



**SGI HOLDINGS INVESTMENT JSC**



# **REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS**

**Ho Chi Minh City, February 7, 2026**

# **REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS**

## **SGI HOLDINGS INVESTMENT JSC**

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and the Law Amending and Supplementing a Number of Articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;
- Pursuant to the Charter of SGI Holdings Investment JSC;

The Board of Directors hereby promulgates the Regulations on the Operation of the Board of Directors of SGI Holdings Investment JSC;

The operation regulations of the Board of Directors of SGI Holdings Investment JSC include the following contents:

### **Chapter I**

#### **GENERAL REGULATIONS**

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

1. Scope of regulation: These Regulations govern the organizational structure, operational principles, rights and obligations of the Board of Directors and its members in accordance with the Law on Enterprises, the Company Charter and relevant legal regulations.

2. Subjects of application: These Regulations apply to the Board of Directors and members of the Board of Directors.

##### **Article 2. Operating Principles of the Board of Directors**

1. The Board of Directors shall operate on a collective basis. Members of the Board of Directors shall bear individual responsibility for their assigned duties and joint responsibility before the General Meeting of Shareholders and the law for resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors shall assign the Chief Executive Officer to organize and implement resolutions and decisions of the Board of Directors.

### **Chapter II**

#### **MEMBERS OF THE BOARD OF DIRECTORS**

##### **Article 3. Rights and Obligations of Members of the Board of Directors**

1. Members of the Board of Directors shall have full rights as prescribed by the Law on Securities, relevant laws and the Company Charter, including the right to access information and documents regarding the Company's financial status and business operations.

2. Members of the Board of Directors shall have obligations as prescribed in the Company Charter and the following obligations:

a) Perform duties honestly and prudently for the best interests of shareholders and the Company;

b) Attend all meetings of the Board of Directors and provide opinions on discussed matters;

c) Fully and promptly report to the Board of Directors remuneration received from subsidiaries, affiliated companies and other organizations;

d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and the Company in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 years before the time of transaction;

d) Disclose information when trading Company shares in accordance with the law.

#### **Article 4. Right to Access Information**

1. Members of the Board of Directors have the right to request the Chief Executive Officer or other managers to provide information and documents on financial status and business operations.

2. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information are prescribed by the company's charter

#### **Article 5. Term and Number of Members of the Board of Directors**

1. The number of members of the Board of Directors is at least 03 and the maximum is 07 members.

2. The term of office of a member of the Board of Directors is 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

3. In case all members of the Board of Directors end their term of office at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work, unless otherwise provided for in the company's charter.

#### **Article 6. Standards and Conditions of Members**

Members must satisfy standards and conditions stipulated in the Company Charter, Internal Corporate Governance Regulations and applicable laws.



## **Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors

2. The Chairman of the Board of Directors of the Company may not concurrently hold the General Director.

3. The Chairman of the Board of Directors shall have the following rights and obligations:

- a) Formulate programs and plans for operation of the Board of Directors;
- b) Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- đ) Chairing the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors according to the principles specified in the company's charter. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, if they have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

5. When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:

- a) Assisting in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing the principles of corporate governance;
- d) Assisting the Company in building shareholder relations and protecting the legitimate

rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures.

#### **Article 8. Dismissal, Removal and Replacement of Board Members**

The dismissal, dismissal, replacement and supplementation of members of the Board of Directors shall comply with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance and relevant laws

#### **Article 9. Methods of electing, dismissing and dismissing members of the Board of Directors**

The method of election, dismissal and dismissal of members of the Board of Directors shall comply with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance and relevant laws.

#### **Article 10. Notification of election, dismissal and dismissal of members of the Board of Directors**

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board candidate announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- d) Interests related to the Company and its related parties;
- e) Other information (if any) as prescribed in the company's charter;
- g) The company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).

2. The notification of results of election, dismissal and dismissal of members of the Board of Directors shall comply with the guiding regulations on information disclosure.

### **Chapter III**

#### **BOARD OF DIRECTORS**

#### **Article 11. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the managing agency of the Company and has full authority



on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations falling under the competence of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall comply with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance and relevant laws.

3. The Board of Directors shall adopt resolutions or decisions by voting at meetings, collecting opinions in writing or in other forms prescribed by the Company's Charter. Each Board member has one vote.

4. In case a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the Company's Charter, causing damage to the Company, the members who endorse the adoption of such resolution or decision must be jointly and severally responsible for the resolution, decision and must compensate the Company for damages; Members who object to the passage of the above-mentioned resolutions or decisions are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation or cancel the resolution or decision.

#### **Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts**

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions resulting in the total value of transactions arising within 12 months from the date of making the first transaction with a value of less than 35% of the total value of assets recorded in the latest consolidated financial statements between the Company and

- Members of the Board of Directors, members of the Control Board, General Director, other managers and related persons of these subjects;
- Shareholders and authorized representatives of shareholders who own more than 10% of the total ordinary share capital of the Company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. Other tasks and powers as prescribed in the Company's Charter, the Internal Regulation on Corporate Governance and relevant laws.

3. The representative of the Company signing a contract or transaction must notify the members of the Board of Directors and members of the Control Board of the subjects related to such contract or transaction and enclose the draft contract or principal contents of the transaction. Members of the Board of Directors who have interests related to the parties to contracts and transactions do not have voting rights.

