



**SONG HONG GARMENT JOINT  
STOCK COMPANY**

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

**REGULATIONS ON ORGANIZING AND VOTING  
AT 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
SONG HONG GARMENT JOINT STOCK COMPANY**

**April 26, 2025**

**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, effective from January 1, 2021; 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;

To ensure the success of the 2025 Annual General Meeting of Shareholders (“AGM”) of Song Hong Garment Joint Stock Company, the Board of Directors has developed and submitted for approval by the Annual General Meeting of Shareholders the Regulations on the Organizing and Voting at the 2025 Annual General Meeting of Shareholders, with the following specific contents:

**CHAPTER I. GENERAL RULES**

**Article 1. Subjects and Scope of Application**

1.1. **Subjects:** The Organizing Committee and all shareholders, as well as authorized representatives of shareholders attending the 2025 AGM of Song Hong Garment Joint Stock Company, must comply with these Regulations, the Company’s Charter, and the applicable laws.

1.2. **Scope of Application:** These regulations apply to the organization of the 2025 Annual General Meeting of Shareholders of Song Hong Garment Joint Stock Company.

**Article 2. Working Principles of the AGM**

- Transparency, fairness, and democracy.
- Ensure the legitimate rights and interests of shareholders and the Company.
- Comply with the provisions of the law, the Company's Charter, and this Regulation.



### Article 3. Interpretation of Terms

- 3.1. **"Company" or "MSH"**: Song Hong Garment Joint Stock Company
- 3.2. **"GSM" or "General Meeting"**: means the 2025 Annual General Meeting of Shareholders of Song Hong Garment Joint Stock Company
- 3.3. **"Shareholders"**: A person who owns at least one (01) share of Song Hong Garment Joint Stock Company and whose name is listed in the list of securities holders entitled to attend the General Meeting as of March 25, 2025, provided by the Viet Nam Securities Depository and Clearing Corporation.
- 3.4. **"List of Securities Holders Entitled to Attend the General Meeting of Shareholders"**: The list of securities holders as of the record date, March 25, 2025, determining the right to attend the 2025 Annual General Meeting of Shareholders of the Company, provided by the Vietnam Securities Depository and Clearing Corporation (VSDC);
- 3.5. **"Authorized Representative of a Shareholder"**: A person who has been duly authorized in writing by a shareholder to attend and exercise the shareholder's legal rights at the 2025 Annual General Meeting of Shareholders in accordance with the law and the Company's Charter;
- 3.6. **"Delegate/Voter"**: A shareholder or an authorized representative of a shareholder attending the 2025 Annual General Meeting of Shareholders of Song Hong Garment Joint Stock Company;
- 3.7. **"Electronic Devices"**: means operating based on electrical, electronic, digital, magnetic, wireless transmission, optical, electromagnetic, or similar technologies;
- 3.8. **"Hybrid General Meeting of Shareholders"**: A General Meeting of Shareholders held in a combined format, where voters may attend either in person or online and use the e - voting system to exercise their voting rights. This meeting format utilizes electronic means to transmit images and audio over the Internet, allowing voters from various locations to follow the proceedings, participate in discussions, and vote on meeting matters.;
- 3.9. **"E-Voting"** means that Voters (including both in-person and online attendees) use computers or other devices with an Internet connection to cast votes through the E-voting System as prescribed and announced by the Company;
- 3.10. **"E-Voting System" or "Virtual General Meeting of Shareholders System"** is the system that supports organizing the GSM, providing Voters with tools to exercise related rights when attending the General Meeting (including registration for participation, online authorization to attend the meeting, online voting and elections, etc.);
- 3.11. **"Identifiers"** refers to the necessary information to accurately identify an entity in a given context;
- 3.12. **"Access Account" or "Login Information"** means the necessary information such as username, password, and/or other Identifiers (if any) of each delegate, used to log in/access the E-Voting System and perform e-voting;



3.13. **"Authentication"** means to check and verify whether the information of an entity is correct as provided or declared by the entity;

3.14. **"Number of votes represented"** Refers to the total number of votes with voting rights, including the votes owned by the voter and/or those authorized by one or more other voters;

3.15. **"Force Majeure Event"** refers to events occurring beyond the control of the person who convenes the General Meeting, which cannot be anticipated or overcome despite applying necessary measures within the permissible scope and capacity.

