

Hanoi, June 26, 2026

No.: 39/QĐ-HDQT

**DECISION**

**Re: Promulgation of the Operating Regulation of the Board of Directors of Song Da 6 Joint Stock Company**

**THE BOARD OF DIRECTORS OF SONG DA 6 JOINT STOCK COMPANY**

*Pursuant to The Corporate Law No. 59/2020/QH14 dated June 17, 2020, and Decree No. 01/2021/NĐ-CP dated January 4, 2021 of the Government on Enterprise Registration;*

*Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019; Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law; Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry 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 Securities Law; and 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 detailing the implementation of a number of articles of the Securities Law.*

*Pursuant to Decision No. 36/2025/QĐ-TTg dated September 29, 2025 of the Prime Minister promulgating the Vietnam Standard Industrial Classification;*

*Pursuant to Resolution No. 03/NQ-ĐHĐCĐ dated June 26, 2026 of the 2026 Annual General Meeting of Shareholders of Song Da 6 Joint Stock Company.*

**DECIDES:**

**Article 1.** To promulgate together with this Decision the Operating Regulation of the Board of Directors of Song Da 6 Joint Stock Company (with the detailed Regulation attached hereto).

**Article 2.** This Decision shall take effect from the date of signing.

**Article 3.** The Board of Directors, the Company's management and executive apparatus, and relevant units and individuals of the Company shall be responsible for implementing this Decision./.

**Recipients:**

- As Article 3;
- Archived: BOD

ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN



DANG QUOC BAO

**REGULATION**  
**ON OPERATION OF THE BOARD OF DIRECTORS**  
**SONG DA 6 JOINT STOCK COMPANY**  
(Issued together with Decision No. 39/QĐ-HĐQT dated 26/6/2026)

**TABLE OF CONTENTS**

CHAPTER I GENERAL PROVISIONS .....	2
Article 1. Scope of Regulation and Applicable Entities.....	2
Article 2. Principles of Operation of the Board of Directors .....	2
CHAPTER II MEMBERS OF THE BOARD OF DIRECTORS .....	3
Article 3. Rights and Obligations of Members of the Board of Directors .....	3
Article 4. Right of Members of the Board of Directors to Access Information.....	3
Article 5. Term of Office and Number of Members of the Board of Directors....	3
Article 6. Standards and Conditions for Members of the Board of Directors.....	4
Article 7. Chairman of the Board of Directors .....	5
Article 8. Dismissal, Removal, Replacement and Addition of Members of the Board of Directors .....	6
Article 9. Methods for Election, Dismissal and Removal of Members of the Board of Directors .....	7
Article 10. Notification of Election, Dismissal and Removal of Members of the Board of Directors .....	8
Chapter III BOARD OF DIRECTORS .....	8
Article 11. Rights and Obligations of the Board of Directors.....	8
Article 12. Duties and Powers of the Board of Directors in Approving and Executing Contracts and Transactions .....	10
Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders .....	11
Article 14. Committees Assisting the Board of Directors.....	11
Chapter IV MEETINGS OF THE BOARD OF DIRECTORS.....	12
Article 15. Meetings of the Board of Directors.....	12
Article 16. Minutes of Meetings of the Board of Directors .....	13
Chapter V REPORTING AND DISCLOSURE OF INTERESTS .....	14
Article 17. Submission of Annual Reports.....	14
Article 18. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors .....	15
Article 19. Disclosure of Related Interests.....	15
Chapter VI RELATIONSHIPS OF THE BOARD OF DIRECTORS.....	16
Article 20. Relationship Among Members of the Board of Directors .....	16
Article 21. Relationship with the Executive Management.....	16
Article 22. Relationship with the Board of Supervisors.....	16
Chapter VII IMPLEMENTATION PROVISIONS .....	17
Article 23. Effectiveness.....	17

## 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/ND-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. 03/NQ-DHDGD dated June 26, 2026 of the General Meeting of Shareholders of Song Da 6 Joint Stock Company.

The Board of Directors hereby promulgates the Regulation on Operation of the Board of Directors of Song Da 6 Joint Stock Company. The Regulation on Operation of the Board of Directors of the Company includes the following contents:

## CHAPTER I GENERAL PROVISIONS

### Article 1. Scope of Regulation and Applicable Entities

1. Scope of regulation: The Regulation on Operation of the Board of Directors provides for the organizational and personnel structure, operational principles, rights and obligations of the Board of Directors and members of the Board of Directors in accordance with the Law on Enterprises, the Company Charter and other relevant laws and regulations.

