

Hanoi,2025

DRAFT

**REGULATIONS
ON NOMINATION, CANDIDACY, AND ELECTION FOR MEMBERS
OF BOARD OF DIRECTORS / BOARD OF SUPERVISORS
FOR THE TERM (2025 - 2030)
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF SONG DA 5 JOINT STOCK COMPANY**

Pursuant to:

- The Law on Enterprises No. 59/2020/QH dated June 17, 2020; Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of Law on Securities 2019;
- The Charter on the organization and operation of Song Da 5 Joint Stock Company;
- To ensure that the election of members of Board of Directors (BOD) and Board of Supervisors of Song Da 5 Joint Stock Company for the term (2025-2030) complies with Law on Enterprises 2020, the Company's Charter, and applicable laws, based on the principles of fairness, transparency, and democracy, while safeguarding the legitimate rights of shareholders, the General Meeting of Shareholders is respectfully requested to approve the "Regulation on Nomination, Candidacy, and Election for Members of Board of Directors / Board of Supervisors of Song Da 5 Joint Stock Company for the 2025-2030 Term at the 2025 Annual General Meeting of Shareholders" as follows:

Chapter I

GENERAL PROVISIONS

Article 1. Purpose, Scope, and Applicable Subjects

1. This regulation is applied to the nomination, candidacy, and election for members of Board of Directors and Board of Supervisors of Song Da 5 Joint Stock Company for the 2025 - 2030 term at the 2025 Annual General Meeting of Shareholders, ensuring compliance with Law on Enterprises 2020 and applicable legal regulations.

2. This regulation governs activities related to the nomination, candidacy, and election for members of Board of Directors/Board of Supervisors, including:

- a) Regulations on nomination and candidacy for members of Board of Directors/Board of Supervisors.
- b) Regulations on election for members of Board of Directors/Board of Supervisors.

3. Applicable subjects include: Shareholders holding voting shares and authorized representatives of shareholders holding voting shares (according to the list of shareholders of Song Da 5 Joint Stock Company finalized by Vietnam Securities Depository and Clearing Corporation on March 24, 2025), and members of Election Committee at the 2025 Annual General Meeting of Shareholders.

Article 2. Rights and Obligations of Shareholders

1. Rights of Shareholders Attending the General Meeting:

Each shareholder or shareholder's representative attending the General Meeting of Shareholders shall receive one ballot for electing members of Board of Directors and one ballot for electing members of Board of Supervisors. The ballot shall clearly indicate the number of shares held by the shareholder and the corresponding number of votes they are entitled to use in the election.

2. Obligations of Shareholders Attending the General Meeting:

a) Comply with the election conditions and procedures stipulated in this Regulation;

b) Shareholders and shareholder's representatives attending the General Meeting must complete the registration procedures with Organizing Committee;

c) Upon receiving the election ballot, shareholders and shareholder's representatives must verify the number of shares recorded on the ballot. If any discrepancies are found, they must immediately notify Organizing Committee at the time of receipt;

d) Strictly adhere to regulations on nomination, candidacy, and election during the General Meeting of Shareholders and respect voting results of the Meeting.

Chapter II: REGULATIONS ON NOMINATION AND CANDIDACY FOR MEMBERS OF BOARD OF DIRECTORS AND BOARD OF SUPERVISORS

Article 3. Nomination and Candidacy for Election to Board of Directors

1. Qualifications and Conditions for Members of Board of Directors:

Members of Board of Directors must meet qualifications and conditions stipulated in Clauses 1 and 2, Article 155 of Law on Enterprises and Company's Charter, as follows:

a) Have full civil act capacity and not fall under the cases specified in Clause 2, Article 17 of Law on Enterprises;

b) Possess professional qualifications, management competence, and experience in business management or the Company's industry and business sector, and are not necessarily required to be shareholders of the Company;

c) Not be subject to any prohibition from holding managerial or executive positions in an enterprise as prescribed by law;

d) A member of Board of Directors of the Company may concurrently hold the position of a Board member in no more than five other companies;

e) Members of Board of Directors must not have family relationships with the Director, General Director, or other managers of the Company, or with managers or persons authorized to appoint managers of the parent company;

f) Meet other standards as prescribed by law.

2. Nomination and Candidacy for Election to the Board of Directors

a) Shareholders or groups of shareholders holding at least 10% of total common shares have the right to nominate or apply for candidacy as a member of Board of Directors. Shareholders or groups of shareholders holding from 10% to under 20% of total voting shares may nominate one (01) candidate; Shareholders or groups of shareholders holding from 20% to under 30% may nominate up to two (02) candidates; Shareholders or groups of shareholders holding from 30% to under 40% may nominate up to three (03) candidates; Shareholders or groups of shareholders holding from 40% to under 50% may nominate up to four (04) candidates; Shareholders or groups of shareholders holding 50% or more may nominate the full number of candidates required.

b) In the event that the number of candidates for Board of Directors, as nominated and self-nominated, is still insufficient as required under Clause 5, Article 115 of Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and Board of Directors' Operational Regulations. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes on election of Board members, in compliance with legal regulations.

