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SONG BE RUBBER JOINT STOCK COMPANY
No: 52./QĐ-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
Chon Thanh, November ..09...,2026

DECISION
Regarding the issuance of the Regulations on the Operation of the Board of Directors of Song Be Rubber Joint Stock Company

THE BOARD OF DIRECTORS OF SONG BE RUBBER JOINT STOCK COMPANY

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; the Law amending and supplementing a number of articles of the Law on Enterprises and guiding documents for implementation;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some articles of the Law on Securities, which is amended and supplemented by the Government's Decree No. 245/2025/ND-CP dated September 11, 2025;

Pursuant to Decision No. 35/QĐ-CSSB-HĐQT dated Juny 10, 2026 of the Board of Directors of Song Be Rubber Joint Stock Company promulgating the Charter on Organization and Operation of the Company;

Pursuant to Minutes No.02/NQ-ĐHĐCĐ dated October 29, 2026 of the 2026 Extraordinary General Meeting of Shareholders of Song Be Rubber Joint Stock Company

Pursuant to Resolution No.02/NQ-ĐHĐCĐ dated October 29, 2026 of the 2026 Extraordinary General Meeting of Shareholders of Song Be Rubber Joint Stock Company;

DECIDES

Article 2. Issued herewith is the Regulations on the Operation of the Board of Directors of Song Be Rubber Joint Stock Company, comprising 07 chapters and 27 articles.

Article 2. Members of the Board of Directors, the Board of Management, the Supervisory Board, the Chief Accountant, Heads of Professional Departments, leaders of subordinate units, and relevant individuals of Song Be Rubber Joint Stock Company shall be responsible for implementing this Decision from the date of signing.

This Decision replaces Decision No. 12/QĐ-HĐQT dated March 19, 2024 of the Board of Directors of Song Be Rubber Joint Stock Company.

Recipients:
- As stated in Article 2;
- Archived at Administration Office. Websit.

ON BEHALF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N:3800100464-C.T.C.P
CÔNG TY CỔ PHẦN CAO SU SÔNG BÉ
P.CHƠN THÀNH-T.ĐỒNG NAI

Thái Công Cẩn

MỤC LỤC

Chapter I: GENERAL PROVISIONS 1
Article 1. Scope of regulation and subjects of application 1
Article 2. Operating principles of the Board of Directors 1-2
Chapter II: MEMBERS OF THE BOARD OF DIRECTORS 2
Article 3. Rights and obligations of members of the Board of Directors 2
Article 4. Right of Board of Directors members to be provided 2-3
Article 5. Term of office and number of members of the Board 3
Article 6. Standards and conditions for members of the Board of Director..... 3-4
Article 7. Chairperson of the Board of Directors..... 4-5
Article 8. Relief from duty, dismissal replacement, and supplementation of members of the Board of Directors..... 5-6
Article 9. Procedures for electing, dismissing and removing members of the Board of Directors 6-7
Article 10. Notification regarding the election, dismissal, and removal of the of members of the Board of Directors..... 7-8
Chapter III: BOARD OF DIRECTORS 8
Article 11. Rights and obligations of the Board of Directors 8-10
Article 12. Duties and powers of the Board of Directors regarding the approval and signing of contracts and transactions 10-11
Article 13. Responsibility of the Board of Directors in the performance of, its functions, powers, and duties 11
Article 14. Responsibility of the Board of Directors for convening an extraordinary General Meeting of Shareholders 11-12
Article 15. Supporting Sub-committees of the Board of Directors 12-13
Chapter IV: BOARD OF DIRECTORS MEETINGS..... 13
Article 16. Board of Directors Meetings 13-14
Article 17. Conditions for convening Board of Directors meetings 14
Article 18. Voting 14-15
Article 19. Minutes of Board of Directors meetings 15-16
Chapter V: REPORTING, AND DISCLOSURE OF INTERESTS..... 16
Article 20. Submission of annual reports 16-17
Article 21. Remuneration, bonuses and other benefits of members of the Board of Directors 17-18
Article 22. Disclosure of related interests 18

