

**SONG BA JOINT STOCK
COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

No.: .../25/TTr-SBA-HDQT

Da Nang, March, 2025

DRAFT

STATEMENT

Regarding: Approval of the Regulations on the election of the Board of Management and the Board of Supervisors for the 2025 - 2030 term at the 2025 General Meeting of Shareholders of the Company

To: The General Meeting of Shareholders of Song Ba Joint Stock Company

Pursuant to Enterprise Law no. 59/2020/QH14 dated 17 June 2020;

Pursuant to the Charter of Organization and Operation of Song Ba Joint Stock Company (Company);

Pursuant to the Plan for organizing the Company's General Meeting of Shareholders in 2025.

The Board of Management of Song Ba Joint Stock Company respectfully submits to the General Meeting of Shareholders of the Company to approve the Regulations on the election of the Board of Management, the Board of Supervisors for the 2025 - 2030 term at the 2025 General Meeting of Shareholders of the Company for implementation (*specifically stated in the attached Regulations*).

Best regards.

Recipients:

- As mentioned above;
- Archiving: Company.

**ON BEHALF OF THE BOARD OF
MANAGEMENT
CHAIRMAN**

THAI HONG QUAN

**REGULATIONS ON THE ELECTION OF THE BOARD OF MANAGEMENT,
THE BOARD OF SUPERVISORS FOR THE 2025 - 2030 TERM AT THE 2025
GENERAL MEETING OF SHAREHOLDERS OF SONG BA JOINT STOCK
COMPANY**

(Attached with Statement No. ... /25/TTr-SBA-HDQT dated . . ./03/2025)

Article 1: Subjects of election

All shareholders of the Company owning voting shares and authorized representatives of shareholders owning voting shares (*according to the list of shareholders as of 03th March 2025*).

Article 2: Standards and conditions for becoming a member of the Board of Management and Board of Supervisors

2.1. Standards and conditions for becoming a member of the Board of Management (*According to Article 155 of the Enterprise Law no. 59/2020/QH14 dated 17th June 2020 - referred to as the Enterprise Law and Article 25 of the Company Charter*):

a. Members of the Board of Management must have the following standards and conditions:

- Not subject to the prohibition of enterprise management according to the provisions of Clause 2, Article 17 of the Enterprise Law.

- Have professional qualifications and experience in business administration or in the Company's business fields, industries and professions and do not necessarily have to be a shareholder of the company, unless otherwise provided in the Company Charter.

- A member of the Board of Management of a company can concurrently be a member of the Board of Management of another company.

b. Independent members of the Board of Management must meet the following standards and conditions, unless otherwise provided by securities law:

- Not be a person who is currently working for the company, parent company or subsidiary of the company; not be a person who has worked for the company, parent company or subsidiary of the company for at least the previous 3 consecutive years

- Not be a person who receives salary or remuneration from the company, except for allowances that members of the Board of Management are entitled to according to regulations.

- Not be a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological siblings is a major shareholder of the company; is a manager of the company or a subsidiary of the company;

- Not be a person who directly or indirectly owns at least 01% of the total voting shares of the company

- Not be a person who has been a member of the Board of Management or Board of Supervisors of the Company for at least the previous 5 consecutive years, except in the case of being appointed for 2 consecutive terms;

- Other standards and conditions as prescribed by the Company Charter and relevant laws.

2.2) Standards and conditions for becoming a member of the Board of Supervisors (*According to Article 169 of the Enterprise Law and Article 37 of the Company Charter*):

- Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

- Be trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the Company's business operations;

- Not be a person who has family relationships with members of the Board of Management, General Director and other managers;

- Not be a person who manages the company; not necessarily a shareholder or employee of the company, unless otherwise provided in the Company Charter;

- Not working in the accounting or finance department of the Company;

- Not a member or employee of an independent auditing company that audited the Company's financial statements in the previous 3 consecutive years;

- Other standards and conditions as prescribed by the Company Charter and relevant laws.

Article 3: Nomination of candidates for the Board of Management, Board of Supervisors and number of elected members

a. Nomination of candidates for the Board of Management and Board of Supervisors (*Article 25 of the Company Charter*):

- Shareholders or groups of shareholders (according to the list of shareholders finalized on 03th March 2025) owning 10% or more of the total number of common shares have the right to nominate candidates for the Board

of Management and the Board of Supervisors according to the provisions of the Enterprise Law and the Company Charter. Common shareholders may form groups to nominate candidates for the Board of Management and the Board of Supervisors. Shareholders or groups of shareholders holding from 10% to less than 15% of the total number of voting shares may nominate one (01) candidate; from 15% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates.

- In case the number of candidates for the Board of Management through nomination and candidacy is still not enough, the current Board of Management can nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Internal Regulations on Corporate Governance. The procedure for the current Board of Management to introduce candidates for the Board of Management must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination in accordance with the law.

