

Hochiminh City, date ... month 2026

**REGULATIONS ON ORGANIZATION AND OPERATION
THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- *Based on Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Based on Law No. 03/2022/QH15 dated January 11, 2022, amending and supplementing several laws including Public Investment, PPP Investment, Housing, Bidding, Electricity, Enterprises, Special Consumption Tax, and Civil Judgment Enforcement;*
- *Based on: Law on Securities No. 54/2019/QH14 dated November 26, 2019;*
- *Based on Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities;*
- *Based on The Charter of Protrade Garment Joint Stock Company (amended 4th time on June 28, 2024).*

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Scope and Subjects of Application

- 1.1. These regulations apply to the organization and management of the 2026 Annual General Meeting of Shareholders (“AGM”) of Protrade Garment Joint Stock Company.
- 1.2. These regulations stipulate the working regime at the AGM, including rights and obligations of shareholders, authorized representatives, and other attendees; the order of proceedings; and the voting procedures for matters within the AGM's authority.
- 1.3. Shareholders, authorized representatives, and attendees must comply with these regulations.

**CHAPTER II
RIGHTS AND OBLIGATIONS OF ATTENDEES OF THE AGM**

Article 2. Conditions for attending the AGM

Attendees must be shareholders or legally authorized representatives listed in the Protrade Garment Joint Stock Company’s shareholder register on the record date for the AGM.

Article 3. Rights and obligations of shareholders or authorized representatives

- 3.1. Rights of shareholders attending the AGM :

a) Entitled to attend the AGM in person or authorize another person in writing to attend and vote on their behalf at the Meeting.;

b) Entitled to discuss and vote on all matters under the authority of the AGM in accordance with the Law on Enterprises, other relevant legal documents, and the Company's Charter;

c) Entitled to be informed by the AGM Organizing Committee of the full content, agenda of the Meeting, and the accompanying documents;

d) Each shareholder or authorized representative attending the AGM shall receive a Voting paper upon completing registration with the Organizing Committee for shareholder eligibility verification;

e) Shareholders or authorized representatives attending the AGM, after listening to reports on the contents subject to approval, shall jointly discuss and vote on each item;

f) Shareholders or authorized representatives who arrive late, while the AGM is still in progress, are entitled to register and vote on the matters that have not yet been voted on. In such cases, the Chairperson of the Meeting is not obligated to pause the Meeting to allow latecomers to register, and the validity of the votes already conducted shall remain unaffected.

3.2. Obligations of shareholders attending the AGM:

a) Shareholders or authorized representatives attending the AGM must bring their Citizen Identification Card/Passport, Invitation Letter, and a valid Letter of authorization (for authorized representatives), and must register their attendance with the Organizing Committee (Shareholder Eligibility Verification Committee);

b) Ensure order during the Meeting:

- Shareholders entering the meeting room must sit in the correct positions or areas designated by the General Meeting Organizing Committee. Strictly comply with the seating arrangements of the Organizing Committee;

- No smoking in the General Meeting Room;

- Mobile phone conversations are not allowed during the AGM. All mobile phones must be set to silent mode (if needed, shareholders are kindly requested to use phones outside the Meeting Room);

- Audio or video recording of the AGM must be publicly announced and approved by the Chairperson of the Meeting.

c) Make statements and vote in accordance with the Organizing Committee's instructions and respect the direction of the Chairperson during the AGM;

d) Strictly comply with these Regulations and respect the results of the AGM proceedings;

e) Provide information regarding related persons or persons with related interests upon request from the Company.

Article 4. Rights and obligations of Shareholder Eligibility Verification Committee

4.1. The Shareholder Eligibility Verification Committee shall consist of one (01)

Head and members appointed by the Chairperson of the Board of Directors (the "BOD") to perform the following functions and duties:

a) Verify the eligibility of shareholders or authorized representatives attending the meeting: Request that shareholders or their authorized representatives present their Citizen Identification Card/Passport, Meeting Invitation, and Letter of Authorization (for authorized representatives);

b) Distribute Voting papers and relevant meeting documents to shareholders or authorized representatives attending the meeting;

c) Report to the AGM on the results of verifying the eligibility of shareholders attending the AGM at the following times:

+ Before the opening of the AGM;

+ Before each voting session of the AGM, if there are changes in the number of registered shareholders (Late arrivals or early departures);

d) Identify shareholders with related interests who are not entitled to vote based on the information held by the Committee or as provided by shareholders.

4.2. The Committee has the right to establish supporting teams to fulfill its tasks.

Article 5. Rights and obligations of the Vote Counting Committee

5.1. The Vote Counting Committee shall consist of 03 (three) members, including 01 (one) Head and 02 (two) members, as approved by the AGM based on the proposal of the Chairperson.