2. Applicable entities: This Regulation applies to the Board of Directors and members of the Board of Directors.

### Article 2. Principles of Operation of the Board of Directors

1. The Board of Directors shall operate on the principle of collective decision-making. Members of the Board of Directors shall bear personal responsibility for their assigned duties and jointly bear responsibility before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors relating to the development of the Company.

2. The Board of Directors shall assign the General Director to organize and implement the resolutions and decisions of the Board of Directors.

## CHAPTER II MEMBERS OF THE BOARD OF DIRECTORS

### **Article 3. Rights and Obligations of Members of the Board of Directors**

1. Members of the Board of Directors shall have full rights in accordance with the Law on Securities, relevant laws and the Company Charter, including the right to be provided with information and documents regarding the financial status and business operations of the Company and its affiliated units.

2. Members of the Board of Directors shall have obligations as prescribed in the Company Charter and the following obligations:

a. To perform their duties honestly and prudently for the best interests of the shareholders and the Company;

b. To fully attend meetings of the Board of Directors and provide opinions on matters discussed at such meetings;

c. To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies and other organizations;

d. To report to the Board of Directors at the nearest meeting any transactions between the Company, subsidiaries or other companies in which the Company holds more than 50% of the charter capital, with members of the Board of Directors and related persons of such members; and transactions between the Company and companies in which members of the Board of Directors were founding shareholders or enterprise managers within the most recent three (03) years prior to the transaction date;

đ. To disclose information when conducting transactions involving shares of the Company in accordance with the law.

3. Independent members of the Board of Directors of a listed company must prepare evaluation reports on the activities of the Board of Directors.

### **Article 4. Right of Members of the Board of Directors to Access Information**

1. Members of the Board of Directors 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.

2. Requested managers must provide information and documents in a timely, complete and accurate manner at the request of members of the Board of Directors. The order and procedures for requesting and providing information shall be prescribed in the Company Charter.

### **Article 5. Term of Office and Number of Members of the Board of Directors**

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

2. 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.

3. 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.

4. 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 December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

The rights, obligations, organization and coordination mechanism of independent members of the Board of Directors shall comply with the Law on Enterprises.

#### **Article 6. Standards and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors must satisfy the following standards and conditions:

a. Not being persons prohibited under Clause 2, Article 17 of the Law on Enterprises;

b. Having professional qualifications and experience in business administration or in the business lines and sectors of the Company, and not necessarily being shareholders of the Company;

c. A member of the Board of Directors may concurrently serve as a member of the Board of Directors or Members' Council of no more than 05 other companies;

d. A member of the Board of Directors must not be a family-related person of the General Director and other managers of the Company, or of managers and persons competent to appoint managers of the parent company.

2. An independent member of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following standards and conditions:

a. Not being a person currently working for the Company, the parent company or subsidiaries of the Company; and not having worked for the Company, the parent company or subsidiaries of the Company for at least the preceding 03 consecutive years;

b. Not being a person currently receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;

c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister or biological sibling is a major shareholder of the Company, or a manager of the Company or its subsidiaries;

d. Not directly or indirectly owning at least 01% of the total voting shares of the Company;

đ. Not having served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the preceding 05 consecutive years, except in the case of continuous appointment for 02 terms.

An independent member of the Board of Directors must notify the Board of Directors when he/she no longer satisfies the standards and conditions prescribed in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date on which such standards and conditions are no longer satisfied. The Board of Directors must notify the nearest General Meeting of Shareholders of the case where an independent member of the Board of Directors no longer satisfies the required standards and conditions, or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

#### **Article 7. Chairman of the Board of Directors**

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

2. The Chairman of the Board of Directors of the Company must not concurrently hold the position of General Director.

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

a. To formulate programs and operational plans of the Board of Directors;

b. To prepare agendas, contents and documents for meetings; convene, preside over and act as chairperson of meetings of the Board of Directors;

c. To organize the adoption of resolutions and decisions of the Board of Directors;

d. To supervise the implementation process of resolutions and decisions of the Board of Directors;

d. To act as chairperson of meetings of the General Meeting of Shareholders;

e. To exercise other rights and obligations in accordance with the Law on Enterprises and the Company Charter.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of removal. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company Charter.

In the absence of an authorized person, or where the Chairman of the Board of Directors dies, is missing, is temporarily detained, is serving an imprisonment sentence, is subject to administrative handling measures at a compulsory detoxification establishment or compulsory educational institution, absconds from his/her residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding positions, practicing professions or performing certain jobs, the remaining members shall elect one among them to hold the position of

Chairman of the Board of Directors based on the majority approval of the remaining members until a new decision of the Board of Directors is issued.

