

**REGULATIONS ON THE ORGANISATION  
OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
SONG DA CORPORATION – JSC**

**Chapter I:**

**GENERAL PROVISIONS**

**Article 1. Regulated entities and Scope**

1. This Regulation applies to the organization of the 2025 Annual General Meeting (referred to as the "Meeting") of Song Da Corporation – JSC.

2. This Regulation specifies the conditions for organizing the Meeting, the rights and obligations of shareholders, shareholder representatives, and other participants in the Meeting, and the voting process for issues under the authority of the Meeting

3. Shareholders, Shareholders representatives, and other participants in the 2025 Annual General Meeting of Song Da Corporation – JSC are required to comply with the provisions of this Regulation.

**Chapter II:**

**RIGHTS AND OBLIGATIONS OF PARTICIPANTS**

**Article 2. Shareholders Attending the General Meeting**

1. Conditions for Attending the Meeting:

All individual shareholders or their written authorized representatives, as well as representatives of organizational shareholders or persons authorized by the representatives of the organization who own shares in Song Da Corporation – JSC, are eligible to attend the Meeting (according to the list of shareholders confirmed by Vietnam Securities Depository and Clearing on 25 March 2025).

2. Rights and Obligations of Eligible Shareholders Attending the Meeting:

a Shareholders or their authorized representatives must bring the following documents to the Meeting:

- Invitation letter;
- Identity card or passport;
- Authorization letter as per the template attached to the invitation letter (if attending by proxy).

b) Registration to Attend the Meeting:

Shareholders or their authorized representatives will present their documents to the Shareholder Eligibility Verification Committee and receive the Meeting

materials, including one voting card (a light blue card), and one ballot (a white ballot), as follows:

- Light blue voting card (including: Shareholder ID number; Number of shares with voting rights (owned and/or authorised));

- White ballot (includes: Shareholder ID number; Number of shares with voting rights (owned and/or authorised); Issues to be voted on, with options marked (Agree, Disagree, No opinion));

c) Shareholders who have authorized someone in writing to attend and vote on their behalf at the Meeting. The authorized person cannot further delegate this right to others.

d) Shareholders wishing to speak at the Meeting must first get approval from the Chairperson. They should keep their remarks concise and focused on the essential topics relevant to the agenda. Repeated comments on issues already raised should be avoided. Shareholders can also write down questions and pass them to the Secretariat.

đ) Shareholders have the right to vote on all issues within the General Meeting's authority in accordance with the provisions of the Law on Enterprises.

e) During the Meeting, after hearing reports and proposals on agenda items, shareholders will discuss and vote on each item by raising their voting cards or casting votes by ballot.

g) During the General Meeting, shareholders must follow the guidance of the Presidium, behave in a civilized and polite manner, avoid causing any disturbance, wear appropriate attire, not wear hats, refrain from smoking, not engage in private conversations, and not use mobile phones during the Meeting. All mobile phones must be turned off or kept on silent mode.

h) Shareholders or their authorized representatives who arrive late to the General Meeting have the right to register and participate in the Meeting immediately after registration, including the right to vote. However, the Chairman is not responsible for pausing the Meeting to allow shareholders or their representatives to register, and the validity of the resolutions already voted on will not be affected.

i) Shareholders must comply with the proper procedures for using and safeguarding documents, and are not allowed to copy or record and share them with outsiders without the approval of the Presidium. Shareholders are responsible for their own expenses related to attending the General Meeting (such as transportation, meals, accommodation, etc.).

### **Article 3. Chairperson of the Meeting**

1. The Presidium of the General Meeting consists of no more than 5 members, including the Chairman of the Board of Managements and members of the Board of Managements of the Corporation responsible for conducting the



Meeting. The Chairman of the Board of Managements of the Corporation will serve as the Chairman of the General Meeting.

2. Rights and obligations of the Chairperson of the Meeting:

a) To preside over and manage the Meeting in accordance with the agenda approved by the General Meeting of Shareholders. Ensure that the Meeting is conducted lawfully and orderly to complete the agenda.

b) To appoint the Secretariat of the Meeting.

c) The Chairperson's decision on matters relating to procedure, process, or events arising outside the approved agenda of the General Meeting of Shareholders shall be final and binding.

d) To guide shareholders / authorised representatives of shareholders in discussions and in casting votes on matters within the agenda; and to decide on the procedure, process, and any other events arising outside the agenda of the Meeting.

e) To present the draft and conclude on necessary matters for the General Meeting to vote on.

f) To respond to issues raised by shareholders/authorized representatives of shareholders.

g) The Chairperson has the right to postpone the General Meeting to another time and place (in accordance with the provisions of the Law on Enterprises No. 59/2020/QH14 of 2020 and the Charter of Song Da Corporation – JSC) without seeking approval from the General Meeting if it is determined that:

- The conduct of attendees is hindering or could hinder the orderly progress of the Meeting; or

- Postponement is necessary for the legitimate conduct of the General Meeting.