- In case the number of candidates for the Board of Supervisors through nomination and candidacy is not enough, the current Board of Supervisors can nominate additional candidates or organize nominations according to the mechanism prescribed in the Company Charter and Internal Regulations on corporate governance. The mechanism by which the current Board of Supervisors nominates candidates for the Board of Supervisors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

b. Number of elected members of the Board of Management and Board of Supervisors (*Article 26 and Article 37 of the Company Charter*):

- The minimum number of nominated members of the Board of Management is 05 members. The minimum number of nominated members of the Board of Supervisors is 03 members.

- The number of elected members of the Board of Management is 05 members. The number of elected members of the Board of Supervisors is 03 members.

Article 4: Application for candidacy and nomination

a. Application for candidacy and nomination:

- Application for candidacy/Application for nomination of candidates for the

Board of Management and Board of Supervisors (*according to form*);

- Candidate's CV (*according to form*);
- Certified copies of ID card/Citizen ID card/Passport, diplomas and certificates proving the candidate's professional qualifications. In case the diplomas and certificates are in a foreign language, they must be translated into Vietnamese and certified;
- Document from the organization's competent authority on nominating the representative to manage the capital contribution at SBA to participate as a member of the Board of Management and Board of Supervisors (if any);
- Declaration of related persons of the candidate (*according to form*);
- A written commitment to the honesty, accuracy and reasonableness of the disclosed personal information and a commitment to perform duties honestly if elected as a member of the Board of Management/Board of Supervisors.
- Other relevant documents (if any).

b. Nomination and candidacy documents must be sent to the Company before 10:00 a.m. **on .../.../2025**. All information related to candidates for the Board of Management and Board of Supervisors will be published on the Company's website.

c. In case of nomination or candidacy at the General Meeting of Shareholders, the shareholder or group of shareholders nominating or running for election must fully prepare the documents specified in Clause a of this Article and immediately provide the documents before the opening of the General Meeting of Shareholders to the Chairman of the meeting for consideration.

d. Only nomination and candidacy documents that meet the nomination and candidacy requirements and candidates that meet the requirements and standards of members of the Board of Management and Board of Supervisors will be included in the list of candidates announced at the meeting.

Article 5: Votes and vote recording

- a. List of candidates for Board of Management and Board of Supervisors.
 - Arranged in alphabetical order by name, full name written on vote.
- b. Votes and vote recording.
 - Votes are printed uniformly, with total voting rights according to the attendance code (**Vote form as in Part I of the attached Appendix**).

- Shareholders or authorized representatives are issued votes for members of the Board of Management and votes for members of the Board of Supervisors at the same time according to the attendance code (owned and authorized).

- In case of error, shareholders request the Election Committee to change the vote;

- Shareholders or authorized representatives must personally write the number of votes for each candidate in the blank box of that candidate on the vote.

c. Invalid vote

- The Vote does not follow the Company's prescribed form and does not have the Company's seal;

- Votes with crossed out, corrected, added or incorrect names, or candidates not on the list approved by the General Meeting of Shareholders before voting;

- The vote has the total number of voting rights for the shareholder's candidates exceeding the total number of voting rights that the shareholder owns or/and is authorized to hold.

- The vote has the number of selected candidates exceeding the number of elected members of the Board of Management and the Board of Supervisors.

Article 6: Election method

- The election of members of the Board of Management and the Board of Supervisors is conducted by secret vote using the cumulative voting method;

- Each shareholder has a total number of voting rights corresponding to the total number of voting shares (including owned and authorized) multiplied by the number of elected members of the Board of Management and the Board of Supervisors;

- Shareholders or authorized representatives may concentrate all their voting rights on one candidate or divide them (either equally or unequally) among the candidates they choose.

- Voting method: Shareholders or authorized representatives specifically write down the number of voting rights in the "voting rights" box next to the name of the candidate they choose, depending on their trust in each candidate. If not voting for a candidate, the Shareholder or authorized representative shall write "0" in the "voting rights" box or leave it blank. The total number of voting rights for candidates of the shareholder shall not exceed the total number of voting rights that the shareholder owns or/and is authorized to hold. The number

of selected candidates must not exceed the number of elected members of the Board of Management and the Board of Supervisors.

Detailed instructions in Part II of the attached Appendix.

Article 7: Election committee, voting and vote counting principles

a. Election committee:

- Nominated by the Chairperson and approved by the General Meeting of Shareholders

- And take responsibility:

 - + Approve the Election Regulations;

 - + Introduce votes and distribute votes;

 - + Conduct vote counting;

 - + Announce election results before the General Meeting of Shareholders.

