



SONG HONG GARMENT
JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

April 26, 2025

**REGULATIONS ON THE NOMINATION, CANDIDACY, AND ELECTION
OF THE (ADDITIONAL) MEMBER OF THE BOARD OF DIRECTORS
For the 2024-2029 term**

Pursuant to:

- The Law on Enterprises No.59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No.03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and its guiding documents;
- The Law on Securities No.54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; amended and supplemented by Law No.56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;
- The Charter on the organization and operation of Song Hong Garment Joint Stock Company;

The nomination, candidacy, and election of the (additional) member of the Board of Directors ("BOD") for the 2024-2029 term at the 2025 Annual General Meeting of Shareholders ("AGM"/ "GSM") of Song Hong Garment Joint Stock Company shall be carried out in accordance with the following regulations:

Article 1. Eligible Voters for the Election

Shareholders of Song Hong Garment Joint Stock Company whose names appear on the list of shareholders entitled to participate in the GSM as of the record date of March 25, 2025, provided by Vietnam Securities Depository and Clearing Corporation (VSDC) and their duly authorized representatives, are entitled to participate in the election of Board of Directors members.

Article 2. Definitions/Abbreviations

- Company : Song Hong Garment Joint Stock Company
- GSM : General Meeting of Shareholders
- BOD : Board of Directors
- Voter/Delegate: Shareholder or authorized representative(s) of shareholder.

Note: Terms used in this Regulation but not defined herein shall have the meanings prescribed in the Regulations on Organizing and Voting at 2025 Annual General Meeting of Shareholders of Song Hong Garment Joint Stock Company.

Article 3. Number and Term of Board Members

1. Number of Board Members to be elected: One (01) Independent Board Member (in case the AGM approves the Proposal regarding Approval of the dismissal and election of one (01) additional independent member of the Board of Directors for the remaining term of 2024-2029)
2. Term: The remaining term of 2024 – 2029.
3. Number of Board Candidates: Unlimited.

Article 4. Standards for Independent Board Members

Candidates must meet the standards and conditions as prescribed in Clauses 1 and Clause 2 of Article 155 of the Enterprise Law 59/2020/QH14, specifically as follows:

- a) Must not fall under the categories defined in Clause 2, Article 17 of the Enterprise Law;
- b) Must possess professional qualifications and experience in business management or the company's field, industry, or business activities and is not required to be a shareholder of the company, unless otherwise specified in the company's charter.
- c) A member of the Board of Directors can only serve as a Board member in a maximum of five (05) other companies simultaneously.
- d) Must not be currently employed by the company, the parent company, or the subsidiaries of the company; nor have been employed by the company, its parent company, or its subsidiaries for at least three (03) consecutive years prior to the nomination;
- e) Must not be a person receiving salary or compensation from the company, except for allowances granted to Board members as stipulated by the regulations;
- f) Must not be a person whose spouse, biological parents, adoptive parents, biological children, adopted children, siblings are major shareholders of the company or managers of the company or its subsidiaries;
- g) Must not be a person who directly or indirectly owns at least one percent (01%) of the total voting shares of the company;
- h) Must not be someone who has served as a member of the Board of Directors or the Board of Supervisors of the company for at least five (05) consecutive years prior to the nomination, unless appointed continuously for two (2) terms.
- i) Other standards and conditions as prescribed by the law and the company's charter.

Article 5. Nomination and Candidacy for the Board of Directors

1. Shareholders holding voting shares have the right to combine the voting rights of each individual to nominate candidates for the Board of Directors.
2. Shareholders or groups of shareholders holding from 5% to less than 10% of the voting shares may nominate one (01) candidate; from 10% to less than 30%, may nominate two (02) candidates; from 30% to less than 50%, may nominate three (03) candidates; from 50% to less than 65%, may nominate four (04) candidates; and if holding 65% or more, may nominate the full number of candidates.
3. In the event that the number of candidates for the Board of Directors through nominations and self-nominations is still insufficient, the current Board of Directors may introduce additional candidates or organize a nomination process according to the mechanism outlined in the Company's internal regulations on corporate governance and/or the specific rules for each election. The introduction of additional candidates by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect Board members, as required by law.

