

Ho Chi Minh City, June 26, 2026

REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS

*(Issued in conjunction with Resolution No.:01/2026/NQ-ĐHĐCĐ Date June 26, 2026
of the General Meeting of Shareholders of Nha Be Garment Corporation – Joint Stock Company)*

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulations on Operation of the Board of Directors specify the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and Members of the Board of Directors to ensure operation in accordance with the Law on Enterprises, the Corporation's Charter, and other relevant legal regulations.
2. Subjects of application: These Regulations apply to the Board of Directors and Members of the Board of Directors.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works on a collective basis. Members of the Board of Directors are personally responsible for their assigned tasks and are collectively responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Corporation.
2. The Board of Directors assigns the General Director the responsibility of organizing and managing the implementation of the resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of Members of the Board of Directors

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, and the Corporation's Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Corporation and its units.
2. Members of the Board of Directors have obligations as prescribed by the Corporation's Charter and the following obligations:
 - a) To perform their duties honestly and carefully in the best interests of the shareholders and the Corporation;
 - b) To attend all meetings of the Board of Directors and express opinions on the issues discussed;
 - c) To report promptly and fully to the Board of Directors on remuneration received from subsidiaries, associate companies, and other organizations;

d) To report to the Board of Directors at the nearest meeting on transactions between the Corporation, its subsidiaries, or other companies in which the Corporation holds a controlling interest of 50% or more of the charter capital with the Member of the Board of Directors and their related persons; and transactions between the Corporation and a company in which the Member of the Board of Directors is a founding member or a business manager within the 03 years immediately preceding the transaction date;

đ) To perform information disclosure when trading the Corporation's shares in accordance with the law.

3. Independent Members of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors.

Article 4. Right of Members of the Board of Directors to be provided with information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers within the Corporation to provide information and documents regarding the financial situation and business operations of the Corporation and its units.

2. The requested manager must provide information and documents promptly, fully, and accurately as requested by the Member of the Board of Directors. The order and procedures for requesting and providing information shall be as prescribed by the Corporation's Charter.

Article 5. Term, number, and structure of Members of the Board of Directors

1. The number of Members of the Board of Directors shall be at least 05 (five) and at most 11 (eleven), elected by the General Meeting of Shareholders using the cumulative voting method.

2. The term of a Member of the Board of Directors is 05 (five) years; Members of the Board of Directors may be re-elected for an unlimited number of terms. In the event that the terms of all Members of the Board of Directors end at the same time, those members shall continue to serve as Members of the Board of Directors until new members are elected to replace them and take over the work;

3. The structure of the Board of Directors is as follows:

The number of non-executive Members of the Board of Directors of the Corporation must ensure the following requirements:

- The number, rights, obligations, and methods of organizing and coordinating the activities of the Members of the Board of Directors and non-executive Members of the Board of Directors shall be implemented in accordance with the provisions of the Corporation's Charter.

Article 6. Standards and conditions for Members of the Board of Directors

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

a) If not a shareholder, they must have professional qualifications, experience, the ability to organize and manage a business, and competence in business management or the Corporation's core business lines;

b) Have good health, good moral character, be honest, incorruptible, and have knowledge of the law;

c) A Member of the Board of Directors may simultaneously serve as a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

2. Independent Members of the Board of Directors of the Corporation must meet the following standards and conditions:

a) Not be a person currently working for the Corporation, its parent company, or its subsidiaries; not have worked for the Corporation, its parent company, or its subsidiaries for at least the 03 (three) consecutive years immediately preceding;

b) Not be a person currently receiving salary or remuneration from the Corporation, except for allowances that Members of the Board of Directors are entitled to receive as prescribed;

c) Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological older sibling, biological older sister, or biological younger sibling is a major shareholder of the Corporation; or is a manager of the Corporation or its subsidiaries;

d) Not be a person who directly or indirectly owns at least 01% of the total voting shares of the Corporation;

đ) Not be a person who has served as a member of the Board of Directors or the Board of Supervisors of the Corporation for at least the 05 (five) consecutive years immediately preceding, except in cases of being appointed for two consecutive terms;

e) Other standards and conditions as per the Corporation's Charter.

3. An Independent Member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions prescribed in Clause 2 of this Article and shall automatically cease to be an Independent Member of the Board of Directors from the date they no longer meet such standards and conditions. The Board of Directors must announce the case where an Independent Member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional Independent Member of the Board of Directors within 06 months from the date of receiving the notice from the relevant Independent Member of the Board of Directors.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors of the Corporation shall not concurrently serve as the General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) To establish the program and activity plan of the Board of Directors;

b) To prepare the program, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c) To organize the approval of resolutions and decisions of the Board of Directors;

d) To supervise the organization and implementation of resolutions and decisions of the Board of Directors;

đ) To chair the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by the Law on Enterprises and the Corporation's Charter.