The maximum postponement period shall not exceed three days from the originally scheduled start date of the Meeting.

#### **Article 4. Shareholder Eligibility Verification Committee for the General Meeting**

The Shareholder Eligibility Verification Committee (hereinafter referred to as the "Committee") shall consist of 04 members appointed by the Board of Managements of Song Da Corporation – JSC. The Committee is responsible for verifying the eligibility of shareholders or their authorized representatives attending the Meeting based on the documents they present: verification of ID cards, passports, the invitation letter, power of attorney, and any other accompanying documents (if applicable). The Committee shall issue voting cards, voting ballots, and other Meeting materials to the shareholders or their authorized representatives. It will also consolidate the results of the verification and report to the General Meeting on the verification outcomes regarding the shareholders attending. The Committee is accountable for the results of the shareholder



eligibility verification before the General Meeting officially proceeds. In case any attendee does not meet the eligibility requirements for the General Meeting, the Committee has the right to refuse that person's attendance, deny the issuance of a voting card, voting ballot, and other Meeting materials.

#### **Article 5. Secretariat of the General Meeting**

1. The Secretariat shall consist of 01 Head and 01 member appointed by the Chairperson of the General Meeting. The Secretariat is responsible to the Chairperson and the General Meeting of Shareholders for its duties and shall operate under the direction of the Chairperson.

2. The Secretariat shall perform the tasks assigned by the Chairperson, including:

a) Assisting the Chairperson in verifying the eligibility of shareholders and their representatives attending the Meeting (if necessary).

b) Accurately and fully recording all the proceedings of the General Meeting and the issues approved or noted by the shareholders in the Meeting minutes.

c) Assisting the Chairperson in announcing the drafts of documents, conclusions, Resolutions of the General Meeting, and notifications from the Chairperson to the shareholders when required.

d) Receiving and reviewing the registration forms of shareholders wishing to speak, and submitting them to the Chairperson for decision.

e) Drafting the Resolutions on matters approved during the General Meeting.

#### **Article 6. Rights and Obligations of the Ballot Counting Committee**

1. The Ballot Counting Committee shall consist of 01 Head and members appointed by the Chairperson of the General Meeting and approved by the General Meeting of Shareholders through a direct vote by raising hands at the Meeting. Members of the Ballot Counting Committee must not be nominated or proposed for election to the Board of Management.

2. The Ballot Counting Committee has the following duties:

a) To guide shareholders attending the General Meeting on how to use voting cards and voting ballots; to monitor the voting process of shareholders or their authorized representatives and accurately determine the voting results for each item on the agenda;

b) To quickly compile the number of voting shares for each item and report the results to the Chairperson for announcement to the General Meeting;

c) To prepare the ballot boxes, announce the voting procedure, and guide how to fill in the ballots;

d) To review and report to the General Meeting any violations of the voting rules or complaints regarding the voting results;

e) The Ballot Counting Committee must prepare and announce the voting results in the form of Minutes, and submit the minutes and all voting ballots to the



Chairperson of the General Meeting. The Committee is responsible to the Chairperson and the General Meeting of Shareholders for its performance.

### **Chapter III:**

#### **PROCEDURE FOR CONDUCTING THE GENERAL MEETING**

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

The General Meeting of Shareholders shall be conducted when the number of shareholders attending and those authorized to attend represents over 50% of the total voting shares according to the list of shareholders of Song Da Corporation – JSC.

##### **Article 8. Discussion and Voting Procedures**

###### **1. Principles**

- Discussions are only allowed within the time limit and scope of the agenda items;
- Shareholders wishing to discuss an agenda item must register the issue on the Question Submission Form and submit it to the Secretariat;
- The Secretariat will arrange the submitted Question Forms in the order of registration and pass them to the Chairperson;
- Shareholders wishing to speak or debate must raise their hands and may speak only when approved by the Chairperson. Each shareholder is allowed to speak for no more than 3 minutes, and their remarks should be brief and avoid repetition.

2. Voting Procedures: Voting on items in the agenda will be carried out according to the Chairperson's decision using an appropriate voting method based on the flow of the Meeting. Specifically:

###### **a) Voting by Ballot:**

- Voting on the Meeting's agenda items will be conducted by secret ballot. The agenda items to be voted on will be listed on the Voting Form, where shareholders/authorized representatives of shareholders will vote by selecting one of the options (Agree, Disagree, No Opinion) for each item requiring a vote. Shareholders/authorized representatives of shareholders must sign the Voting Form.

