

SONG DA CORPORATION – JSC  
SONG DA 6  
JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

**(DRAFT) INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
OF SONG DA 6 JOINT STOCK COMPANY**

(Issued together with Decision No..... /QĐ-HĐQT dated...../...../2026)

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## LEGAL BASIS

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Song Da 6 Joint Stock Company;
- Pursuant to Resolution No. 05/NQ-ĐHĐCĐ dated June 26, 2026 of the General Meeting of Shareholders of Song Da 6 Joint Stock Company.

The Board of Directors hereby promulgates the Internal Regulations on Corporate Governance of Song Da 6 Joint Stock Company. The Internal Regulations on Corporate Governance of Song Da 6 Joint Stock Company include the following contents:

### **Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Internal Regulations on Corporate Governance provide regulations on the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; procedures for convening meetings of the General Meeting of Shareholders; nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, the Board of Supervisors, the General Director and other activities in accordance with the Charter of Song Da 6 Joint Stock Company and other applicable laws.

2. Subjects of application: These Regulations shall apply to members of the Board of Directors, the Board of Supervisors, the General Director and related persons.

### **Article 2. General Meeting of Shareholders**

#### **I. Roles, rights and obligations of the General Meeting of Shareholders:**

##### **1. Roles:**

- The General Meeting of Shareholders comprises all shareholders having voting rights and is the highest decision-making body of the Company. The



General Meeting of Shareholders shall convene annually once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time limit for holding the Annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

- The Annual General Meeting of Shareholders shall decide on matters in accordance with the provisions of law and the Charter of the Company.

## 2. Rights and obligations of the General Meeting of Shareholders:

The rights and obligations of the General Meeting of Shareholders are stipulated in Article 15 of the Company Charter, specifically as follows:

- a. To approve the development orientation of the Company;
- b. To decide on the classes of shares and the total number of shares of each class authorized to be offered for sale; to decide the annual dividend rate of each class of shares;
- c. To elect, dismiss and remove members of the Board of Directors and Controllers;
- d. To decide on investments or the sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
- d. To decide on amendments and supplements to the Company Charter;
- e. To approve the annual financial statements;
- g. To decide on the repurchase of more than 10% of the total sold shares of each class;
- h. To consider and handle violations committed by members of the Board of Directors and Controllers causing damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- k. To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- l. To approve the Internal Regulations on Corporate Governance; the Operational Regulations of the Board of Directors; and the Operational Regulations of the Board of Supervisors;
- m. To approve the list of independent auditing firms; to decide on the independent auditing firm conducting inspection of the Company's operations and to dismiss the independent auditor when deemed necessary;
- n. Other rights and obligations as prescribed by law.

3. The General Meeting of Shareholders shall discuss and approve the following matters:

- a. The annual business plan of the Company;



- b. The audited annual financial statements;
- c. Reports of the Board of Directors on corporate governance and operational results of the Board of Directors and each member of the Board of Directors;
- d. Reports of the Board of Supervisors on the Company's business performance and operational results of the Board of Directors and the General Director;
- d. Self-assessment reports on the operational results of the Board of Supervisors and each member of the Board of Supervisors;
- e. Dividend levels for each share of each class;
- g. The number of members of the Board of Directors and the Board of Supervisors;
- h. Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;
- i. Decisions on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- k. Approval of the list of approved auditing firms; decision on the approved auditing firm to inspect the Company's operations when deemed necessary;
- l. Amendments and supplements to the Company Charter;
- m. Classes of shares and the number of newly issued shares of each class and the transfer of shares by founding shareholders within the first three (03) years from the establishment date;
- n. Division, separation, consolidation, merger or conversion of the Company;
- o. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- p. Decisions on investments or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
- q. Decisions on repurchase of more than 10% of the total sold shares of each class;
- r. The Company entering into contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of the total asset value of the Company recorded in the latest financial statements;
- s. Approval of transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented under Clause 84, Article 1 of Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the



Government detailing the implementation of a number of articles of the Law on Securities;

t. Approval of the Internal Regulations on Corporate Governance, the Operational Regulations of the Board of Directors and the Operational Regulations of the Board of Supervisors;

u. Other matters in accordance with the law and this Charter.

**II. Procedures for convening the General Meeting of Shareholders and adopting resolutions by voting at the General Meeting of Shareholders include the following principal contents:**

1. Authority to convene the General Meeting of Shareholders:

The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 14 of the Company Charter, specifically as follows:

a. The Board of Directors deems it necessary for the interests of the Company;

b. The remaining number of members of the Board of Directors or the Board of Supervisors is fewer than the minimum number prescribed by law;

c. Upon request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing the signatures of the relevant shareholders, or the written request may be made in multiple copies and contain sufficient signatures of the relevant shareholders;

d. Upon request of the Board of Supervisors;

đ. Other cases as prescribed by law and the Company Charter.

2. Preparation of the list of shareholders entitled to attend the meeting:

a. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days prior to the date of sending the invitation notice for the General Meeting of Shareholders.

b. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, legal document number of individual shareholders; name, enterprise code or legal document number, head office address of organizational shareholders; number of shares of each class, and the registration number and date of registration of each shareholder.

3. Notice of the closing date for the list of shareholders entitled to attend the General Meeting of Shareholders:



The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the last registration date.

4. Notice of convening the General Meeting of Shareholders:

a. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and simultaneously published on the Company's website and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading.

b. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than 21 days prior to the opening date of the meeting (calculated from the date the notice is validly sent or dispatched).

c. The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. In case such documents are not enclosed with the notice of invitation to the General Meeting of Shareholders, the invitation notice must clearly state the link to all meeting documents for shareholders' access, including: the meeting agenda, documents used at the meeting; the list and detailed information of candidates in the election of members of the Board of Directors and members of the Board of Supervisors; voting ballots; and draft resolutions for each matter on the meeting agenda.