Chapter VI: RELATIONSHIPS WITHIN THE BOARD OF DIRECTORS 18
Article 23. Relationships among members of the Board of Directors 18-19
Article 24. Relationship with the Executive Board 19
Article 25. Relationship with the Supervisory Board 20
Article 26. Relations with shareholders 20
Chapter VII: IMPLEMENTATION PROVISIONS 20
Article 27. Effectiveness 20

OPERATIONAL REGULATIONS OF THE BOARD OF DIRECTORS
SONG BE RUBBER JOINT STOCK COMPANY

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020, and Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing a number of articles of the 2020 Law on Enterprises, and guiding decrees;

Pursuant to the Law on Management of State Capital Investment in Enterprises (Law No. 68/2025/QH15), adopted by the National Assembly of the Socialist Republic of Vietnam on June 14, 2025, and guiding decrees;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some articles of the Law on Securities, which is amended and supplemented by the Government's Decree No. 245/2025/ND-CP dated September 11, 2025;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance, guiding a number of articles on corporate governance applicable to public companies as stipulated in 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 the Charter of Song Be Rubber Joint Stock Company;

Pursuant to Resolution No. .02.../NQ-ĐHĐCĐ. dated October 29, 2026, of the Extraordinary General Meeting of Shareholders in 2026 of Song Be Rubber Joint Stock Company;

The Board of Directors hereby issues the Operating Regulations of the Board of Directors of Song Be Rubber Joint Stock Company, comprising the following contents:

Chapter I
GENERAL PROVISIONS

Article 1: Scope of regulation and subjects of application

1. The Operating Regulations of the Board of Directors prescribe the organizational and personnel structure, operating principles, powers, and obligations of the Board of Directors and its members, ensuring operations comply with the Law on Enterprises, the Company Charter, and other relevant legal regulations.

2. Subjects of application: These Regulations apply to the Board of Directors and its members. In the event of any conflict between a provision of these Regulations and the Company Charter, the provisions of the Company Charter shall prevail.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors operates on a collective basis. Members of the Board of Directors are individually responsible for their assigned tasks and bear joint responsibility before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the Company's development.

2. The Board of Directors assigns responsibility to the General Director to organize and manage the implementation of the Board's resolutions and decisions.

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's Charter, including the right to be provided with information and documents regarding the financial status and business operations of the Company and its constituent units.

2. Members of the Board of Directors shall fulfill the obligations prescribed in the Company's Charter as well as the following obligations:

a) To perform their duties honestly and prudently in the best interests of the shareholders and the Company;

b) To fully attend meetings of the Board of Directors and express opinions on matters submitted for discussion;

c) To promptly and fully report to the Board of Directors on remuneration received from subsidiaries, associates, and other organizations;

d) To report to the Board of Directors at the nearest meeting regarding transactions between the Company (or its subsidiaries or other companies over which the Company holds control of more than 50% of the charter capital) and a member of the Board of Directors or persons related to such member; and transactions between the Company and a company in which a member of the Board of Directors was a founding member or a corporate manager within the three years immediately preceding the transaction;

đ) Disclose information when conducting transactions involving the Company's shares, in accordance with the law.

3. Independent members of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors.

Article 4. Right of Board of Directors members to be provided with information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, Chief Accountant, Company managers, managers of subsidiaries in which the Company holds 100% of the charter capital, and the Company's capital representatives in other enterprises to provide information and documents regarding the financial status and operations of the

entity, in accordance with the information regulations prescribed by the Board of Directors or resolutions of the Board of Directors.

2. The person requested to provide information must provide timely, complete, and accurate information and documents as requested by members of the Board of Directors, unless otherwise decided by the Board of Directors.

Article 5. Term of office and number of members of the Board of Directors

1. The Board of Directors consists of five (05) members. The number of members of the Board of Directors is determined by the General Meeting of Shareholders to be 05. The composition of the Board of Directors must ensure a balance among members possessing knowledge and experience in law, finance, and the Company's business operations, while also taking gender factors into account. The term of office for members of the Board of Directors and independent members of the Board of Directors is 05 years; members of the Board of Directors may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two consecutive terms.

The number of non-executive members of the Board of Directors of a public company must comply with the following requirements:

a) There must be at least one non-executive member if the company has between 3 and 5 Board members;

b) There must be at least two non-executive members if the company has between 6 and 8 Board members;

c) There must be at least three non-executive members if the company has between 9 and 11 Board members.