## **CHAPTER II. CONDITIONS, METHOD OF PARTICIPATION, AND CONDUCTING THE GENERAL MEETING**

### **Article 4. Conditions and methods for attending the General Meeting**

#### **4.1 . Conditions for attending**

##### **a. Participants:**

Shareholders included in 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 and their duly authorized representatives, are entitled to attend and vote on matters at the General Meeting of Shareholders.

##### **b. Technology requirements:**

Voters attending the General Meeting must use appropriate online meeting devices connected to the Internet to ensure they can follow the General Meeting proceedings (for online voters) and perform e-voting (for both in-person and online voters). Suitable devices include, but are not limited to, personal computers, laptops, tablets, and smartphones, or other electronic devices with Internet connectivity.

#### **4.2. Methods for attending**

##### **a. For shareholders:**

Each shareholder included in the List of Securities Holders Entitled to Attend the General Meeting of Shareholders will be provided with one (01) and only one (01) username and corresponding password to access the General Meeting and participate in e - voting. This username and password will be sent to each shareholder via the Invitation Letter. Shareholders who receive the Invitation Letter containing their access account information are responsible for keeping their login details secure to ensure that only the shareholder can attend and vote on the e-voting system. The Company will provide maximum support to ensure shareholders can attend and vote at the General Meeting but will not be responsible for any issues arising from shareholders losing or disclosing their login information.

##### **c. For Authorized Representatives of Shareholders:**

Shareholders who do not attend the meeting may authorize another person to attend on their behalf in accordance with the company's charter and regulations, ensuring compliance with legal requirements.



After receiving the valid power of attorney from both the authorizing party and the authorized party, the Company will provide an access account to the authorized party (acting as the representative of the shareholder) to exercise the rights and fulfill the obligations as outlined in the power of attorney.

The Company will provide an access account to the shareholder's authorized representative based on the authorization information provided by the shareholder, which may be sent via invitation letter/email/phone number. The authorizing party must provide an accurate and complete address for receiving the access account information of the authorized party to the Company and will be fully responsible for the authorization information submitted to the Company.

If the authorized representative is a shareholder of the Company, they may choose, based on their needs: (i) to use their access account (as indicated in the Company's meeting invitation) to attend and vote on the authorized contents at the General Meeting; or (ii) to request the Company to provide an additional access account following the process mentioned above to attend and vote on authorized contents at the GMS.

#### 4.3 Note for shareholders/authorized representatives of shareholders attending the General Meeting in person

When attending the meeting, delegates must bring the legal identification documents as specified in the General Meeting of Shareholders invitation letter to verify their status as voters.

- Shareholders attending the AGM in person must present the following: The original Citizen Identification Card/ ID Card/ Passport (for individual shareholders); A copy of the Business Registration Certificate /Operating License (for institutional shareholders); The original Meeting Invitation Letter.
- Authorized representatives attending the AGM in person must present the following: A copy of the Citizen Identification Card /ID Card/Passport/ Business Registration Certificate /Operating License of the authorizing shareholder; The original Citizen Identification Card /ID Card/Passport of the authorized representative; The original Power of Attorney (if not previously sent to the Company); The original Meeting Invitation Letter.

#### 4.4 Provide login information for the e-voting system

##### d. Provide login information :

The access link to the e-voting system, login credentials, and other identification elements (if any) for attending the General Meeting of Shareholders will be provided in the meeting invitation letter (or through any login information notification method as defined by the Company). Voters are responsible for keeping their login information and other identification elements confidential to ensure that only the voter has the right to attend the meeting and vote on the e-voting system and are fully responsible for the information they have registered.