5. Agenda and contents of the General Meeting of Shareholders:

a. The person convening the General Meeting of Shareholders must prepare the agenda and contents of the meeting.

b. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of the Company Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company no later than 03 working days prior to the opening date of the meeting. The proposal must specify the name of the shareholder, the number of each class of shares held by the shareholder, and the matter proposed to be included in the meeting agenda.

c. The person convening the General Meeting of Shareholders has the right to reject the proposal specified at Point b of this Clause in any of the following cases: the proposal is not submitted in accordance with Point b of this Clause; at the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as prescribed in Clause 2, Article 12 of the Company Charter; or the proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders.

d. The person convening the General Meeting of Shareholders must accept and include the proposal specified at Point b of this Clause in the proposed agenda and contents of the meeting, except for the cases specified at Point c of this Clause;



the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

6. Authorization of representatives attending the General Meeting of Shareholders:

a. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting or attend through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

b. The authorization of an individual or organization to attend the General Meeting of Shareholders as prescribed at Point a, Item 6 of this Clause must be made in writing. The authorization letter shall be prepared in accordance with the civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the contents and scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the authorization letter upon registration for attendance. In the case of re-authorization, the attendee must additionally present the original authorization letter of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

c. Voting ballots of authorized representatives attending the meeting within the scope of authorization shall remain valid in any of the following cases: the authorizing person has died, has limited legal capacity or has lost legal capacity; the authorizing person has revoked the appointment of authorization; or the authorizing person has revoked the authority of the authorized representative.

This provision shall not apply if the Company has received notice of any of the above events before the opening time of the General Meeting of Shareholders or before the reconvened meeting.

7. Method of registration for attendance at the General Meeting of Shareholders:

Before the opening of the meeting, the Company must conduct shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting have completed their registration.

8. Conditions for conducting the meeting:

a. A General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than 50% of the total voting shares.

b. In the event that the first meeting does not satisfy the conditions for conducting the meeting as prescribed at Point a of this Clause, a notice of invitation for the second meeting must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least 33% of the total voting shares.



c. In the event that the second meeting does not satisfy the conditions for conducting the meeting as prescribed at Point b of this Clause, the notice of invitation for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by attending shareholders.

9. Forms of adoption of resolutions by the General Meeting of Shareholders:

a. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the meeting or by collecting written opinions.

b. Resolutions of the General Meeting of Shareholders on the following matters (as prescribed in Clause 2, Article 147 of the Law on Enterprises) must be adopted by voting at the General Meeting of Shareholders:

- Amendments and supplements to the contents of the Company Charter;
- Development orientation of the Company;
- Classes of shares and total number of shares of each class;
- Election, dismissal and removal of members of the Board of Directors and the Board of Supervisors;
- Decisions on investments or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
- Approval of annual financial statements;
- Reorganization or dissolution of the Company.

10. Voting method:

Upon shareholder registration, the Company shall issue to each shareholder or authorized representative having voting rights a voting card stating the registration number, full name of the shareholder, full name of the authorized representative and the number of voting shares of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda separately. Voting shall be conducted by votes of approval, disapproval and abstention, or by ballots for election of members of the Board of Directors and Controllers under the cumulative voting method.

11. Vote counting method:

Voting shall be conducted by votes of approval, disapproval and abstention. At the General Meeting, approval cards shall be collected first, disapproval cards shall be collected thereafter, and finally the total number of approval and disapproval votes shall be counted for decision-making purposes.

12. Conditions for resolutions to be adopted:

a. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all attending shareholders, except for the cases prescribed in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- Classes of shares and the total number of shares of each class;



- Changes to business lines and business sectors;
- Changes to the organizational and management structure of the Company;
- Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
- Reorganization or dissolution of the Company.

b. Other resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting shares of all attending shareholders, except for the cases prescribed at Point a of this Clause and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

c. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares shall be lawful and effective even where the procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the Company Charter.

#### 13. Announcement of vote counting results:

The Chairperson shall announce the vote counting results immediately before the closing of the meeting.

#### 14. Method for objecting to resolutions of the General Meeting of Shareholders:

The method for objecting to resolutions of the General Meeting of Shareholders shall comply with Article 151 of the Law on Enterprises.

#### 15. Preparation of minutes of the General Meeting of Shareholders:

a. Meetings of the General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall contain the following principal contents:

- Name, head office address and enterprise code;
- Time and venue of the General Meeting of Shareholders;
- Meeting agenda and contents of the meeting;
- Full names of the Chairperson and Secretary;
- Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
- Number of shareholders and total voting shares of attending shareholders; appendix containing the list of registered shareholders and representatives attending the meeting together with the corresponding number of shares and votes;
- Total number of votes for each voting matter, clearly stating the voting method, total number of valid votes, invalid votes, approval votes, disapproval votes and abstentions; and the corresponding percentage of the total voting shares of attending shareholders;
- Matters approved and the corresponding approval voting ratios;



- Full names and signatures of the Chairperson and Secretary. In the event that the Chairperson and Secretary refuse to sign the meeting minutes, such minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all contents prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson and Secretary to sign the minutes.

b. Minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The Chairperson and Secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

c. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

d. Resolutions, minutes of meetings of the General Meeting of Shareholders, appendices containing the list of shareholders attending the meeting with shareholders' signatures, authorization letters for meeting attendance, all documents attached to the minutes (if any), and documents enclosed with the meeting invitation notice must be disclosed in accordance with the laws on information disclosure in the securities market and must be kept at the head office of the Company.