Article 6. Nomination and Candidacy Documents for Election to the Board of Directors

Shareholders/groups of shareholders who meet the qualifications and conditions specified in Article 5 of this Regulation can submit their applications for nomination and self-nomination to the Board of Directors:

1. The dossier for candidacy or nomination of candidates for election to the Board of Directors includes:
 - Application for candidacy or Nomination letter (According to the template).
 - A Curriculum Vitae completed by the candidate (According to the template), with a photo taken within the last six (06) months.
 - A notarized copy of one of the following identification documents of the candidate: Citizen ID card/ Passport/ Permanent residence book (or Temporary long-term residence registration)
 - A notarized copy of the academic and professional qualifications of the candidate (if any)
 - Meeting minutes from the shareholder group nominating the candidate for the Board of Directors (if any).
 - A notarized copy of the Business Registration Certificate/ID card/Citizen ID/Passport of the shareholder/group of shareholders nominating the candidate.

The templates are available on the Company's website: <https://www.songhong.vn/Quan-he-co-dong>. The nominators/candidates for the Board of Directors must take legal responsibility and be accountable to the General Meeting of Shareholders for the accuracy and truthfulness of the content in their application.

2. The nomination/candidacy dossiers must be submitted to the Organizing Committee of the General Meeting *before 5:00 PM on Wednesday, April 16, 2025*, at the following address:

Song Hong Garment Joint Stock Company

Office address: No. 105 Nguyen Duc Thuan Street, Quang Trung Ward, Nam Dinh City.

3. In the case of nominations/candidacies arising at the General Meeting of Shareholders, the shareholder/shareholder group making the nomination/candidacy must immediately provide the nomination/candidacy dossier to the Chairman for consideration.

4. Only the nomination/candidacy dossiers that meet the required conditions for nomination/candidacy and candidates who meet the corresponding qualifications for Independent Board members will be included in the list of candidates announced at the General Meeting of Shareholders.

Article 7. List of Candidates

- a) The list of Board of Directors candidates is compiled based on nominations from shareholders/shareholder groups or self-nominations from individual shareholders who meet the requirements stipulated by law and the company's charter. The current Board of Directors is responsible for receiving the nomination and candidacy documents and for publishing the candidates' information on the company's website to inform shareholders entitled to attend the meeting.
- b) In the event that by *5:00 PM on Wednesday, April 16, 2025*, the number of candidates for the Board of Directors through nominations and self-nominations is still insufficient, the current Board of Directors shall introduce and nominate additional candidates in accordance with the internal regulations on Corporate Governance. The introduction of additional candidates by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes on the election of Board members, as required by law.

Article 8. Vote Counting Committee

The Vote Counting Committee is nominated by the Organizing Committee and approved by the General Meeting of Shareholders. The Vote Counting Committee is responsible for:

- a) Guiding the Election Regulations;
- b) Counting the votes and preparing the vote-counting minutes;
- c) Announcing the election results to the General Meeting of Shareholders.

Members of the Vote Counting Committee must not be listed as nominees or candidates for the Board of Directors.

Article 9. Voting Ballot, Voting Instructions, Voting Principles, and Vote Counting

1. Voting Method

The election of members of the BOD at the General Meeting of Shareholders will be conducted publicly using electronic voting through the E-voting system (EzGSM system) on the website: <https://ezgsm.fpts.com.vn/>.

2. Voting Ballot

The voting ballot has been pre-configured on the electronic voting system. Some terms used in the voting ballot are defined and explained as follows:

- **"Number of votes represented"**: The number of votes with voting rights, including the voting rights owned by the Voter and/or authorized from one or more other Voters;
- **"Number of voting rights"**: The total Number of votes represented multiplied (×) by the number of BOD members to be elected as stipulated in Clause 1, Article 3 of this Regulation.

Voters prepare suitable online meeting devices with Internet access to ensure they can follow the proceedings of the General Meeting of Shareholders and participate in electronic voting. These devices include, but are not limited to, personal computers, laptops, tablets, and smartphones with Internet connectivity.

3. How to Fill Out the Voting Ballot

- a) Voters may vote for a maximum number of candidates equal to the number of additional Board members to be elected (01 candidate). Voters shall cast their votes as follows:

- **Case 1: Voting for one (01) candidate**

The voter shall check the box in the **"Cumulative voting"** column for the chosen candidate.