- Members of the Election Committee may not be included in the list of nominees and candidates for the Board of Management and Board of Supervisors.

b. Principles of voting and counting:

- The election committee conducts vote box inspection in the presence of shareholders;

- Voting begins when the distribution of votes is completed and ends when the last shareholder places his vote in the vote box;

- The vote counting must be carried out immediately after the voting ends;

- The vote counting results are recorded in writing and announced by the Chief of the Election Committee before the General Meeting of Shareholders.

Article 8: Principles of cumulative voting, principles of winning election of members of the Board of Management and Board of Supervisors (*according to Clause 3, Article 148 of the Enterprise Law*)

a. Principle of cumulative voting:

According to the instructions specified in the Appendix attached to this Regulation.

b. Principles of winning election

- The elected members of the Board of Management or the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of

members of the Board of Management (5 people) and the Board of Supervisors (3 people) is sufficient;

- In case there are candidates with equal number of voting rights, a separate re-election will be held for candidates with equal number of voting rights to choose the candidate with higher number of voting rights;

- In case the election results do not have enough members of the Board of Management or the Board of Supervisors to be elected, a second election will be held among the remaining nominees or candidates who were not elected in the first election. The election will be held until the required number of members of the Board of Management or the Board of Supervisors are elected.

Article 9: Preparation and publication of the Minutes of vote counting

- After counting the votes, the Election Committee must prepare the Minutes of the vote counting. The main contents include: Total number of shareholders attending the meeting, total number of shareholders participating in voting, the ratio of voting rights of shareholders participating in voting compared to the total number of voting rights of shareholders participating in the meeting, the number and ratio of valid, invalid, and blank votes; the number and ratio of voting rights for each candidate for the Board of Management and the Board of Supervisors.

- The full text of the Minutes of the vote counting must be announced before the General Meeting of Shareholders.

Article 10: Complaints about voting and vote counting will be resolved by the Chairperson of the meeting and recorded in the minutes of the General Meeting of Shareholders.

This Regulations consist of 10 Articles, published on the Company's website and read publicly before the General Meeting of Shareholders for voting and approval at the 2025 Annual General Meeting of Shareholders.

APPENDIX
CUMULATIVE VOTING METHOD

(Attached with the Regulations on election of Board of Management and Board of Supervisors)

I. Vote form:

**VOTE FOR THE BOARD OF MANAGEMENT/BOARD OF
SUPERVISORS FOR THE 2025 - 2030 TERM OF SONG BA JOINT
STOCK COMPANY**

-
- **Information of Shareholders participating in the election:**
 - Shareholder name: *(According to the list closed on the shareholder list closing date)*
 - ID card/Citizen ID card/Passport no.:
 - Number of shares owned and represented: *(According to the list closed on the shareholder list closing date)*
 - Total number of voting rights: *(Number of elected members x number of shares owned and represented)*
 - **Election part:**

II. Instructions for voting by cumulative voting method

For example: Shareholder Nguyen Van A owns 4,000 shares and 6,000 authorized shares. Thus, shareholder A has a total number of voting shares of 10,000 shares. Thus, shareholder A's total number of voting rights is:

- For election of Board of Management's members: $10,000 \times 5 = 50,000$
- For election of Board of Supervisors' members: $10,000 \times 3 = 30,000$

1. Election of Board of Management's members

According to the vote of the General Meeting of Shareholders: Elect 05 members from many nominated candidates. Shareholder Nguyen Van A can vote as follows:

- a. In case shareholder A trusts 05 possible candidates:

- ☐ Divide voting rights equally among 05 candidates

No.	Candidate List	Voting rights
1	Mr. K	10,000
2	Mr. H	10,000
3	Mr. X	10,000
4	Mr. Y	10,000
5	Mr. Z	10,000
	Total voting rights	50,000

- ☐ Unequally divide voting rights among 05 candidates but the total number of voting rights divided does not exceed 50,000.

No.	Candidate List	Voting rights
1	Mr. K	14,000
2	Mr. H	8,000
3	Mr. X	10,000
4	Mr. Y	6,000
5	Mr. Z	12,000
	Total voting rights	50,000

- b. In case shareholder A only trusts 04, 03 or 02 candidates, shareholder A can divide his 50,000 voting rights equally or unevenly among the candidates he trusts, but the total number of voting rights of the elected candidates must be less than or equal to 50,000.

- c. In case Shareholder A only trusts 01 candidate, he/she only needs to fill in the total number of voting rights (or maybe less) in the "voting rights" box.
- d. In case shareholder A uses the total number of voting rights to vote for 06 candidates or more or the total number of voting rights in the "Voting rights" box is greater than 50,000, the vote is invalid.

2. Election of the Board of Supervisors:

Similar to the method of electing members of the Board of Management mentioned above, except that the number of members of the Board of Supervisors is 03 members.