4. In the event that the Chairman of the Board of Directors submits their resignation or is removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or removal. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Corporation's Charter. In the event that there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education center, absconds from their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

5. When deemed necessary, the Board of Directors shall decide to appoint a Secretary of the Corporation. The Secretary of the Corporation has the following rights and obligations:

- a) To assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;
- b) To assist Members of the Board of Directors in exercising their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Corporation in building shareholder relations and protecting the legitimate rights and interests of shareholders; and in complying with the obligations of information provision, information disclosure, and administrative procedures;
- đ) Other rights and obligations as prescribed by the Corporation's Charter.

Article 8. Dismissal, removal, replacement, and addition of Members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a Member of the Board of Directors in the following cases:

- a) Failing to meet the standards and conditions prescribed in Article 155 of the Law on Enterprises;
- b) Submitting a resignation letter that is accepted;
- c) Other cases as prescribed by the Corporation's Charter.

2. The General Meeting of Shareholders shall remove a Member of the Board of Directors in the following cases:

- a) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases as prescribed by the Corporation's Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a Member of the Board of Directors; or dismiss or remove a Member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.



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

- a) The number of Members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Corporation's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b) The number of Independent Members of the Board of Directors decreases, failing to ensure the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
- c) Except for the cases prescribed in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace Members of the Board of Directors who have been dismissed or removed at the nearest meeting.

Article 9. Methods of electing, dismissing, and removing Members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Corporation's Charter. The nomination of candidates to the Board of Directors shall be carried out as follows:

- a) Common shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders;

Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares have the right to nominate 01 candidate; from 20% to less than 50% of the total voting shares have the right to nominate two candidates; from 50% to less than 65% of the total voting shares have the right to nominate three candidates; from 65% of the total voting shares have the right to nominate the full number of candidates.

- b) Based on the number of Members of the Board of Directors, the shareholders or groups of shareholders prescribed in this Clause have the right to nominate one or more persons as candidates for the Board of Directors as decided by the General Meeting of Shareholders. In the event that the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. In the event that the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Corporation's Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Board of Directors in accordance with the law.

3. Voting for the election of Members of the Board of Directors must be conducted using the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to allocate all or part of their

total voting rights to one or more candidates. The elected Members of the Board of Directors shall be determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Corporation's Charter is reached. In the event that 02 or more candidates receive the same number of votes for the last position of the Board of Directors, a re-election shall be conducted among those candidates with the same number of votes or selection shall be made based on the criteria of the election regulations or the Corporation's Charter.

4. The election, dismissal, and removal of Members of the Board of Directors shall be decided by the General Meeting of Shareholders based on the voting principle.

Article 10. Notification of election, dismissal, and removal of Members of the Board of Directors

1. In the event that candidates for the Board of Directors have been identified, the Corporation must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Corporation if elected as a Member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including Board of Directors positions at other companies);
- đ) Interests related to the Corporation and the Corporation's related parties;
- e) Other information (if any) as prescribed by the Corporation's Charter;
- g) The Corporation is responsible for disclosing information about companies where the candidate is currently holding the position of Member of the Board of Directors, other management positions, and the candidate's interests related to the Corporation (if any).

2. Notification of the results of the election, dismissal, and removal of Members of the Board of Directors shall be carried out in accordance with regulations guiding information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Corporation, having full authority on behalf of the Corporation to decide and exercise the rights and obligations of the Corporation, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Corporation's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) To decide on the strategy, medium-term development plans, and annual business plans of the Corporation;
- b) To propose the types of shares and the total number of shares authorized to be offered for each type;
- c) To decide on the sale of unsold shares within the scope of the number of shares authorized to be offered for each type; to decide on raising additional capital in other forms;
- d) To decide on the selling price of the Corporation's shares and bonds;
- đ) To decide on share buybacks in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- g) To decide on solutions for market development, marketing, and technology;
- h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Corporation, and contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, and terminate contracts with the General Director and other important managers as prescribed by the Corporation's Charter; to decide on the salary, remuneration, bonuses, and other benefits of those managers; to appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies; to decide on the remuneration and other benefits of those persons;
- k) To supervise and direct the General Director and other managers in the daily business operations of the Corporation;
- l) To decide on the organizational structure and internal management regulations of the Corporation; to decide on the establishment of subsidiaries, branches, and representative offices; and on capital contributions and share purchases in other enterprises;
- m) To approve the program and content of documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- n) To submit the annual audited financial statements to the General Meeting of Shareholders;
- o) To propose the dividend payout ratio; to decide on the time limit and procedures for dividend payment or handling losses incurred during business operations;
- p) To propose the reorganization or dissolution of the Corporation; to request the bankruptcy of the Corporation;
- q) To decide on the issuance of the Regulations on Operation of the Board of Directors and the Internal Regulations on Corporate Governance after being passed by the General Meeting of Shareholders; and the Regulations on Information Disclosure of the Corporation;
- r) To request the General Director, Deputy General Directors, and other managers within the Corporation to provide information and documents regarding the financial situation and business operations of the Corporation and its units.



s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and the Corporation's Charter.