5. When deemed necessary, the Board of Directors shall decide to appoint a person in charge of corporate governance. The person in charge of corporate governance may concurrently act as Company Secretary and shall have the following rights and obligations:

a. To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; and to record meeting minutes;

b. To assist members of the Board of Directors in performing their assigned rights and obligations;

c. To assist the Board of Directors in applying and implementing corporate governance principles;

d. To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations relating to information disclosure, transparency and administrative procedures;

d. To exercise other rights and obligations as prescribed in the Company Charter.

#### **Article 8. Dismissal, Removal, Replacement and Addition of Members of the Board of Directors**

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

a. Failing to satisfy the standards and conditions prescribed in Article 155 of the Law on Enterprises;

b. Submitting a resignation letter and having such resignation accepted;

c. Other cases as prescribed in the Company Charter.

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

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

b. Other cases as prescribed in the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide on the replacement, dismissal or removal of members of the Board of Directors in cases other than those prescribed in Clauses 1 and 2 of this Article.

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

a. The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one-third;

b. The number of independent members of the Board of Directors decreases and no longer satisfies the prescribed ratio;

c. Except for the cases prescribed at Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

#### **Article 9. Methods for Election, Dismissal and Removal of Members of the Board of Directors**

1. 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 Directors. The nomination of candidates to the Board of Directors shall be conducted as follows:

a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

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

2. In the event that the number of candidates for the Board of Directors through nomination and self-nomination 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 Corporate Governance Regulations and the Regulation on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders conducts voting for members of the Board of Directors in accordance with the law.

3. Voting for the election of members of the Board of Directors must be conducted by the cumulative voting method. Accordingly, each shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders may allocate all or part of their total votes to one or several candidates. Elected members of the Board of Directors shall be determined based on the number of votes from highest to lowest, beginning with the candidate receiving the highest number of votes until the number of members prescribed in the Company Charter is filled. In the event that two or more candidates receive an equal number of votes for the final seat on the Board of Directors, a re-election shall be conducted among those candidates with equal votes or selection shall be made according to the election regulations or the Company Charter.

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

## **Article 10. Notification of Election, Dismissal and Removal of Members of the Board of Directors**

1. In cases 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 the candidates before voting. Candidates for the Board of Directors must provide written commitments regarding the truthfulness and accuracy of the disclosed personal information and must undertake to perform 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 boards of directors of other companies);
- d. Interests related to the Company and related parties of the Company;
- e. Other information (if any) as prescribed by relevant laws;
- g. The Company shall be responsible for disclosing information on 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).

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

## **Chapter III BOARD OF DIRECTORS**

### **Article 11. Rights and Obligations of the Board of Directors**

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

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

- a. To decide on the Company's strategy, medium-term development plans and annual business plans;

b. To propose the classes of shares and the total number of shares of each class authorized to be offered for sale;

c. To decide on the sale of unsold shares within the number of shares authorized to be offered for sale of each class; to decide on additional capital mobilization in other forms;

d. To decide on the selling price of shares and bonds of the Company;

đ. To decide on share repurchase in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

e. To decide on investment plans and investment projects within its authority and limits as prescribed by law;

g. To decide on solutions for market development, marketing and technology;

h. To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company, except for contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises. To approve contracts and transactions prescribed at Point 5, Clause 84, Article 1 of Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government;

i. To elect, dismiss and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into labor contracts with, and terminate labor contracts with the General Director, Deputy General Directors and Chief Accountant of the Company; to decide salaries, remunerations, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide remunerations and other benefits of such representatives;

k. To supervise and direct the Director or General Director and other managers in conducting the daily business operations of the Company;

l. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches and representative offices, and on capital contribution to or share purchase in other enterprises;

m. To approve agendas, contents and documents serving meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to pass resolutions;

n. To submit audited annual financial statements to the General Meeting of Shareholders;

o. To propose dividend rates; to decide on the time limit and procedures for dividend payment or handling of losses arising in the course of business operations;

p. To propose the reorganization or dissolution of the Company; to request bankruptcy procedures for the Company;

q. To decide on promulgation of the Regulation on Operation of the Board of Directors, the Internal Regulation on Corporate Governance after approval by the General Meeting of Shareholders, and the Regulation on Information Disclosure of the Company;

r. To implement dividend payment to shareholders in accordance with law after approval by the Annual General Meeting of Shareholders;

s. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws and the Company Charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting written opinions or other methods as prescribed by the Company Charter. Each member of the Board of Directors shall have one vote.