#### 16. Disclosure of resolutions of the General Meeting of Shareholders:

Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of adoption; in case the Company has a website, the sending of resolutions may be replaced by posting them on the Company's website.

### **III. Procedures for convening the General Meeting of Shareholders and adopting resolutions by written opinion collection include the following principal contents:**

#### 1. Cases where written opinion collection is permitted and not permitted:

The Board of Directors has the right to collect shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except for the cases prescribed in Clause 2, Article 147 of the Law on Enterprises, specifically including:

- a. Amendments and supplements to the contents of the Company Charter;
- b. Development orientation of the Company;
- c. Classes of shares and total number of shares of each class;
- d. Election, dismissal and removal of members of the Board of Directors and the Board of Supervisors;

đ. Decisions on investments or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;



- e. Approval of annual financial statements;
- g. Reorganization or dissolution of the Company.

2. The collection of shareholders' written opinions for adoption of resolutions of the General Meeting of Shareholders shall be conducted as follows:

a. The Board of Directors must prepare voting forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions and send them to all shareholders having voting rights no later than 10 days before the deadline for returning the voting forms. The requirements and methods for sending voting forms and accompanying documents shall comply with Clause 3, Article 18 of the Company Charter.

b. The voting form must contain the following principal contents:

- Name, head office address and enterprise code;
- Purpose of opinion collection;
- Full name, contact address, nationality and legal document number of individual shareholders; name, enterprise code or legal document number and head office address of organizational shareholders; or full name, contact address, nationality and legal document number of the representative of an organizational shareholder; number of shares of each class and voting rights of the shareholder;
- Matters to be voted on for adoption of decisions;
- Voting options including approval, disapproval and abstention for each matter subject to opinion collection;
- Deadline for returning the completed voting form to the Company;
- Full name and signature of the Chairman of the Board of Directors.

c. Shareholders may return completed voting forms to the Company by mail, fax or email in accordance with the following provisions:

- In case of sending by mail, the completed voting form must bear the signature of the individual shareholder, the authorized representative or the legal representative of an organizational shareholder. Voting forms sent to the Company must be enclosed in sealed envelopes and no one is permitted to open them before the vote counting;

- In case of sending by fax or email, the voting forms sent to the Company must be kept confidential until the vote counting time;

- Voting forms returned to the Company after the deadline specified in the voting form, or opened in the case of mailing, or disclosed in the case of fax or email transmission, shall be invalid. Voting forms not returned shall be deemed non-participating votes.

d. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes under the supervision of the Board of Supervisors or shareholders not holding managerial positions in the Company. The vote-counting minutes must contain the following principal contents:

- Name, head office address and enterprise code;



- Purpose and matters subject to opinion collection for adoption of resolutions;
- Number of shareholders and total voting shares participating in the voting, specifying the number of valid and invalid votes and the method of submission of voting forms, attached with an appendix listing shareholders participating in the voting;
- Total number of votes for, against and abstentions for each matter;
- Matters approved and the corresponding approval ratios;
- Full names and signatures of the Chairman of the Board of Directors, vote counters and vote-counting supervisors.

Members of the Board of Directors, vote counters and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and jointly liable for damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

đ. The vote-counting minutes and resolutions must be sent to shareholders within 15 days from the completion date of the vote counting. The sending of the vote-counting minutes and resolutions may be replaced by posting them on the Company's website within 24 hours from the completion of the vote counting.

e. Completed voting forms, vote-counting minutes, adopted resolutions and related documents attached to the voting forms must be kept at the head office of the Company.

g. A resolution adopted by written opinion collection of shareholders shall be approved if it is endorsed by shareholders representing more than 50% of the total voting shares of all shareholders having voting rights and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

#### **IV. Procedures and Order for Conducting the General Meeting of Shareholders and Adopting Resolutions by Online Meeting:**

The procedures and order for conducting the General Meeting of Shareholders and adopting resolutions by online meeting shall be implemented in accordance with Article 20 of the Company Charter, specifically as follows:

1. Notice of convocation of the online General Meeting of Shareholders;
2. Method of registration for attendance at the online General Meeting of Shareholders;
3. Authorization for representatives to attend the online General Meeting of Shareholders;
4. Conditions for conducting the meeting in accordance with Article 19 of the Company Charter;
5. The method for adoption of resolutions of the online General Meeting of Shareholders shall be similar to that of a regular General Meeting of Shareholders. The following matters (as prescribed in Clause 2, Article 147 of the Law on



Enterprises) must be approved by voting at the meeting of the General Meeting of Shareholders:

- a. Amendments and supplements to the contents of the Company Charter;
  - b. Development orientation of the Company;
  - c. Classes of shares and the total number of shares of each class;
  - d. Election, dismissal and removal of members of the Board of Directors and the Board of Supervisors;
  - đ. Decision on investment or sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company, unless the Company Charter stipulates another ratio or value;
  - e. Approval of annual financial statements;
  - g. Reorganization or dissolution of the Company.
6. Online voting method:

The Company shall apply modern technology to organize the General Meeting of Shareholders through online meetings. The Company shall be responsible for ensuring that shareholders may attend and vote through electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities.

7. The method of online vote counting shall be regulated and announced directly at the Meeting;

8. The vote-counting results shall be recorded and announced directly at the Meeting;

9. The minutes of the General Meeting of Shareholders shall be prepared and announced directly at the Meeting;

10. The resolutions of the General Meeting of Shareholders shall be announced directly at the Meeting and disclosed in accordance with regulations.