##### e. Re-provide login information:

When a voter request for re-providing login information, the Organizing Committee of the AGM may notify them through various methods: direct communication or email/phone. In such cases, the voter are



required to provide their identification details for the Company to verify. The Company may request voters to provide personal information, at a minimum including: full name, nationality, ID card/Citizen ID/passport number, mobile phone number, email address, permanent or temporary address (contact address) for individuals; and name, business registration number or legal document number, contact phone number, and head office address for organizations. The Company may send the access account information for voters to attend and vote at the General Meeting through email, phone, or other methods as per the voters's registration details.

#### 4.5 Change password:

The Company recommends that voters, upon receiving the login information, which includes at least the username and password, should access the e-voting system to change their login password to ensure information security.

### **Article 5. Authorization to attend the AGM**

5.1 The authorization to attend the General Meeting of Shareholders shall be made in writing and in accordance with the provisions of the Law on Enterprises and Article 17 of the Company's Charter, as follows:

- a. Shareholders or authorized representatives of corporate shareholders may issue a written authorization to one (01) or several other individuals or organizations to attend the General Meeting of Shareholders:
  - Individual shareholders may authorize another (01) individual to attend and vote at the meeting on their behalf.
  - Corporate shareholders owning at least ten percent (10%) of the total common shares of the Company may authorize up to three (03) representatives to attend and vote at the meeting on their behalf.
- b. The authorization for an individual or organization to attend the General Meeting must be made in writing. The authorization document must be prepared in accordance with civil law regulations and must clearly state the name of the authorizing shareholder; the name of the authorized individual or organization and the number of shares authorized; the scope and content of the authorization; the duration of the authorization; and the signatures of both the authorizing party and the authorized party. The authorized individual or organization attending the General Meeting of Shareholders must submit the original valid authorization document to the Company before the official commencement of the meeting.
- c. In case a corporate shareholder appoints multiple authorized representatives, the number of shares assigned to each representative must be clearly specified. If the corporate shareholder does not specify the number of shares corresponding to each authorized representative, the shares shall be equally distributed among all authorized representatives.

5.2 The authorization shall only be legally effective when the following conditions are met:



- a. The authorization letter as stipulated in Clause 5.1 of this Article must be printed, fully signed, clearly stating the full name, and affixed with a seal (for organizations) by both the authorizing party and the authorized party.
  - b. The company receives the original authorization letter sent before the official opening of the General Meeting.
- 5.3 The authorized representative attending the General Meeting of Shareholders must submit the power of attorney when registering for in-person attendance (if it has not been sent to the Company beforehand).
- 5.4 Revocation of an approved authorization: The shareholder must submit an official written request for revocation to the Company before the official commencement of the General Meeting. The revocation shall be considered effective from the time the Company receives the official written request.
- 5.5 The revocation of authorization shall not be valid if the authorized representative of the shareholder has successfully registered for the meeting on the E-voting system as stipulated in Article 6 of this Regulation or has already cast a vote on any matter in the agenda of the General Meeting of Shareholders.

#### **Article 6. Method of Recording Voters Attending the General Meeting**

Shareholders/authorized representatives of shareholders will be considered as attending the General Meeting once they have successfully registered for the meeting on the E-voting system, in accordance with the instructions in the Invitation Letter and the **Attendance guide for participation in 2025 Annual General Meeting of sShareholders via the E-voting system**, available on the Company's website. The Voter Eligibility Verification Committee will report the results of the verification publicly at the meeting.

#### **Article 7. Conditions for Holding the General Meeting**

The General Meeting of Shareholders shall be held when the number of delegates attending the meeting represents more than fifty percent (50%) of the total voting shares.

### **CHAPTER I. RIGHTS AND OBLIGATIONS OF VOTERS AND THE GOVERNING BODY ASSISTING THE GENERAL MEETING**

#### **Article 8. Rights and Obligations of Voters when Attending the General Meeting of Shareholders**

Voters have the rights and obligations as stipulated in the Company's Charter, the Internal Governance Regulations, and the following rights and obligations:

- 8.1 The Organizing Committee shall publicly notify voters of the General Meeting regarding the agenda of the General Meeting of Shareholders and related materials
- 8.2 Voters attending the General Meeting of Shareholders are allowed to use the login information provided by the Company to access, attend, and vote electronically on all matters to be voted on at the meeting, in accordance with the law and the Company's Charter. Voters are responsible and cannot



file complaints if they exit the system for any reason or allow others to use their login information to access the system during the General Meeting from the time the system opens for registration, discussion, and voting until the system is closed.