4. In cases where resolutions or decisions adopted by the Board of Directors are contrary to law, resolutions of the General Meeting of Shareholders or the Company Charter and cause damage to the Company, members voting in favor of such resolutions or decisions shall be jointly liable for such resolutions or decisions and shall compensate the Company for damages; members voting against such resolutions or decisions shall be exempt from liability. In such cases, shareholders of the Company shall have the right to request the Court to suspend implementation of or invalidate such resolutions or decisions.

#### **Article 12. Duties and Powers of the Board of Directors in Approving and Executing Contracts and Transactions**

1. The Board of Directors shall approve contracts and transactions valued at less than 35% of the total asset value recorded in the latest financial statements of the Company, or transactions resulting in the aggregate transaction value arising within 12 months from the date of execution of the first transaction being less than 35% of the total asset value recorded in the latest financial statements, between the Company and one of the following entities:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related persons of such individuals;
- Shareholders and authorized representatives of shareholders owning more than 10% of the total ordinary shares of the Company and their related persons;
- Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Company's representative signing the contract or transaction must notify members of the Board of Directors and members of the Board of Supervisors of the related parties involved in such contract or transaction, and enclose the draft contract or principal contents of the transaction. The Board of Directors shall decide on approval of the contract or transaction within 15 days from the date of receipt of the notice; members of the Board of Directors having related interests in the parties to the contract or transaction shall not have voting rights.

### **Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

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

- a. The Board of Directors considers it necessary for the interests of the Company;
- b. The number of remaining members of the Board of Directors or the Board of Supervisors is fewer than the minimum number prescribed by law;
- c. Upon request of a shareholder or group of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises; such request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing sufficient signatures of the relevant shareholders, or be made in several documents containing sufficient signatures of the relevant shareholders;
- d. Upon request of the Board of Supervisors;
- d. Other cases as prescribed by law and the Company Charter.

#### **2. Convening an Extraordinary General Meeting of Shareholders**

The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors falls below the minimum number prescribed in the Company Charter, or from the date of receipt of the requests specified at Points c and d, Clause 1 of this Article.

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

- a. Prepare the list of shareholders entitled to attend the meeting;
- b. Provide information and resolve complaints related to the list of shareholders;
- c. Prepare the agenda and contents of the meeting;
- d. Prepare documents for the meeting;
- d. Prepare draft resolutions of the General Meeting of Shareholders corresponding to the proposed agenda items of the meeting; prepare the list and detailed information of candidates in cases of election of members of the Board of Directors or the Board of Supervisors;
- e. Determine the time and venue of the meeting;
- g. Send notices of invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h. Perform other tasks serving the meeting.

### **Article 14. Committees Assisting 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 consist of at least three (03) members, including members of the Board of Directors

and external members. Independent members of the Board of Directors/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 Chairperson 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 committees subordinate to the Board of Directors must comply with the prevailing laws, the Company Charter and the Internal Regulation on Corporate Governance of the Company.

## **Chapter IV MEETINGS OF THE BOARD OF DIRECTORS**

### **Article 15. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. In the event that more than one member receives the same highest number of votes or voting ratio, the members shall elect, based on the majority principle, one among them to convene the meeting of the Board of Directors.

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

3. The Chairman of the Board of Directors shall convene meetings 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 Director or General Director or at least five (05) other managers;

c. Upon request of at least two (02) members of the Board of Directors.

4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed and decisions falling within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene the meeting as requested, the Chairman shall be liable for damages caused to the Company; the requesting person shall have the right to replace the Chairman in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send notices of invitation no later than three (03) working days prior to 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 of invitation must be accompanied by documents to be used at the meeting and voting ballots 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 is delivered to the registered contact address of each member of the Board of Directors.

7. 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 for 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 participate in discussions, but shall not have voting rights.

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

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

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote at the meeting in accordance with Clause 11 of this Article;
- c. Attending and voting through online conferences, electronic voting or other electronic means;
- d. Sending voting ballots to the meeting by mail, fax or email.

10. In cases where voting ballots are sent to the meeting by mail, such ballots must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Voting ballots shall only be opened in the presence of all attending participants.

11. Members must attend all meetings of the Board of Directors in full. A member may authorize another person to attend and vote at the meeting if approved by the majority of members of the Board of Directors.

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

#### **Article 16. Minutes of Meetings of the Board of Directors**

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

- a. Name, address of the head office and enterprise code of the Company;
- 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 the method of attendance; full names of members absent from the meeting and reasons for absence;

d. Matters discussed and voted on at the meeting;

e. Summary of opinions expressed by each attending member in chronological order of the meeting proceedings;

g. Voting results, clearly stating members voting in favor, against and abstaining;

h. Matters adopted and the corresponding voting approval ratio;

i. Full names and signatures of the chairperson and the minute-taker, except for the case specified in Clause 2 of this Article.