- **Case 2: Not voting for any candidate**

The voter shall leave the ballot blank without **Ticking** or **Entering** any marks in the **"Cumulative voting"** column for all candidates. In this case, the ballot will be considered as not submitted.

- b) Voting Procedure:

From 10:00 AM on April 10, 2025, the E-voting system will be open. Voting begins once the system is activated and remains open until the Chairman or the Vote Counting Committee announces the end of the voting period. Delegates may exercise their voting rights as soon as the electronic voting system is open, and this will count towards the total number of delegates attending the General Meeting. After completing the ballot, the voter must click **"Voting"** button to save and submit the election result to the system. Voters may modify their votes until the voting period ends, as directed by the Chairperson, but they cannot cancel their votes. The final recorded voting results will be the last votes submitted before the voting period closes

as per the regulations. After the voting period ends, the system will no longer record any further electronic votes from delegates.

c) In the following cases, the voter's voting ballot shall be considered invalid:

- The voting ballot in which the number of candidates selected by the voter exceeds the number of Board members to be elected, as approved by the General Shareholders' Meeting for election;
- The voting ballot in which the total number of votes cast for candidates is not equal to the "Number of voting rights" of the voter, as stated on the voting ballot.
- The voting ballot submitted by the voter after the voting period has ended as per regulations.

For invalid voting ballots, the E-voting system will issue a warning to the voter attending the General Meeting of Shareholders. The voter is responsible for adjusting the ballot to ensure its validity. The system will not record invalid ballots, and the voter will be considered as not participating in the election process via the electronic voting system.

d) The E-voting system records the number of votes cast for each candidate by the voters participating in the election.

Article 10. Voting Method and Election Principles

1. Voting Method

The election of Board members will be conducted through the cumulative voting method (as per Clause 3, Article 148 of the Law on Enterprises). Accordingly:

- a) Each voter will have a total number of voting rights for Board members equal to the total number of votes represented (including both ownership and authorized shares) multiplied by the number of members to be elected to the Board of Directors;
- b) Voters may allocate all of their votes to one or several candidates, but not exceeding the number of members to be elected (additional) as approved by the General Meeting of Shareholders. If the number of Board members to be elected (additional) is one (01), the voter may only allocate all their votes to one (01) candidate.

If additional candidates are introduced on the day of the General Meeting, voters attending the General Meeting of Shareholders may change their voting results until the voting period officially ends, as per the regulations.

2. Election Principles

- a) The elected members of the Board of Directors will be determined by the number of votes, ranked from highest to lowest, starting with the candidate who receives the most votes, until the required number of members to be elected is reached.
- b) If two (02) or more candidates receive the same number of votes for the last available position on the Board of Directors, a re-election will be conducted among the candidates who received the same number of votes.

- c) Note: The election to supplement the Board members for the 2024–2029 term will only be carried out, and the result of the election will only be valid after the 2025 Annual General Meeting of Shareholders approves the Regulations on the Nomination, Candidacy, and Election of the (additional) member of the Board of Directors for the 2024-2029 term, and approves the Proposal regarding Approval of the dismissal and election of one (01) additional independent member of the Board of Directors for the remaining term of 2024-2029.

Article 11. Drafting and Announcing the Vote Counting Minutes

1. The Vote Counting Committee is responsible for verifying and summarizing the vote-counting results.
2. After the vote counting, the Vote Counting Committee must prepare the vote counting report and publicly announce the results of the vote at the General Meeting of Shareholders.
3. Any complaints about the election and vote counting (if any) will be resolved by the Chairperson of the meeting and will be recorded in the minutes of the General Meeting of Shareholders.

Article 12. Effectiveness of Implementation

1. This regulation consists of 12 articles and takes effect immediately upon approval by the General Meeting of Shareholders.
2. This regulation will expire upon the conclusion of the 2025 Annual General Meeting of Shareholders of Song Hong Garment Joint Stock Company.
3. Above are the full Regulations on the Nomination, Candidacy, and Election of the (additional) member of the Board of Directors for the 2024-2029 term at the 2025 Annual General Meeting of Shareholders of Song Hong Garment Joint Stock Company. We respectfully submit it for the consideration and approval of the General Meeting of Shareholders.

We respectfully submit to the General Meeting of Shareholders for consideration and approval!

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

BUI DUC THINH