#### **V. Procedures and Order for Conducting the General Meeting of Shareholders and Adopting Resolutions by Hybrid Direct and Online Meeting:**

The procedures and order for conducting the General Meeting of Shareholders and adopting resolutions by hybrid direct and online meeting shall be implemented in accordance with the provisions in Section III, or in combination with the provisions in Section IV where necessary to ensure the purpose of the meeting and the rights and interests of shareholders.

### **Article 3. Board of Directors**

**I. Roles, rights and obligations of the Board of Directors; responsibilities of members of the Board of Directors:**



### 1. Role of the Board of Directors:

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

### 2. Rights and obligations of the Board of Directors:

a. The Board of Directors shall have the rights and obligations prescribed in Clauses 2 and 3, Article 27 of the Company Charter;

b. Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors and other managers of the Company to provide information and documents relating to the financial status and business operations of the Company and its affiliated units.

### 3. Responsibilities of members of the Board of Directors:

#### 3.1. Responsibilities:

a. To perform assigned rights and obligations in accordance with the Law on Enterprises, other relevant laws, the Company Charter and resolutions of the General Meeting of Shareholders;

b. To perform assigned rights and obligations honestly, prudently and to the best of their ability in order to ensure the maximum legitimate interests of the Company;

c. To be loyal to the interests of the Company and shareholders; not to abuse their position, title, information, know-how, business opportunities or other assets of the Company for personal gain or for the interests of other organizations or individuals;

d. To promptly, fully and accurately notify the Company of the contents prescribed in Clause 2, Article 164 of the Law on Enterprises;

đ. Other responsibilities as prescribed by the Law on Enterprises and relevant laws;

e. To make dividend payments to shareholders in accordance with law after approval by the Annual General Meeting of Shareholders.

3.2. Members of the Board of Directors who violate the provisions in Item 3.1, Section 3, Clause I of this Article shall bear personal or joint liability to compensate for lost benefits, return benefits received and indemnify the Company and third parties for all damages incurred.

3.3. Compensation expenses include incurred costs (including attorney's fees), adjudication costs, penalties and actual payments incurred or deemed reasonable in resolving such matters within the scope permitted by law. The Company may purchase insurance for these persons to avoid the above-mentioned compensation liabilities.

**II. Nomination, Candidacy, Election, Dismissal and Removal of Members of the Board of Directors include the following principal contents:**



1. Term of office and number of members of the Board of Directors:

a. The Board of Directors shall consist of 05 members.

b. The term of office of a member of the Board of Directors shall be 05 years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms. In the event that all members of the Board of Directors simultaneously expire their terms of office, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and take over the duties.

2. Structure, standards and conditions of members of the Board of Directors:

2.1. Structure of the Board of Directors:

a. The Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.

b. The number of independent members of the Board of Directors shall be 01 (one) in accordance with Point a, Clause 4, Article 276 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities.

2.2. Standards and conditions of members of the Board of Directors:

Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

3. Nomination and candidacy for members of the Board of Directors:

3.1. Shareholders or groups of shareholders holding from 10% or more of the total ordinary shares shall have the right to nominate or stand for election as members of the Board of Directors in accordance with the Law on Enterprises and the Company Charter, specifically as follows:

a. Shareholders or groups of shareholders holding from 10% to less than 15% of the total voting shares may nominate one (01) candidate to the Board of Directors;

b. From 15% to less than 30% may nominate up to two (02) candidates to the Board of Directors;

c. From 30% to less than 45% may nominate up to three (03) candidates to the Board of Directors;

d. From 45% to less than 60% may nominate up to four (04) candidates to the Board of Directors;

đ. From 60% to less than 75% may nominate up to five (05) candidates to the Board of Directors;



e. From 75% to less than 90% may nominate up to six (06) candidates to the Board of Directors.

3.2. In the event that the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulation on Corporate Governance and the Regulation on Operation of the Board of Directors. The incumbent Board of Directors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

#### 4. Methods of election of members of the Board of Directors:

a. Members of the Board of Directors shall be elected by the cumulative voting method. Accordingly, each shareholder shall have a total number of votes corresponding to the total number of shares owned (including shares owned and/or authorized by proxy) multiplied by the number of members of the Board of Directors to be elected. Shareholders shall have the right to allocate all of their votes to one candidate or distribute their total votes among several candidates.

b. The total number of votes cast by a shareholder for candidates must not exceed the total number of votes to which such shareholder is entitled (equal to the number of shares multiplied by the number of members to be elected).

#### 5. Cases of dismissal and removal of members of the Board of Directors:

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

a. The member no longer satisfies the standards and conditions prescribed in Article 155 of the Law on Enterprises;

b. Submission of a resignation letter which is accepted.

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

a. Failure to participate in activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b. Other cases as prescribed by relevant laws.

5.3. When deemed necessary, the General Meeting of Shareholders shall decide to replace, dismiss or remove members of the Board of Directors in addition to the cases specified in Clauses 5.1 and 5.2 above.

6. Announcement of election, dismissal and removal of members of the Board of Directors:

Within twenty-four (24) hours, the Company must disclose on its website and in accordance with the Law on Securities the election, dismissal or removal of members of the Board of Directors.



7. Method of introducing candidates for membership of the Board of Directors:

7.1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide written commitments regarding the truthfulness and accuracy of the disclosed personal information and commit to performing their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Working experience;
- d. Other managerial positions held (including positions on the Board of Directors of other companies);
- đ. Interests related to the Company and related parties of the Company;
- e. Other information (if any) in accordance with the Company Charter;
- g. The Company shall be responsible for disclosing information regarding companies in which the candidate currently holds positions as a member of the Board of Directors, other managerial positions and interests related to such companies of the candidate for the Board of Directors (if any).