#### **Article 13. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders**

The Board of Directors is responsible for convening an extraordinary General Meeting of Shareholders in accordance with the Company's Charter, the Internal Regulations on Corporate

Governance and relevant laws.

#### **Article 14. Subcommittees assisting the Board of Directors**

1. The Board of Directors may set up sub-committees to be in charge of development policies, human resources, remuneration, internal audit, and risk management. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current provisions of law and the provisions of the company's charter and internal regulations on corporate governance.

### **Chapter IV**

#### **BOARD MEETING**

#### **Article 15. Board Meetings**

The method of organizing the meeting of the Board of Directors, voting and election at the meeting of the Board of Directors and other relevant matters shall comply with the provisions of the Company's Charter, the Internal Regulation on Corporate Governance and relevant provisions of law.

#### **Article 16. Board Meeting Minutes**

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and kept in other electronic forms. The minutes must be made in Vietnamese and may be additionally made in foreign languages, including the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Time and place of the meeting;
- c) Purpose, agenda and contents of the meeting;
- d) Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full names of members who did not attend the meeting and the reasons;
- d) Issues to be discussed and voted on at the meeting;
- e) Summarizing the opinions of each member attending the meeting in the order of developments of the meeting;
- g) Voting results, clearly stating the members who approve, disagree and have no opinions;
- h) The approved issue and the corresponding voting rate;
- i) Full name, signature of the presiding judge and the person making the record, except for the case specified in Clause 2 of this Article.

2. In case the chairperson or the person taking the minutes refuses to sign the minutes of



the meeting but is signed by all other members of the Board of Directors attending the meeting and has all the contents specified at Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, this record shall take effect.

3. The chairperson, the person taking the minutes and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.

4. The minutes of the meeting of the Board of Directors and documents used in the meeting must be kept at the head office of the Company.

5. Minutes made in Vietnamese and foreign languages shall have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

## **Chapter V**

### **REPORTING AND PUBLICIZING BENEFITS**

#### **Article 17. Annual Report Submission**

The Board of Directors must submit to the General Meeting of Shareholders reports as prescribed in the Company's Charter, the Internal Regulations on Corporate Governance and relevant laws.

#### **Article 18. Remuneration, bonuses and other benefits of members of the Board of Directors**

Remuneration, bonuses and other benefits of members of the Board of Directors are specified in the Company's Charter, the Internal Regulations on Corporate Governance and relevant laws.

#### **Article 19. Disclosure of related benefits**

The disclosure of the Company's interests and related persons shall comply with the provisions of the Company's Charter and the following provisions:

1. Members of the Company's Board of Directors must declare to the Company their related interests, including:

a) Name, enterprise code, address of the head office, business lines of the enterprise in which they own contributed capital or shares; the percentage and time of ownership of such contributed capital or shares;

b) Name, enterprise code, address of the head office, business lines of the enterprise in which their related persons jointly own or separately own the contributed capital or shares of more than 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date on which related interests arise; the amendment and supplementation must be notified to the Company within 07 working days from the date of the corresponding amendment and supplement.

3. Members of the Board of Directors who perform work in any form within the scope of



the Company's business on behalf of themselves or on behalf of others must explain the nature and contents of such work to the Board of Directors and may perform it only when approved by the majority of the remaining members of the Board of Directors; if it is carried out without declaration or approval of the Board of Directors, all income obtained from such activity belongs to the Company.

## **Chapter VI**

### **RELATIONSHIP OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship between Board Members**

1. The relationship between members of the Board of Directors is a coordination relationship, the members of the Board of Directors are responsible for informing each other about relevant issues in the course of handling their assigned work.

2. In the course of handling affairs, members of the Board of Directors assigned to take the main responsibility must take the initiative in coordinating in handling problems related to the domains under the charge of other members of the Board of Directors. In case there are still different opinions among the members of the Board of Directors, the members shall have the main responsibility to report to the Chairman of the Board of Directors for consideration and decision according to their competence or organize meetings or collect opinions of members of the Board of Directors in accordance with law. The Company's Charter and this Regulation.

3. In case of reassignment among members of the Board of Directors, members of the Board of Directors shall have to hand over relevant work, dossiers and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors on such handover.

#### **Article 21. Relationship with the Board of Directors**

With the role of management, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions.

#### **Article 22. Relationship with the Supervisory Board**

1. The relationship between the Board of Directors and the Control Board is a coordination relationship. The working relationship between the Board of Directors and the Supervisory Board is on the principle of equality and independence, and at the same time closely coordinates and supports each other in the process of performing tasks.

2. Upon receipt of inspection records or general reports of the Control Board, the Board of Directors shall study and direct relevant departments to formulate plans and make timely corrections.

## **Chapter VII**

### **IMPLEMENTATION PROVISIONS**

#### **Article 23. Enforcement effect**

The Operating Regulation of the Board of Directors of SGI Holdings Investment JSC consists of 07 chapters, 23 articles and takes effect from February 7, 2026.

**On behalf of the Board of Directors**

**CHAIRMAN**

**NGUYEN KHANH LINH**

*(Signed and Sealed)*