5.2. The Vote Counting Committee shall be responsible for guiding the use of the Voting paper, voting procedures, and for counting the votes, calculating and excluding shareholders with related interests who are not entitled to vote (if any) for each voting matter. In the event that the Vote Counting Committee cannot accurately determine shareholders with related interests who are not entitled to vote (due to lack of information or due to incomplete or unclear legal regulations), then the vote of such shareholder shall still be counted, but the Vote Counting Committee must record this in the minutes. The fact that shareholders, after casting their votes, are later determined to be shareholders with related interests who are not entitled to vote shall not affect the validity of the resolution in which such shareholder participated in voting, provided that the resolution still obtains the required number of valid votes after excluding the votes of those shareholders.

5.3. The Head of the Vote Counting Committee shall report the vote counting results before the General Meeting of Shareholders.

5.4. The Vote Counting Committee shall have the right to establish a supporting unit to fulfill the Committee's duties.

5.5. The Vote Counting Committee shall be responsible for the accuracy and integrity of the announced vote counting results.

Article 6. Rights and obligations of Chairperson, Presiding Board and Secretary

6.1. The Chairman of the BOD shall act as the Chairperson of the Meeting or authorize a member of the BOD to act as the Chairperson of the General Meeting of Shareholders convened by the BOD.

In case the Chairman of the BOD is absent or unable to conduct the meeting or due to force majeure, the remaining members of the BOD shall elect one among them to be the Chairperson of the meeting based on the majority principle. If no Chairperson is elected, the Head of the Board of Supervisors shall conduct the meeting for the General Meeting of Shareholders to elect a Chairperson, and the person receiving the highest number of votes shall act as the Chairperson of the meeting.

6.2. Except as provided in Clause 6.1 of this Article, the person signing the notice convening the AGM shall preside over the meeting for the AGM to elect a Chairperson, and the person receiving the highest number of votes shall be the Chairperson of the meeting.

6.3. The Chairperson shall appoint one or more persons to act as the Secretary of the meeting.

6.4. The decisions of the Chairperson regarding order, procedures, and issues arising outside the agenda of the General Meeting shall be the final authority.

6.5. The Chairperson shall have the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the will of the majority of attendees.

6.6. The Chairperson shall have the right to postpone the General Meeting of Shareholders with a valid number of registered attendees for no more than 03 working days from the intended meeting date, and only in the following cases:

- a) The meeting venue does not have sufficient and convenient seating for all attendees;

- b) The communication equipment at the venue does not ensure participation, discussion, and voting by shareholders;

- c) Attendees obstruct or cause disorder, posing a risk that the meeting cannot proceed fairly and legally.

6.7. The Chairperson shall have the right not to respond or to only acknowledge shareholder comments if the content of such comments or recommendations is outside the matters for which the AGM is seeking opinions.

6.8. The Chairperson of the AGM shall have the following rights:

- a) To require all attendees to undergo inspection or other lawful and reasonable security measures;

- b) To request competent authorities to maintain order at the meeting; to remove those who do not comply with the Chairperson's control, intentionally cause disorder, obstruct the normal progress of the meeting, or fail to comply with security check requirements from the AGM.

6.9. The Presiding Board shall consist of several members of the Board of Directors and the Company's management personnel appointed by the Chairperson. The Presiding Board shall carry out certain tasks to support the Chairperson in conducting the AGM.

6.10. The Secretary of the meeting shall be responsible for preparing the Minutes of the General Meeting of Shareholders and performing tasks assigned by the Chairperson and the Presiding Board. The Secretary may have one or more assistants.

CHAPTER III

PROCEDURES FOR CONDUCTING THE GENERAL MEETING

Article 7. Conditions for Conducting the AGM

- The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total voting shares.
- In case the General Meeting of Shareholders fails to meet the required conditions as stated above, the convening and conducting of subsequent meetings shall comply with the provisions of the Company's Charter and the Law on Enterprises.

Article 8. Conducting the General Meeting

- The General Meeting shall proceed in accordance with the agenda content approved by the AGM.
- The General Meeting shall discuss and approve each content item on the agenda by means of voting.
- The General Meeting shall conclude after the Minutes of the Meeting and the Resolutions of the AGM have been approved.

Article 9. Speaking and Discussion at the AGM

Shareholders or authorized representatives attending the meeting, when wishing to speak, must raise their Voting paper or register to speak. The Chairperson shall arrange speaking slots for shareholders based on the meeting schedule. Priority shall be given to shareholders who register to speak early and whose opinions are related to the meeting agenda. Speeches must be concise and relevant to the matters under discussion at the General Meeting.