7.2. Shareholders holding ordinary shares as of the record date for determining the list of shareholders may aggregate their voting rights (ensuring ownership of at least 10% of the total ordinary shares) to nominate candidates to the Board of Directors in accordance with Point 1.1, Section 1, Clause II of this Article.

7.3. Dossier for nomination or candidacy for membership of the Board of Directors:

- a. Application for self-nomination or nomination of candidate for election to the Board of Directors;
- b. Curriculum vitae prepared by the candidate with attached photograph;
- c. Certified true copy of ID Card/Citizen Identity Card/Passport;
- d. Certified true copy of Permanent Residence Book (or certificate of long-term temporary residence registration);
- đ. Certified true copies of diplomas, certificates and documents evidencing educational and professional qualifications;
- e. Letter of authorization and/or minutes of group meeting, if the candidate is authorized by a shareholder group to stand for election (detailed forms attached).

7.4. Submission of dossiers for nomination or candidacy for membership of the Board of Directors:



The dossier for nomination or candidacy for membership of the Board of Directors must be submitted to the Organizing Committee of the General Meeting of Shareholders no later than 03 (three) days prior to the opening date of the Meeting for verification in accordance with regulations.

8. Election, removal and dismissal of the Chairman of the Board of Directors:

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

8.2. 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 such Board of Directors.

### **III. Remuneration and other benefits of members of the Board of Directors:**

1. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to perform the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration level for each member based on unanimous agreement. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

2. Members of the Board of Directors holding executive positions or members working in subcommittees of the Board of Directors or performing duties beyond the normal scope of responsibilities of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, percentage of profits or other forms as decided by the Board of Directors.

3. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation and other reasonable expenses incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

4. Members of the Board of Directors may be covered by liability insurance purchased by the Company subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law and the Company Charter.

### **IV. Procedures and Order for Organizing Meetings of the Board of Directors include the following principal contents:**

1. The Board of Directors must hold at least one meeting every quarter and may hold extraordinary meetings;

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



a. Upon request of the Board of Supervisors or an independent member of the Board of Directors;

b. Upon request of the General Director or at least 05 other managers;

c. Upon request of at least 02 members of the Board of Directors;

3. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of invitation to the meeting no later than 03 working days before the meeting date. The notice of invitation must specify the time and venue of the meeting, agenda, matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting forms of members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation letter, telephone, fax or other electronic means, provided that it reaches the registered contact address of each member of the Board of Directors at the Company.

4. Right of members of the Board of Supervisors to attend meetings of the Board of Directors:

The Chairman of the Board of Directors or the convener shall send notices of invitation and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors and to discuss matters, but shall not have voting rights.

5. Conditions for holding meetings of the Board of Directors:

A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members attend the meeting. If a meeting convened in accordance with this Clause does not have the required quorum, a second meeting shall be convened within 07 days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

6. Voting methods:

A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

6.1. Attending and voting directly at the meeting;

6.2. Authorizing another person to attend and vote at the meeting;

6.3. Attending and voting through online conference, electronic voting or other electronic means;

6.4. Sending voting forms to the meeting by mail, fax or email;

7. Method for adoption of resolutions of the Board of Directors:

Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in case of an equal number of votes, the final decision shall belong to the side having the opinion of the Chairman of the Board of Directors.



8. Authorization for another person to attend meetings by members of the Board of Directors:

A member may authorize another person to attend and vote at the meeting if approved by the majority of the members of the Board of Directors.

9. Preparation of minutes of meetings of the Board of Directors:

9.1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or otherwise recorded and stored in electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, containing the following principal contents:

- a. Name, head office address and enterprise code;
- b. Time and venue of the meeting;
- c. Purpose, agenda and contents of the meeting;
- d. Full names of each attending member or authorized representative attending the meeting and method of attendance; full names of absent members and reasons for absence;
- đ. Matters discussed and voted on at the meeting;
- e. Summary of opinions expressed by each attending member according to the sequence of the meeting proceedings;
- g. Voting results, clearly stating members voting in favor, against and abstaining;
- h. Matters approved and corresponding approval ratios;
- i. Full names and signatures of the chairperson and the minute-taker, except in the case specified in Clause 2 of this Article.

9.2. The chairperson, the minute-taker and signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of meetings of the Board of Directors.

9.3. Minutes of meetings of the Board of Directors and documents used at the meetings must be retained at the head office of the Company.

9.4. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of discrepancy between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

10. Cases where the chairperson and/or secretary refuse to sign the minutes of meetings of the Board of Directors:

Where the chairperson and/or secretary refuse to sign the minutes of the meeting, such minutes shall nevertheless be valid if signed by all other attending members of the Board of Directors and containing all contents prescribed in Points a, b, c, d, đ, e, g and h of Item 9.1, Clause IV of this Article.

11. Announcement of resolutions and decisions of the Board of Directors:



Within twenty-four (24) hours, the Company must publish on its website and disclose in accordance with the Law on Securities the resolutions and decisions of the Board of Directors.

#### **V. Committees under the Board of Directors:**

1. The Board of Directors may establish subordinate committees responsible for development policies, personnel, remuneration, internal audit and risk management. The number of members of each committee shall be decided by the Board of Directors and must comprise at least 03 members, including members of the Board of Directors and external members. Independent members/non-executive members of the Board of Directors should constitute the majority of a committee, and one of such members shall be appointed as the Head of the committee by decision of the Board of Directors. The operation of each committee must comply with the regulations of the Board of Directors. A resolution of a committee shall only be valid when approved by a majority of members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or of committees under the Board of Directors must comply with the current laws and regulations, the Company's Charter and the Internal Regulations on Corporate Governance.