3. The Board of Directors passes resolutions and decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Corporation's Charter. Each Member of the Board of Directors has one vote.

4. In the event that a resolution or decision passed by the Board of Directors is contrary to the provisions of the law, the resolutions of the General Meeting of Shareholders, or the Corporation's Charter, causing damage to the Corporation, the members who voted in favor of passing such resolution or decision shall be jointly and personally responsible for that resolution or decision and must compensate the Corporation for the damage; members who opposed the passing of the aforementioned resolution or decision shall be exempted from responsibility. In this case, shareholders of the Corporation have the right to request the Court to suspend the implementation of or cancel the aforementioned resolution or decision.

Article 12. Rights and obligations of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions leading to a total transaction value arising within 12 months from the date of the first transaction with a value of less than 35% of the total asset value recorded in the most recent financial statements or another smaller ratio or value as prescribed by the Corporation's Charter between the Corporation and one of the following subjects:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons;
- Shareholders or authorized representatives of shareholders owning over 10% of the total common share capital of the Corporation and their related persons;
- Enterprises related to the subjects prescribed in Clause 2, Article 164 of the Law on Enterprises.

2. The representative of the Corporation signing the contract or transaction must notify the Members of the Board of Directors and members of the Board of Supervisors about the related subjects involved in that contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Corporation's Charter prescribes a different time limit; Members of the Board of Directors who have related interests in the parties to the contract or transaction do not have the right to vote.

Article 13. Responsibility of the Board of Directors in convening extraordinary General Meetings of Shareholders

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

- a) The Board of Directors deems it necessary for the interests of the Corporation;
- b) The number of remaining Members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must have

sufficient signatures of the relevant shareholders or the request document may be made in multiple copies and collect sufficient signatures of the relevant shareholders;

d) At the request of the Board of Supervisors;

đ. Other cases as prescribed by law and the Corporation's Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining Members of the Board of Directors, Independent Members of the Board of Directors, or members of the Board of Supervisors is less than the minimum number of members as prescribed by the Corporation's Charter or from the date of receiving the request prescribed in Point c and Point d, Clause 1 of this Article;

3. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend the meeting;

b) Provide information and resolve complaints related to the shareholder list;

c) Prepare the program and content of the meeting;

d) Prepare documents for the meeting;

đ) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting; prepare the list and detailed information of candidates in the case of electing Members of the Board of Directors or members of the Board of Supervisors;

e) Determine the time and location of the meeting;

g) Send meeting invitations to each shareholder eligible to attend in accordance with the Law on Enterprises;

h) Other tasks serving the meeting.

Article 14. Sub-committees assisting the Board of Directors.

1. The Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and shall have at least 03 people, including members of the Board of Directors and external members. The activities of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee are only effective when a majority of members attend and vote to approve them at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or sub-committees under the Board of Directors must be in accordance with current legal regulations and the provisions of the Corporation's Charter and the Internal Regulations on Corporate Governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and presided over by the member with the highest

number of votes or the highest percentage of votes. In the event that more than one member has the same highest number of votes or percentage of votes, the members shall elect one among them by majority vote to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) At the request of the Board of Supervisors or an Independent Member of the Board of Directors;

b) At the request of the General Director or at least 05 other managers;

c) At the request of at least 02 Members of the Board of Directors;

d) Other cases as prescribed by the Corporation's Charter.

4. The request prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose and the issues to be discussed and decided upon under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request prescribed in Clause 3 of this Article. In the event that the Chairman of the Board of Directors fails to convene the meeting as requested, they shall be responsible for any damages incurred by the Corporation; the requester has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the program, and the issues to be discussed and decided upon. The meeting invitation must be accompanied by the documents to be used at the meeting and the voting ballots for members.

Meeting invitations for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Corporation's Charter and must ensure they reach the contact address of each Member of the Board of Directors registered with the Corporation.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the meeting invitation and accompanying documents to members of the Board of Supervisors in the same manner as for Members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but do not have the right to vote.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend. In the event that a meeting convened in accordance with this Clause does not have a sufficient number of members attending as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the Members of the Board of Directors attend.