Article 10. Voting paper

10.1. Voting papers distributed to shareholders/authorized representatives attending the meeting must show the shareholder code, number of voting shares, and the key items to be approved at the AGM. The Voting paper must be stamped with the official seal of Protrade Garment Joint Stock Company.

10.2. The voting value of the Voting paper corresponds to the number of voting shares owned or represented by the shareholder or authorized representative registered to attend the Meeting, as a percentage of the total number of voting shares of shareholders/authorized representatives present at the AGM.

Article 11. Voting Method

- Shareholders or authorized representatives shall vote on matters by raising their Voting paper as directed by the Chairperson or the Presiding Board.
- When voting, the front side of the Voting paper (showing the shareholder code) must be raised facing the Presiding Board. Shareholders who do not raise their Voting paper or raise it in a manner that does not clearly indicate agreement or disagreement shall be considered as having no opinion on the matter being voted on.
- The Vote Counting Committee shall record the number of votes in favor, against, and with no opinion to announce the voting results before the AGM.

Article 12. Approval of Resolutions by the General Meeting of Shareholders

12.1. Resolutions on the following matters shall be approved if shareholders representing at least 65% of the total voting shares of all attending and voting shareholders vote in favor, except as provided in Clause 12.3 of this Article:

- a) Type and total number of each class of shares;
- b) Changes in business lines and areas;
- c) Changes in the organizational management structure of the company;
- d) Investment projects or asset sales valued at 35% or more of the total assets recorded in the most recent financial statements of the company;
- e) Reorganization or dissolution of the company.

12.2. Resolutions shall be passed when more than 50% of the total voting shares of all shareholders attending and voting at the Meeting vote in favor, except for cases specified in Clauses 12.1 and 12.3 of this Article.

12.3. Resolutions of the General Meeting of Shareholders regarding contents that adversely change the rights and obligations of shareholders holding preferred shares shall only be approved if supported by shareholders holding **75% or more** of the total preferred shares of that type attending the meeting, or by shareholders holding 75% or more of the total preferred shares of that type in case the resolution is approved by written opinions.

Article 13. Minutes of the AGM

13.1. The AGM must be recorded in minutes and may be recorded by audio or other electronic means. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must include the following main contents:

- a) Company name, head office address, and enterprise code;
- b) Time and location of the General Meeting;
- c) Agenda and content of the meeting;
- d) Full name of the Chairperson and Secretary;
- e) Summary of meeting proceedings and comments on each agenda item;
- f) Number of shareholders and total voting shares of shareholders attending the meeting, including an appendix listing registered shareholders/representatives with corresponding shareholding and votes;
- g) Total votes for each issue voted on, specifying the voting method, number of valid and invalid votes, votes in favor, against, and abstentions; the percentage of each relative to the total votes of attending shareholders;
- h) Approved matters and the corresponding voting percentages;
- i) Full name and signature of the Chairperson and Secretary.

If the Chairperson or Secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and include all required content. The minutes must clearly state the refusal of the Chairperson or Secretary to sign.

13.2. The minutes of the AGM must be completed and approved before the end of the meeting.

13.3. The Chairperson and Secretary of the meeting or those who sign the minutes shall be jointly responsible for the accuracy and truthfulness of the minutes.

13.4. The Vietnamese and foreign language versions of the minutes shall have the same legal validity. In case of any discrepancies between the two versions, the Vietnamese version shall prevail.

13.5. The minutes of the AGM must be sent to all shareholders within 15 days from the date of conclusion of the meeting; the vote counting minutes may be published on the company's website instead of sending.

13.6. The minutes of the AGM, the appendix of the list of registered shareholders attending the meeting, the approved resolution, and related documents sent with the meeting invitation notice must be kept at the company's head office.

Article 14. Resolution of the General Meeting of Shareholders

14.1. Based on the results of the AGM, the Chairperson shall issue the Resolution of the AGM on matters approved by the AGM.

14.2. Shareholders or shareholder groups as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request the Court or Arbitration to consider annulling part or all of a resolution of the AGM in accordance with Article 151 of the Law on Enterprises.

Article 15. Implementation Provisions

- These Regulations include 3 Chapters and 15 Articles and take effect immediately upon approval by the AGM.

- These Regulations may be amended from time to time upon the proposal of the Chairperson of the Board of Directors and subject to approval by the General Meeting of Shareholders.

Recipients:

- AGM;
- BOD;
- BOS;
- Save: Secretary.

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS.
CHAIRPERSON**

NGUYEN AN DINH