- 8.3 Voters are responsible for preparing and using appropriate electronic devices (such as personal computers, laptops, tablets, smartphones, etc.) with internet connectivity to ensure they can follow the proceedings of the General Meeting and participate in electronic voting.
- 8.4 Voters are responsible for keeping their access information confidential to ensure that only the Voter has the right to vote on the e-voting system. The voting results of the Voter on the e-voting system are considered as the Voter's final decision. The Voter is fully responsible before the law and the Company for the results of their electronic voting on the system.
- 8.5 The Voter must immediately notify the Company to promptly handle the situation when discovering that their username, password, and/or other identifying factors are lost, stolen, exposed, or suspected to be exposed by contacting the Company via the methods specified in the Invitation Letter to lock the access name and security devices. The Voter is responsible for any damage, loss, and other risks that occur before the Company receives the Voter's notification if the cause is due to the Voter.
- 8.6 The Voter is responsible for attending the meeting on time. Voters who attend after the meeting has commenced may still register and have the right to vote immediately after registration. The Chairperson is not responsible for pausing the meeting to allow late voters to register, and the validity of the matters voted on before that will not be affected.
- 8.7 Voters must maintain confidentiality, comply with regulations on the use and storage of documents, and are not allowed to copy, record, or share documents with individuals outside the General Meeting unless permitted by the Chairman.
- 8.8 Voters must comply with the provisions of this Regulation, follow the direction of the Chairman and the Organizing Committee of the General Meeting, and respect the outcomes of the meeting.

## **Article 9. Power and Responsibilities of the Chairman of the General Meeting**

- 9.1 The Chairman of the Board of Directors shall act as the Chairman of the General Meeting or delegate another member of the Board of Directors to preside over the meeting. If the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one (01) of themselves to serve as the Chairman of the meeting by majority vote. If no one is elected as Chairman, then the Chairman of the Audit Committee or the highest-ranking member of the Board of Directors shall preside over the meeting, allowing the General Meeting of Shareholders to elect a Chairman from among the attendees, with the individual receiving the highest number of votes being appointed as the Chairman.
- 9.2 The Powers and Duties of the Chairman:

- a. Preside over the meeting's activities according to the agenda approved by the General Meeting of Shareholders;



- b. Present draft proposals for necessary issues to be voted on by the General Meeting;
- c. Guide voters and the General Meeting in discussing and voting on the issues of the meeting.
- d. Respond to issues raised by the General Meeting.
- e. Conclude the issues discussed at the meeting and manage the approval of the meeting minutes and resolutions;
- f. Resolve any issues arising during the meeting.
- g. Exercise other rights and duties as stipulated in the Law of Enterprises and the Company's Charter.

#### **Article 10. Responsibilities of the Secretary of the General Meeting**

10.1. The Chairman appoints one (01) or several individuals as the meeting's secretary. The secretary of the meeting works under the direction of the Chairman and is responsible to the Chairman and the General Meeting of Shareholders for the execution of their duties.

10.2. Responsibilities of the Secretariat:

- a. Assist the Chairman in announcing draft documents and materials of the meeting and sending the Chairman's announcements to the attendees when requested;
- b. Accurately and comprehensively record all content of the meeting proceedings and issues approved or noted by the General Meeting in the Meeting Minutes;
- c. Receive and review discussion points and opinions from attendees, and forward them to the Chairman for decision;
- d. Draft the Meeting Minutes and draft Resolutions on issues approved at the meeting.

#### **Article 11. Responsibility of the Voter Eligibility Verification Committee**

11.1. The Voter Eligibility Verification Committee is appointed by the General Meeting's Organizing Committee. The Voter Eligibility Verification Committee is responsible to the Chairman and the General Meeting for its duties.