Article 4. Candidacy and Nomination for members of Board of Supervisors

1. Qualifications and Conditions for Members of Board of Supervisors

Members of Board of Supervisors must meet qualifications and conditions stipulated in Article 169 of Law on Enterprises and Company's Charter, as follows:

a) Must not fall under the cases specified in Clause 2, Article 17 of Law on Enterprises;

b) Must have received training in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business activities;

c) Must not have family relations with members of Board of Directors, General Director, or other managerial personnel;

d) Must not be a company executive; members of Board of Supervisors are not required to be shareholders or employees of the Company, unless otherwise stipulated by the Company's Charter;

d) Must not be employed in the Company's accounting or finance department;

f) Must not be a member or employee of an independent auditing firm that has audited the Company's financial statements in the preceding three (03) consecutive years;

g) Must meet other criteria and conditions as required by applicable laws and the Company's Charter.

2. Nominate candidates for election to Board of Supervisors:

a) Shareholders or groups of shareholders holding at least 10% of total common shares have the right to nominate or apply for candidacy as a member of Board of Supervisors. Shareholders or groups of shareholders holding from 10% to under 20% of total voting shares may nominate one (01) candidate; Shareholders or groups of shareholders holding from 20% to under 50% may nominate up to two (02) candidates; Shareholders or groups of shareholders holding 50% or more may nominate the full number of candidates required.

b) In the event that the number of candidates for Board of Supervisors, as nominated and self-nominated, is still insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and Board of Supervisors's Operational Regulations. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes on election of Board of Supervisors members, in compliance with legal regulations.

Article 5. Application Documents for Candidacy and Nomination of Candidates for Board of Directors and Board of Supervisors

1. Application for nomination or candidacy for the position of a member of Board of Directors or Board of Supervisors (01 original copy), using the form available on the Company's website www.songda5.com.vn;

2. Personal resume (or an equivalent document) of the candidate (01 original copy), using the form available on the Company's website www.songda5.com.vn;

3. Other supporting documents proving that the candidate meets eligibility criteria and qualifications as required by law (01 original or certified copy).

Article 6. Selection of Candidates

Based on the nomination and candidacy applications submitted by shareholders or groups of shareholders for the positions of Board of Directors and Board of Supervisors

members of Song Da 5 Joint Stock Company, the Organizing Committee of the General Meeting will review and compile a list of candidates who meet the eligibility criteria as stipulated. This finalized list of qualified candidates will be presented for approval at the General Meeting of Shareholders before proceeding with the election.

Article 7. Submission of Application Documents

Nomination and candidacy application documents must be submitted to Song Da 5 Joint Stock Company no later than 16:00 on **April 11, 2025**, at the following address:

Organizing Committee of the 2025 Annual General Meeting of Shareholders of Song Da 5 Joint Stock Company

Song Da 5 Joint Stock Company: 5th Floor, Tower B, HH4 Building, Song Da - My Dinh Urban Area, My Dinh 1 ward, Nam Tu Liem district, Hanoi.

Tel: 04.222.555.86 Fax: 04.222.555.58 Email:songda5.tchc@gmail.com

CHAPTER III: ELECTION OF MEMBERS OF BOARD OF DIRECTORS AND BOARD OF SUPERVISORS

Article 8. Ballots and ballot recording

1. Ballot:

a) The ballot for electing members of Board of Directors and Board of Supervisors is issued and stamped by Organizing Committee of the General Meeting of Shareholders of Song Da 5 Joint Stock Company.

b) The ballot clearly lists the candidates in alphabetical order (A-Z), along with the shareholder's name or the authorized representative's name, number of shares held, and total voting rights.

c) Shareholders or his/her authorized representatives attending the 2025 Annual General Meeting of Shareholders of the Company will receive one (01) ballot for electing members of Board of Directors and one (01) ballot for electing members of Board of Supervisors.

2. Ballot recording

a) Shareholders or authorized representatives must personally record the number of votes for each candidate in the corresponding blank boxes on the ballot. In the case of valid authorization (with a power of attorney), the authorized person shall have full voting rights.

b) If an error is made while filling out the ballot, the shareholder may request Organizing Committee to issue a new ballot.

c) Sign to confirm completion of the voting process.

3. Cases of Invalid Ballots:

- a) Ballots that do not conform to the Company's prescribed format or lack the Company's official seal.
- b) Ballots that contain erasures, modifications, additional markings, or names that are incorrect or not included in the list of candidates approved by the General Meeting of Shareholders before voting.
- c) Ballots where the total number of votes allocated to candidates by a shareholder exceeds the total number of voting rights they hold (including owned and authorized shares).
- d) Ballots that do not select any candidate or select more candidates than the allowed number.
- e) Ballots that lack the signature of the shareholder or authorized representative for confirmation.