- Voting follows these principles:

+ Voting begins when instructed by the Chairperson or the Head of the Ballot Counting Committee and ends when the last shareholder votes or 30 minutes after voting starts, whichever comes first. After voting concludes, the ballot box will be sealed, and shareholders who did not vote will be considered as having no opinion.

+ Ballot counting will take place immediately after voting ends, and the sealed



ballot box is opened.

- Invalid voting forms include:
  - + Forms not issued by the organizing committee or without the Company's seal;
  - + Forms that are torn, scratched, erased, or modified;
  - + Forms with multiple conflicting opinions for the same item will be considered invalid.
  - + Forms without the signature of the shareholder or their authorized representative.

Voting on each item that needs to be approved on the Voting Card is independent of the others, and the validity of the vote on one item does not affect the validity of the votes on other items.

- If a shareholder makes a mistake while filling out the Voting Card and has not yet submitted it, they can approach the Head of the Ballot Counting Committee to correct the form to protect their rights.

b) Direct voting: Direct voting is applied in cases where the voting method specified in Section a, Clause 2, Article 8 above is not applicable. In the case of direct voting during the Meeting, shareholders/authorized representatives of shareholders will vote on the issue by raising their Voting Card or by other means as directed by the Chairman. The ballot counting committee will record the number of votes (Agree, Disagree, No Opinion) and announce the voting results to the General Meeting.

### 3. Voting Rules:

a. The voting value of each Voting Form or Voting Card is determined by the number of voting shares owned or represented by the shareholder or authorized representative attending the Meeting. Each share owned or represented corresponds to one vote.

b. Voting Forms and Voting Cards will be stamped by the Company and issued by the Shareholder Eligibility Verification Committee to the attending shareholders or their authorized representatives. The forms will include the shareholder's name, signature, and other necessary technical elements for accurate vote counting.

c. Decisions of the General Meeting of Shareholders related to the type and number of shares to be offered; changes in business lines and sectors; changes in the organizational structure; restructuring or dissolution of the Corporation; investment projects or the sale of assets of the Corporation or its branches with a value of 35% or more of the total assets of the Corporation, as per the most recent audited financial statement, will only be approved if at least 65% of the total number of votes from shareholders entitled to vote, either present in person or represented by proxy at the General Meeting, are in favor.

d. Except for the case specified in Point c, Clause 3 of this Article, other decisions of the General Meeting of Shareholders will be approved if more than



50% of the total number of votes from shareholders entitled to vote, either present in person or represented by proxy at the General Meeting, are in favor.

#### **Article 9. Ballot Counting Procedure for Voting by Ballot**

Ballot Counting Organization: The ballot counting must be conducted by the Ballot Counting Committee in a closed room immediately after the voting ends. The Committee cannot alter or erase anything on the voting ballots.

- Announcement of Voting Results: After the ballot counting is completed, the Ballot Counting Committee will prepare a report, signed by all Committee members. The Head of the Ballot Counting Committee will read the results before the General Meeting.

#### **Article 10. Approval of Resolutions of the General Meeting of Shareholders**

1. Except for the issues listed in Article 10.2, Resolutions will be approved when over 50% of the total voting shares of all shareholders attending the Meeting agree.

2. Resolutions on the following issues will be approved only if at least 65% of the total votes of all shareholders attending the Meeting agree:

- a) Types of shares and the total number of shares of each type;
- b) Changes in the business sector or field of operation;
- c) Changes to the organizational structure of the Corporation;
- d) Investment projects or asset sales valued at or greater than 35% of the total assets as per the most recent audited financial report of the Corporation.
- đ) Reorganization or dissolution of the Corporation;

#### **Article 11. Minutes and Resolutions of the General Meeting of Shareholders**

1. The minutes and Resolutions of the General Meeting must be read and approved before the Meeting is adjourned.

2. The minutes and Resolutions must be kept by the Secretariat at the Corporation.

### **Chapter IV:**

### **IMPLEMENTATION PROVISIONS**

#### **Article 12. Implementation Provisions**

This Regulation consists of 4 Chapters and 12 Articles, effective immediately upon approval at the 2025 Annual General Meeting of Shareholders of Song Da Corporation – JSC.

Shareholders and authorized representatives attending the Meeting must comply strictly with these working regulations. Shareholders violating these

regulations will be subject to penalties based on the severity of the violation, as decided by the Presidium in accordance with the Corporation's Charter and the Law on Enterprises.

The General Meeting of Shareholders may decide to amend or supplement these regulations./.

**On Behalf of the Board of Management**

**CHAIRMAN**



**Tran Van Tuan**