11.2. The responsibilities of the Voter Eligibility Verification Committee are as follows:

- a. Monitor and verify the eligibility of the delegates/voters to participate in the General Meeting and the attendance status of the voters;
- b. Summarize and report the results of the voter verification to the General Meeting;
- c. Review and ensure that the conditions for conducting the General Meeting comply with the Enterprise Law and the Company's Charter.

#### **Article 12. Responsibility of the Vote Counting Committee**

12.1. The Vote Counting Committee is responsible for ensuring the proper and accurate counting of votes during the General Meeting.



12.2. The duties of the Vote Counting Committee include:

- a. Assisting the Chairman in disseminating and explaining the regulations and rules related to voting and elections at the General Meeting.
- b. Assisting the Chairman in supervising the voting process for the items discussed during the General Meeting;
- c. Recording the results of votes and elections from the e-voting system;
- d. Preparing the vote counting minutes and announcing the results of the vote count, or transferring the results to the Chairman for announcement before the General Meeting;
- e. Reporting and assisting the Chairman in reviewing and resolving any violations of voting and election procedures or complaints regarding the vote count results (if any).

## **CHAPTER II. DISCUSSION AND VOTING AT THE GENERAL MEETING**

### **Article 13. Discussion at the General Meeting**

When discussing issues on the agenda of the General Meeting, shareholders must comply with the following regulations:

- 13.1 Principles: Discussions during the General Meeting shall be coordinated by the Chairperson or a representative from the Organizing Committee, ensuring compliance with the company's Charter. Discussions are only allowed within the designated time frame and limited to the issues presented in the approved agenda, which must not violate the law, be personal matters, or exceed the company's authority.
- 13.2 Method of submitting discussion questions: Shareholders attending the meeting may submit questions for discussion via the Online Support window in the E-voting system or directly speak at the General Meeting. For in-person participants, when wishing to speak or discuss directly at the meeting, they must comply with the Chairperson's instructions. The speech should be concise and focused, avoid repetition, and address the key issues related to the agenda approved by the General Meeting. The meeting Secretary will record the Name, Voter code, and the content of the question to submit to the Chairperson.
- 13.3 The Secretary of the General Meeting will review, summarize, and submit the shareholders' discussion content to the Chairperson.
- 13.4 Responses to discussion questions:
  - a. Based on the summarized discussion content from shareholders, the Chairperson or a designated member will address the shareholders' questions.
  - b. All contributions or queries will be collected and answered in order. If multiple shareholders have similar questions, the Chairperson will select and answer them collectively.



- c. In case of time limitations during the meeting, any questions that were not answered directly at the General Meeting will be reviewed by the Company and responded to shareholders through an appropriate method.

#### **Article 14. Voting at the General Meeting**

##### **14.2 Voting Method:**

All issues on the General Meeting's agenda must be publicly discussed and voted on via electronic voting through the e-voting system (EzGSM system) on the website: <https://ezgsm.fpts.com.vn/> . The voting ballots, as well as the election ballots (if any), have been pre-installed on the "Voting" interface of the e-voting system. Voters are responsible for preparing suitable electronic devices with an internet connection, as specified in Item b, Clause 4.1, Article 4, to cast their votes.

##### **14.3 Voting Rules: As per Article 22 of the Company's Charter.**

##### **14.4 Voting Principles:**

- a. One (01) common share is equivalent to one (01) voting right..
- b. All issues in the agenda of the General Meeting must be approved by all participants through voting via e-voting system on the "Voting" interface.
- c. Shareholders and related parties are not allowed to vote on transactions, contracts, or matters in which they have a direct interest.