Article 9. Voting Method

1. The election for members of Board of Directors shall be conducted by secret ballot and using the cumulative voting method.

2. The number of votes each shareholder has is calculated by multiplying the total number of voting shares they hold (including personally owned shares and/or shares authorized for representation) by the number of Board of Directors members or Board of Supervisors members to be elected.

- The number of members of Board of Directors for the 2025 - 2030 term: 05 members.

- The number of members of Board of Supervisors for the 2025 - 2030 term: 03 members.

3. Voting Method:

- Shareholders have the right to:
 - + Allocate all their votes to a single candidate, or
 - + Distribute their votes equally among all candidates in the approved nomination list at the General Meeting, or distribute votes in different proportions.
 - + Allocate votes to fewer candidates than total number in the approved list, with different proportions.
- Shareholders must ensure that the total number of votes on each ballot for Board of Directors or the Board of Supervisors members does not exceed the total votes allocated as per the regulations.

- If a shareholder does not vote for a candidate, they should leave the corresponding voting field blank.

Article 10. Election and Vote Counting Committee, Voting and Vote Counting Principles

1. Vote Counting Committee:

a) The Vote Counting Committee consists of 05 members nominated by Chairman and approved by the General Meeting of Shareholders. Members of the Vote Counting Committee shall not be included in the list of nominees and candidates for Board of Directors or Board of Supervisors.

b) The Vote Counting Committee is responsible for carrying out the necessary procedures for the voting process to elect members of Board of Directors and Board of Supervisors, including: preparing the ballot box, announcing the Election Regulations, the list of candidates for Board of Directors and Board of Supervisors; outlining the voting procedures; guiding ballot completion; supervising the voting process; and conducting the vote counting and announcing the election results before the General Meeting.

2. Principles of Voting and Vote Counting:

a) The Vote Counting Committee shall inspect the ballot box in the presence of the shareholders;

b) The voting process shall commence once the distribution of ballots is completed and shall conclude when the last shareholder casts their vote into the ballot box;

c) The vote counting must be conducted by the Vote Counting Committee in the vote counting room immediately after the voting process concludes. The Vote Counting Committee shall tally the votes and prepare a vote counting report in accordance with the company's Charter and Law on Enterprises 2020. The Vote Counting Committee must not erase or alter the ballots;

d) The vote counting results shall be documented and announced before the General Meeting by Head of Vote Counting Committee.

Article 11. Principles for Determining Elected Members of Board of Directors/Board of Supervisors

Based on the above provisions, the General Meeting recognizes the results of additional election of members to Board of Directors and Board of Supervisors as follows:

1. The elected candidates for Board of Directors shall be the five (05) candidates with the highest number of votes, determined in descending order until the required number of members is reached.

2. The elected candidates for Board of Supervisors shall be the three (03) candidates with the highest number of votes, determined in descending order until the required number of members is reached.

3. In the event that two (02) or more candidates receive the same number of votes and it is necessary to eliminate candidates to determine the elected members of Board of Directors or Board of Supervisors, the candidate who owns and/or represents the ownership of a greater number of shares shall be selected. If the number of owned and/or represented shares is equal, a re-vote shall be conducted among these candidates to determine the one with the higher number of votes.

Article 12. Preparation and Announcement of the Vote Counting Minutes

1. After vote counting, the Vote Counting Committee must prepare the vote counting minutes. The contents of the vote counting minutes shall include: the total number of shareholders attending the meeting, the total number of shareholders participating in the voting, the voting rights ratio of shareholders who voted compared to the total voting rights of shareholders attending the meeting (according to cumulative voting method), the number and percentage of valid ballots, invalid ballots, and blank ballots; the number and percentage of voting rights for each candidate running for Board of Directors and Board of Supervisors; and the list of elected members of Board of Directors and Board of Supervisors, arranged in descending order based on the number of votes received.

2. The full text of the vote counting minutes must be announced before the General Meeting.

3. Any complaints regarding the election and vote counting process shall be resolved by Chairman of the General Meeting and recorded in the minutes of the General Meeting of Shareholders.

Article 13. This Regulation consists of 03 Chapters and 13 Articles and shall take effect immediately after being approved by the 2025 Annual General Meeting of Shareholders of Song Da 5 Joint Stock Company. It shall only apply to the nomination, candidacy, and election for members of Board of Directors and Board of Supervisors for the 2025–2030 term at the 2025 Annual General Meeting of Shareholders of Song Da 5 Joint Stock Company.

Recipients:

- Shareholders;
- Members of Board of Directors;
- Board of Supervisors;
- Archived: Board of Directors, Human Resources & Administration Department

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRMAN**



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