#### **VI. Selection, appointment and dismissal of the Person in charge of corporate governance include the following principal contents:**

1. Standards of the Person in charge of corporate governance:

- Having knowledge of law;
- Not concurrently working for the independent auditing company conducting audits of the Company's financial statements;
- Other standards as prescribed by law, the Company Charter and regulations of the Board of Directors.

2. Appointment of the Person in charge of corporate governance:

The Board of Directors shall decide on the appointment of the Person in charge of corporate governance. The Person in charge of corporate governance may concurrently hold the position of Company Secretary. The term of office of the Person in charge of corporate governance shall be five (05) years and may be re-appointed.

3. Cases of dismissal of the Person in charge of corporate governance:

The Person in charge of corporate governance shall be dismissed if he/she fails to properly perform the rights and obligations prescribed in Item 5, Clause VI of this Article, or violates legal regulations and the Company Charter.

4. Announcement of appointment and dismissal of the Person in charge of corporate governance:

Within twenty-four (24) hours, the Company must publish on its website and disclose in accordance with the Law on Securities the appointment or dismissal of the Person in charge of corporate governance.

5. Rights and obligations of the Person in charge of corporate governance:



- a. Advising the Board of Directors in organizing General Meetings of Shareholders in accordance with regulations and handling affairs between the Company 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 procedures for meetings;
- d. Attending meetings;
- d. Advising on procedures for formulation of resolutions of the Board of Directors in compliance with legal regulations;
- e. Providing financial information, minutes of meetings of the Board of Directors 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 Company's information disclosure activities;
- h. Acting as the contact point with stakeholders;
- i. Keeping information confidential in accordance with legal regulations and the Company Charter;
- k. Other rights and obligations in accordance with current laws and regulations.

#### **Article 4. Board of Supervisors**

##### **I. Roles, rights and obligations of the Board of Supervisors; responsibilities of members of the Board of Supervisors:**

The Board of Supervisors shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing organizations to conduct audits of the Company's financial statements; to decide on the approved auditing organization to inspect the Company's operations and dismiss the approved auditor when deemed necessary.
2. To be responsible to shareholders for its supervisory activities.
3. To supervise the Company's financial situation and the compliance with laws in the operations of members of the Board of Directors, the General Director and other managers.
4. To ensure coordination with the Board of Directors, the General Director and shareholders.
5. In case of detecting acts in violation of law or violations of the Company Charter committed by members of the Board of Directors, the General Director or other executives of the Company, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violating person to cease the violation and adopt remedial measures.



6. To formulate the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. To have the right to access dossiers and documents of the Company kept at the head office, branches and other locations; and to visit workplaces of managers and employees of the Company during working hours.

9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide full, accurate and timely information and documents on management, administration and business operations of the Company.

10. Other rights and obligations as prescribed by law and the Company Charter.

## **II. Term, number, composition and structure of the Board of Supervisors include the following principal contents:**

### **1. Term, number, composition and structure of the Board of Supervisors:**

The Board of Supervisors of the Company shall consist of 03 members. The term of office of members of the Board of Supervisors shall be 05 years and they may be re-elected for an unlimited number of terms.

### **2. Standards and conditions of members of the Board of Supervisors:**

Members of the Board of Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being members or employees of the independent auditing company conducting audits of the Company's financial statements during the preceding 03 consecutive years.

### **3. Nomination and self-nomination of members of the Board of Supervisors:**

3.1. The nomination and self-nomination of members of the Board of Supervisors shall be conducted similarly to the provisions in Item 3, Clause II, Article 3 of these Regulations.

3.2. In case the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with law.



3.3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Supervisors in accordance with the Law on Enterprises and the Company Charter, specifically:

- Shareholders or groups of shareholders holding from 10% to under 30% of the total voting shares may nominate one (01) candidate for Supervisor;
- From 30% to under 60% may nominate up to two (02) candidates for Supervisor;
- From 60% to under 90% may nominate up to three (03) candidates for Supervisor.

#### 4. Method of electing members of the Board of Supervisors:

Members of the Board of Supervisors shall be elected by the cumulative voting method. Accordingly, each shareholder shall have the total number of votes corresponding to the total number of shares owned (including owned shares and/or authorized shares) multiplied by the number of members to be elected to the Board of Supervisors. Shareholders may cast all of their votes for one candidate or distribute their votes among several candidates.

The total number of votes cast by a shareholder for candidates must not exceed the total number of votes such shareholder is entitled to cast (equal to the number of shares multiplied by the number of members to be elected).

#### 5. Cases of dismissal and removal of members of the Board of Supervisors:

5.1. A member of the Board of Supervisors shall be dismissed in the following cases:

- a. No longer satisfying the standards and conditions for being a member of the Board of Supervisors as prescribed in Item 2, Clause II of this Article;
- b. Submitting a resignation letter which is accepted;

5.2. A member of the Board of Supervisors shall be removed from office in the following cases:

- a. Failing to complete assigned duties and tasks;
- b. Failing to exercise his/her rights and obligations for 06 consecutive months, except in force majeure events;
- c. Repeatedly violating or seriously violating obligations of members of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;
- d. Other cases as decided by resolution of the General Meeting of Shareholders.

6. Announcement of election, dismissal and removal of members of the Board of Supervisors:



Within twenty-four (24) hours, the Company must publish on its website and disclose in accordance with the Law on Securities the election, dismissal or removal of members of the Board of Supervisors.