##### **14.5 Voting is carried out as follows:**

- a. Shareholders or their authorized representatives must register for the meeting according to the instructions in the Invitation Letter and confirm their attendance at the General Meeting before voting on the "Voting" interface of the e-voting system.
- b. Shareholders may begin accessing the e-voting system to exercise their voting and election rights (if any) from 10:00 AM on April 10, 2025 of the designated date until the Chairperson announces the end of voting for each issue or the conclusion of the Annual General Meeting of 2025. Once the voting period for a specific item concludes, the system will not accept further votes on that issue.
- c. On the "Voting" interface of the E-voting system, registered attendees (those with confirmation shown on the system's interface) can proceed to vote on each agenda item. For each issue, voters will choose one (1) of three (3) options: "Approve," "Disapprove," or "Abstain," from the pre-configured voting ballot. After completing the voting for all items in a voting session, the voter clicks "Voting" to save and submit their voting results to the e-voting system. If the voting period for a specific item ends and the voter has not clicked "Voting" to submit the confirmation on the e-voting system, the voter's voting ballot (for the items that required voting in this session) will be considered as a non-returned ballot for those contents.



- d. If new agenda items are added following a valid shareholder/ shareholder group's proposal as per Article 19 of the Company's Charter and approved by the General Meeting, voters may vote on these additional items. If the voters do not proceed with voting on newly arising contents, the voting ballot of the voters will be considered as a non-returned ballot for those contents.
- e. Voters may change their vote multiple times but cannot cancel their votes. The e-voting system shall only record the final voting result at the end of each voting session as directed by the Chairman.
- f. In case a voter after registering for online participation in the General Meeting, is unable to attend continuously until the end of the program, they may cast votes on matters requiring shareholder opinions before logging out of the System.
- g. Validity of Voting Content and Online Ballots:
  - On the voting ballot, a voting content shall be deemed valid when the Voter selects one (01) of the three (03) voting options for that content. A voting content shall be deemed invalid if no option or more than one option is selected for the same content.
  - A voting ballot shall be deemed valid after being confirmed and submitted (by clicking "Voting") by the voter on the e-voting system within the designated voting time.
  - In case a voter has successfully logged in and registered for attendance but does not select any voting option, it shall be understood that the voter refuses their right and does not participate in voting on that content; the votes of such Voter shall not be included in the total votes cast for that content.

14.6 The election of the Board of Directors' members will be conducted in accordance with the **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.

#### **Article 15. Vote Counting Method**

15.1 The voting ballot of each voter shall be recorded by the system as follows: the total votes issued, the total number of valid and invalid, approval, dis-approval, and abstention votes; and the corresponding percentages of the total number of votes of attendees attended and voted at the meeting.

15.2 For election matters, the system records the number of votes cast for each candidate by the voters.

15.3 The Vote Counting Committee is responsible for receiving the electronic voting results to compile the voting outcome.

#### **Article 16. Minutes and Resolutions of the General Meeting**

16.1 The matters discussed at the General Meeting must be recorded by the Secretary of the Meeting in the meeting minutes.



16.2 The draft Resolution and the meeting minutes of the General Meeting must be read and approved before the meeting is adjourned.

#### **Article 17. Force Majeure Events**

17.1 During the General Meeting, force majeure events beyond the Company's control may occur, such as natural disasters, fires, power outages, loss of internet connection, or other technical issues, as well as requests or directives from the government and other competent authorities. The Company shall mobilize all available resources to resolve these issues and allow the General Meeting to continue, but no longer than 60 minutes from the time of the incident.

17.2 In the event that the force majeure issues cannot be resolved within 60 minutes to allow the General Meeting to continue, the Chairperson shall announce the temporary suspension of the meeting. Any matters that were voted on before the suspension (if any) will be invalidated. These issues will be re-voted during the next General Meeting of Shareholders.

### **CHAPTER III. IMPLEMENTATION PROVISIONS**

#### **Article 18. Implementation of the Regulations**

18.1 These Regulations consist of 18 Articles and shall take effect immediately after being approved by the 2025 Annual General Meeting of Shareholders of the Company. The attendees and members of the Organizing Committee of the 2025 Annual General Shareholders' Meeting of Song Hong Garment Joint Stock Company are responsible for its enforcement.

18.2 Other relevant matters not specified in these Regulations shall be governed by the provisions of the Company's Charter and the Internal Corporate Governance Regulations./.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

**Bui Duc Thinh**