2. In the event that the chairperson and/or the secretary refuses to sign the meeting minutes, but the minutes are signed by all other members of the Board of Directors attending the meeting and contain all contents prescribed at Points a, b, c, d, đ, e, g and h, Clause 1 of this Article, such minutes shall remain valid.

3. The chairperson, the minute-taker and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

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

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

## **Chapter V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 17. Submission of Annual Reports**

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

a. Report on the Company's business performance;

b. Financial statements;

c. Report on the assessment of management and administration of the Company;

d. Assessment report of the Board of Supervisors.

2. The reports prescribed at Points a, b and c, Clause 1 of this Article must be sent to the Board of Supervisors for assessment no later than thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders.

3. The reports prescribed in Clauses 1 and 2 of this Article, the assessment report of the Board of Supervisors and the audit report must be kept at the head office of the Company no later than ten (10) days prior to the opening date of the Annual General Meeting of Shareholders. Shareholders holding shares of the Company continuously for at least one (01) year shall have the right, by themselves or together with practicing

lawyers, accountants or auditors, to directly examine the reports prescribed in this Article.

#### **Article 18. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors**

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days necessary to fulfill duties of members of the Board of Directors and the remuneration rate per day. The Board of Directors shall estimate the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, separately presented in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in committees 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 lump-sum payments for each assignment, salary, commission, percentage of profits or other forms as decided by the Board of Directors.

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

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after obtaining approval from the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company Charter.

#### **Article 19. Disclosure of Related Interests**

1. The disclosure of interests and related persons of the Company shall be implemented in accordance with the following provisions:

2. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

a. Name, enterprise code, head office address, business lines of enterprises in which they own contributed capital or shares; the ownership ratio and time of ownership of such contributed capital or shares;

b. Name, enterprise code, head office address, business lines of enterprises in which their related persons jointly own or separately own contributed capital or shares representing more than 10% of the charter capital.

2. The declaration prescribed in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendment or supplementation must be notified to the Company within seven (07) working days from the date of such amendment or supplementation.

3. Members of the Board of Directors acting in their personal capacity or on behalf of another person to perform work in any form within the business scope of the Company must explain the nature and contents of such work to the Board of Directors and may only carry out such work upon approval by the majority of the remaining members of the Board of Directors. If such work is carried out without disclosure or without approval of the Board of Directors, all income derived from such activities shall belong to the Company.

## **Chapter VI**

### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship Among Members of the Board of Directors**

1. The relationship among members of the Board of Directors shall be one of coordination. Members of the Board of Directors are responsible for informing one another of matters related to the performance of assigned duties.

2. During the course of handling assigned duties, the member of the Board of Directors primarily responsible for such duties must proactively coordinate in handling matters related to areas under the responsibility of other members of the Board of Directors. In cases where differences of opinion arise among members of the Board of Directors, the member primarily responsible shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority, or for organization of a meeting or collection of opinions of members of the Board of Directors in accordance with law, the Company Charter and these Regulations.

3. In the event of reassignment among members of the Board of Directors, the members involved must hand over duties, files and related documents. Such handover must be made in writing and reported to the Chairman of the Board of Directors.

#### **Article 21. Relationship with the Executive Management**

In its governance role, the Board of Directors shall issue resolutions for implementation by the General Director and the executive management apparatus. At the same time, the Board of Directors shall inspect and supervise the implementation of such resolutions.

#### **Article 22. Relationship with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors shall be one of coordination. The working relationship between the Board of Directors

and the Board of Supervisors shall be based on the principles of equality and independence, while maintaining close coordination and mutual support in the performance of their duties.

2. Upon receipt of inspection minutes or consolidated reports from the Board of Supervisors, the Board of Directors shall be responsible for reviewing such documents and directing the relevant departments to formulate plans and promptly implement corrective measures.

## **Chapter VII IMPLEMENTATION PROVISIONS**

### **Article 23. Effectiveness**

The Regulation on Operation of the Board of Directors of Song Da 6 Joint Stock Company consists of 07 Chapters and 23 Articles; and shall take effect from the date of signing and promulgation, replacing the Regulation on Operation of the Board of Directors issued together with Decision No. 52/QĐ-HĐQT dated July 13, 2021 of the Board of Directors of the Company. /s/

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



**Dang Quoc Bao**