**7. Salary and other benefits of members of the Board of Supervisors:**

Salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors shall be implemented as follows:

7.1. Members of the Board of Supervisors shall be paid salaries, remunerations, bonuses and other benefits in accordance with resolutions of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remunerations, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

7.2. Members of the Board of Supervisors shall be reimbursed for reasonable accommodation, travel and independent consulting service expenses. The total amount of such remunerations and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

**Article 5. General Director**

**I. Roles, responsibilities, rights and obligations of the General Director:**

**1. Role of the General Director:**

The General Director is the person who manages the daily business operations of the Company.

**2. Responsibilities of the General Director:**

The General Director shall manage the business operations under the supervision of the Board of Directors and shall be responsible to the Board of Directors and before the law for the performance of the assigned rights and obligations.

**3. The General Director shall have the following rights and obligations:**

a. To decide on matters relating to the daily business operations of the Company which do not fall under the authority of the Board of Directors;

b. To organize the implementation of resolutions and decisions of the Board of Directors;

c. To organize the implementation of the Company's business plans and investment plans;

d. To propose plans on organizational structure and internal management regulations of the Company;

d. To appoint, dismiss and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;

e. To decide salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;



- g. To recruit employees;
- h. To propose plans for dividend payment or handling of business losses;
- i. Other rights and obligations in accordance with law, the Company Charter, and resolutions and decisions of the Board of Directors.

## **II. Appointment, dismissal, execution and termination of contracts with the General Director:**

### **1. Term, standards and conditions of the General Director:**

1.1. The term of office of the General Director shall be 05 years and he/she may be re-appointed for an unlimited number of terms.

### **1.2. Standards and conditions of the General Director:**

a. Not falling into the cases prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. The General Director must not be a related person of the company's managers, Supervisors, the parent company, the representative of state capital, or the representative of enterprise capital in the company and the parent company as prescribed at Point d, Clause 46, Article 4 of the Law on Securities.

c. Possessing professional qualifications and experience in the business administration of the Company.

### **2. Nomination, self-nomination, dismissal and removal of the General Director:**

The nomination, self-nomination, dismissal and removal of the General Director shall be implemented in accordance with current laws and regulations and the Company Charter.

### **3. Appointment and execution of labor contract with the General Director:**

The Board of Directors shall appoint one member of the Board of Directors or hire another person to act as the General Director. The Board of Directors shall enter into a labor contract with the General Director.

### **4. Dismissal and termination of labor contract with the General Director:**

The Board of Directors may dismiss the General Director when approved by a majority of attending members of the Board of Directors having voting rights, and appoint a new General Director as replacement.

### **5. Announcement of appointment, dismissal, execution and termination of contract with the General Director:**

Within twenty-four (24) hours, the Company must publish on the Company's website and disclose information in accordance with the Law on Securities regarding the appointment and dismissal of the General Director.

### **6. Salary and other benefits of the General Director:**

6.1. The Company shall have the right to pay remuneration and bonuses to the General Director and other managers based on business results and efficiency.



6.2. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

6.3. The salary of the General Director and other managers shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax, separately presented in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 6. Other Activities**

I. Coordination among the Board of Directors, the Board of Supervisors and the General Director, including the following principal contents:

1. Procedures and order for convening meetings, sending meeting notices, recording minutes and notifying meeting results among the Board of Directors, the Board of Supervisors and the General Director:

1.1. Periodic meetings of the Board of Directors as prescribed in Clause IV, Article 3 of these Regulations shall be prepared and chaired by the Chairman of the Board of Directors, with full invitation extended to members of the Board of Supervisors, the Board of Management, the Chief Accountant, and heads of departments/divisions of the Company. The General Director shall prepare reports and discussion contents according to the meeting agenda of the Board of Directors.

1.2. Periodic meetings of the Board of Directors shall review the implementation of quarterly or annual production and business plans, and the implementation results of resolutions, decisions and other delegated matters of the Board of Directors to the General Director.

1.3. Meetings among the Board of Directors, the Board of Supervisors and the General Director must be recorded in minutes.

2. Notification of resolutions and decisions of the Board of Directors to the Board of Supervisors:

The Board of Directors shall notify the Board of Supervisors of resolutions and decisions of meetings of the Board of Directors within twenty-four (24) hours and publish them on the Company's website.

3. Notification of resolutions and decisions of the Board of Directors to the General Director:

The Board of Directors shall notify the General Director of resolutions and decisions of meetings of the Board of Directors within twenty-four (24) hours and publish them on the Company's website.

4. Cases where the General Director and the Board of Supervisors request convening meetings of the Board of Directors and matters requiring opinions from the Board of Directors:

During the implementation of resolutions and decisions of the Board of Directors, if any issue detrimental to the Company is discovered, the General Director and the Board of Supervisors may request a meeting of the Board of Directors to be convened.



Requests of the General Director and the Board of Supervisors must be made in writing, clearly stating the purpose, matters to be discussed and decisions falling under the authority of the Board of Directors.

5. Reports of the General Director to the Board of Directors on the implementation of assigned duties and powers:

a. Investment decisions under the authority of the General Director regarding project investments and investments to improve construction equipment capacity;

b. Information disclosed by the General Director on the Company's website or disclosed in accordance with regulations of the State Securities Commission;

c. Procedures falling under the issuance authority of the General Director.

6. Review of the implementation of resolutions and other delegated matters of the Board of Directors to the General Director:

The General Director must conduct reviews and report on the implementation results of resolutions and other delegated matters of the Board of Directors to the General Director in accordance with regulations.

