinions, and periodically disclosing responses to shareholder opinions and corporate governance issues as prescribed.

CHAPTER X

SUPERVISION AND HANDLING OF VIOLATIONS

Article 46. Supervision

Nha Be Garment Corporation, organizations, individuals, and related persons must be subject to corporate governance supervision by the State Securities Commission, the Hanoi Stock Exchange, and other competent authorities in accordance with the law.

Article 47. Handling of violations

1. Upon seeing any officer or employee of the Corporation (including members of the Board of Directors, Board of Supervisors, and Board of Management) committing acts of violation of this Regulation, the person who discovers it must immediately notify the Chairman of the Board of Directors and the Head of the Board of Supervisors.
2. In case the Board of Supervisors discovers acts of violation of the law or the Corporation's Charter by members of the Board of Directors or the Board of Management, the Head of the Board of Supervisors must notify the Board of Directors in writing within 48 (forty-eight) hours, requesting the violator to cease the violation and take remedial measures. After a period of seven (07) days from the date of the aforementioned notice, if the violator does not cease the violation and take remedial measures, the Head of the Board of Supervisors is responsible for reporting this matter directly to the State Securities Commission.
3. All cases of violation of this Regulation will be considered and disciplined by the Board of Directors in accordance with the law and/or the Corporation's regulations. In case the person's violation causes damage to the Corporation, the violator must also compensate the Corporation for damages in accordance with the regulations.

CHAPTER XI

IMPLEMENTATION PROVISIONS

Article 48. Effectiveness

1. This Regulation has 11 chapters and 48 articles.
2. In case there are provisions of the law related to the Corporation's operations that are not mentioned in this Regulation, or in case there are new provisions of the law that differ from the provisions in this Regulation, those provisions of the law shall naturally be applied to adjust the Corporation's operations.

3. This Regulation takes effect immediately after the General Meeting of Shareholders votes to approve and consents to the effectiveness of the full text of this Regulation.
4. Amendments and supplements to this Regulation to suit the Corporation's operations and legal provisions shall be decided by the General Meeting of Shareholders./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



PHAM PHU CUONG