9. A Member of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting through an online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- đ) Sending a voting ballot by other means as prescribed in the Corporation's Charter.

10. In the event of sending a voting ballot to the meeting via mail, the ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all attendees.

11. Members must fully attend meetings of the Board of Directors. Members may authorize another person to attend and vote if approved by a majority of the Members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members attending the meeting; in the event of a tie, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

Article 16. Minutes of meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded by audio, video, or stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a) Name, address of the head office, and enterprise identification number;
- b) Time and location of the meeting;
- c) Purpose, program, and content of the meeting;
- d) Full name of each member attending or the person authorized to attend and the method of attendance; full name of members not attending and the reason;
- đ) Issues discussed and voted upon at the meeting;
- e) Summary of the opinions of each member attending in the order of the meeting proceedings;
- g) Voting results, clearly stating the members who voted in favor, against, and those who abstained;
- h) Issues passed and the corresponding voting ratio;
- i) Full name and signature of the chair and the minute taker, except in the case prescribed in Clause 2 of this Article.

2. In the event that the chair or the minute taker refuses to sign the meeting minutes, but if signed by all other Members of the Board of Directors attending the meeting and containing full content as prescribed in Points a, b, c, d, đ, e, g, and h of Clause 1 of this Article, the minutes shall be effective.

3. The chair, the minute taker, and those who sign the minutes must be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the Board of Directors.

4. The minutes of the meeting of the Board of Directors and the documents used in the meeting must be kept at the head office of the Corporation.



5. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In the event of a discrepancy in content between the Vietnamese minutes and the foreign language minutes, the content in the Vietnamese minutes shall prevail.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Annual reporting

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) Report on the business results of the Corporation;
- b) Financial statements;
- c) Report evaluating the management and administration of the Corporation;
- d) Appraisal report of the Board of Supervisors.

2. The reports prescribed in Points a, b, and c of Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 30 days before the opening date of the annual General Meeting of Shareholders.

3. The reports prescribed in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the head office of the Corporation at least 10 days before the opening date of the annual General Meeting of Shareholders. Shareholders who have continuously owned shares of the Corporation for at least 01 year have the right to personally or together with a lawyer, accountant, or auditor with a practicing certificate directly examine the reports prescribed in this Article.

Article 18. Remuneration, bonuses, and other benefits of Members of the Board of Directors

1. The Corporation has the right to pay remuneration and bonuses to Members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Member of the Board of Directors is included in the Corporation's business expenses in accordance with the law on corporate income tax, is shown as a separate item in the Corporation's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or Members of the Board of Directors working on sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a Member of the Board of Directors may be paid additional remuneration in the form of a lump sum per task, salary, commission, percentage of profit, or other forms as decided by the Board of Directors.

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5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

6. The Corporation may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. This insurance shall not cover liabilities of members of the Board of Directors related to violations of the law and the Corporation's Charter.

Article 19. Disclosure of related interests

The disclosure of interests and related persons of the Corporation shall be carried out in accordance with the following regulations:

1. Members of the Board of Directors of the Corporation must declare their related interests to the Corporation, including:

a) The name, enterprise identification number, head office address, and business lines of the enterprise in which they own capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b) The name, enterprise identification number, head office address, and business lines of the enterprise in which their related persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Corporation within 07 working days from the date of such corresponding amendment or supplement.

3. Any member of the Board of Directors who, in their own name or on behalf of others, performs work in any form within the scope of the Corporation's business must explain the nature and content of such work to the Board of Directors and may only perform it if approved by a majority of the remaining members of the Board of Directors; if such work is performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Corporation.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationships among members of the Board of Directors

1. The relationship among members of the Board of Directors is one of coordination; members of the Board of Directors are responsible for informing each other of relevant issues during the processing of assigned tasks.

2. During the processing of tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to the field under the charge of another member of the Board of Directors. In case there are differing opinions among the members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to their authority, or organize a meeting or solicit opinions from members of the Board of Directors in accordance with the law, the Corporation's Charter, and these Regulations.

3. In case of reallocation of duties among members of the Board of Directors, the members of the Board of Directors must hand over relevant work, files, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors regarding such handover.

Article 21. Relationship with the executive board

In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of such resolutions.

Article 22. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is one of coordination. The working relationship between the Board of Directors and the Board of Supervisors shall follow the principles of equality and independence, while closely coordinating and supporting each other in the process of performing their duties.

2. Upon receiving inspection minutes or summary reports from the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely corrective measures.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 23. Effectiveness

The Regulations on Operation of the Board of Directors of Nha Be Garment Corporation - Joint Stock Company consist of 7 chapters, 23 articles, and shall take effect from June 26, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



PHAM PHU CUONG