7. Matters that the General Director must report and provide information on, and methods of notification to the Board of Directors and the Board of Supervisors:

7.1. Report on estimated implementation of the production and business plan and the plan for the following year to be submitted to the Board of Directors before October 30 each year.

7.2. Report on implementation of the production and business plan and annual financial statements to be submitted to the Board of Directors before January 31 of the following year.

7.3. Report on estimated implementation of the quarterly production and business plan and the production and business plan for the following quarter to be submitted to the Board of Directors before the 25th day of the last month of each quarter.

7.4. Report on investment activities of projects falling under the authority of the Board of Directors and the General Meeting of Shareholders.

7.5. Matters falling under the approval or decision-making authority of the Board of Directors and the General Meeting of Shareholders in accordance with the Company Charter.

7.6. During the implementation of resolutions and decisions of the Board of Directors, if any issue detrimental to the Company is discovered, the General Director shall report to the Chairman of the Board of Directors for consideration and adjustment of such resolutions or decisions by the Board of Directors.



8. Coordination in control, administration and supervision activities among members of the Board of Directors, members of the Board of Supervisors and the General Director in accordance with their specific duties and responsibilities.

**II. Regulations on annual evaluation of activities, rewards and disciplinary actions applicable to members of the Board of Directors, members of the Board of Supervisors, the General Director and other executive officers:**

1. Evaluation of the performance of the Board of Directors, the Board of Supervisors, the General Director and the Chief Accountant of the Company:

1.1. Criteria for evaluation of the Board of Directors' performance: evaluation of the implementation results of the Company's production and business operation objectives based on economic indicators; profitable business operations; preservation and development of invested capital; profit maximization; development of production and business activities; contribution to the State budget; ensuring optimal benefits for shareholders; employees' income; and ensuring customers' interests in accordance with the production and business plan.

Criteria for evaluation of the performance of members of the Board of Directors: based on the duties and powers of the Chairman and members of the Board of Directors as specifically prescribed in the Company Charter and documents assigning duties to members of the Board of Directors.

On a semi-annual and annual basis, the Board of Directors shall hold meetings to evaluate the implementation results of the Company's production and business operation objectives, the implementation results of economic indicators under the approved plan, and analyze factors affecting production and business performance. The Board of Directors shall evaluate the performance results of the Chairman and members of the Board of Directors based on the duties assigned to each member, and evaluate the implementation results of production and business plans, resolutions and decisions of the Board of Directors by the General Director and the Company's executive apparatus.

1.2. Criteria for evaluation of the Board of Supervisors' performance: based on the duties and powers of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter.

Criteria for evaluation of the performance of members of the Board of Supervisors: based on the duties and powers of members of the Board of Supervisors as specifically prescribed in documents assigning duties to members of the Board of Supervisors.

On a semi-annual and annual basis, the Board of Supervisors shall hold meetings to evaluate the implementation results of the functions and duties of the Board of Supervisors and its members; evaluate and appraise the results of



inspection and supervision activities of the Board of Directors, the General Director and the Company's executive apparatus.

1.3. Criteria for evaluation of the performance of the General Director, Deputy General Directors and Chief Accountant: based on the implementation results of economic indicators during the planned period or economic indicators stated in the employment contracts of the General Director, Deputy General Directors and Chief Accountant of the Company.

On a semi-annual and annual basis, the General Director shall hold meetings to evaluate the implementation results of production and business plans, resolutions and decisions of the Board of Directors applicable to the General Director, Deputy General Directors, Chief Accountant and the Company's executive apparatus, and analyze factors affecting the Company's production and business performance.

## **II. Rewards:**

At the end of the financial year, after audited financial figures are available, if the Company fulfills its production and business plans and economic indicators and fully performs its tax obligations, members of the Board of Directors, members of the Board of Supervisors, the Board of Management and other executive officers of the Company shall be rewarded in kind or in cash in accordance with the Company's Financial Management Regulations and Reward Regulations. Bonuses shall be appropriated from the Company's reward fund. In the event that production and business plans and economic indicators are not achieved, members of the Board of Directors, the Board of Supervisors and the Board of Management shall receive salaries and remunerations at lower levels corresponding to the percentage of completion of economic indicators during the year.

## **III. Discipline:**

1. Members of the Board of Directors, the General Director and other managers who violate the provisions of Article 165 of the Law on Enterprises or violate the provisions of the Company Charter shall, depending on the severity of the violation, be considered by the Board of Directors or the Board of Supervisors for submission to the General Meeting of Shareholders for dismissal or removal from office, or be subject to disciplinary measures in accordance with applicable laws.

2. If members of the Board of Supervisors violate the provisions of Article 173 of the Law on Enterprises or violate the provisions of the Company Charter, then depending on the severity of the violation, the Board of Directors and the Board of Supervisors shall consider submitting to the General Meeting of Shareholders the dismissal or removal from office of such violating members, or consider disciplinary measures in accordance with applicable laws.



3. In respect of officers holding the positions of Deputy General Director, Chief Accountant or Company Secretary/Governance Officer, if they commit violations of labor discipline, the General Director shall convene a meeting to consider and propose disciplinary actions in accordance with the Labor Code and the Company's Internal Labor Regulations.

#### **Article 7. Effectiveness**

These Internal Regulations on Corporate Governance of Song Da 6 Joint Stock Company consist of 07 Articles and shall take effect from the date of issuance and replace the Internal Regulations on Corporate Governance issued together with Decision No. 51/QD-HDQT dated July 13, 2021 of the Board of Directors of the Company./.

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



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