Once the Company becomes a listed company, independent members of the Board of Directors must account for at least one-third of the total number of Board members. The minimum number of independent Board members is determined by rounding down.

The assignment and reallocation of duties among members depend on the Company's business situation during each period and are decided by the Board of Directors.

2. In the event that the terms of office of all Board members expire simultaneously, those members shall continue to serve as Board members until new members are elected to replace them and assume their duties, unless the Company's Charter provides otherwise.

Article 6. Standards and conditions for members of the Board of Directors

Members of the Board of Directors must meet the following standards and conditions:

a) Not fall into the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possess professional qualifications and experience in business administration or in the Company's business sector or industry, and are not required to be shareholders of the Company, unless otherwise provided in the Company's Charter;

c) A member of the Board of Directors of a public company may simultaneously serve as a member of the Board of Directors or the Board of Members of no more than 05 other companies;

d) A member of the Board of Directors must not be a person having a family relationship with the General Director or other managers of the Company, or with the managers or persons authorized to appoint managers of the parent company;

đ) Other standards specified in Article 33 of the Company's Charter.

Article 7. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, relieved of duty, or dismissed by the Board of Directors from among its members.

2. The Chairperson of the Board of Directors of the Company shall not concurrently hold the position of General Director.

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

a) To formulate the operational program and plan of the Board of Directors;

b) To prepare the agenda, content, and documents for meetings; and to convene, preside over, and chair meetings of the Board of Directors;

c) To organize the adoption of resolutions and decisions of the Board of Directors;

d) To supervise the implementation of resolutions and decisions of the Board of Directors;

đ) To prepare the agenda and documents for General Meeting of Shareholders meetings, sign notices convening General Meeting of Shareholders meetings, and assign the preparation for General Meeting of Shareholders meetings to supporting sub-committees;

e) To chair the General Meeting of Shareholders;

g) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In the event that the Chairperson of the Board of Directors submits a resignation or is relieved of duty or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or the date of relief of duty or dismissal.

5. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and perform the obligations of the Chairperson in accordance with the principles stipulated in the Company's Charter. In cases where no such authorization exists, or if the Chairperson dies, goes missing, is temporarily detained, is serving a prison sentence, is undergoing administrative handling measures at a compulsory rehabilitation center or compulsory education institution, has absconded from their place of residence, has limited or lost civil act capacity, has difficulties in cognition or control of their behavior, or is prohibited by the Court from holding the position, practicing a profession, or performing specific work, the remaining members shall elect one of their number to serve as the Chairperson of the Board of Directors based on the principle of a majority vote among the remaining members until a new decision is issued by the Board of Directors.

6. When deemed necessary, the Board of Directors shall decide to appoint a company secretary. The company secretary shall have the following rights and obligations:

a) To assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors, and to record meeting minutes;

b) To assist members of the Board of Directors in the performance of their assigned rights and obligations;

c) To assist the Board of Directors in the application and implementation of corporate governance principles;

d) To assist the company in building shareholder relations and protecting the legitimate rights and interests of shareholders, as well as in complying with obligations regarding information provision, information disclosure, and administrative procedures;

đ) Other rights and obligations as prescribed in the Company Charter.

Article 8. Relief from duty, dismissal, replacement, and supplementation of members of the Board of Directors

1. The General Meeting of Shareholders shall relieve a member of the Board of Directors of their duties in the following cases:

a) Failure to meet the standards and conditions prescribed in Article 6 of these Regulations;

b) Submission of a resignation letter that is subsequently accepted;

c) Other cases prescribed in the Company's Charter.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failure to participate in the activities of the Board of Directors for six consecutive months, except in cases of force majeure;

b) Other cases prescribed in the Company's Charter.

3.When deemed necessary, the General Meeting of Shareholders shall decide on the replacement of members of the Board of Directors, or the relief from duty or dismissal of members of the Board of Directors in cases other than those prescribed in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors has decreased by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members decreased by more than one-third;

b) In other cases, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed from office at the nearest meeting.

Article 9. Procedures for electing, dismissing, and removing members of the Board of Directors

1. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares, or possessing the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company Charter, may nominate candidates. The nomination of candidates to the Board of Directors shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting of the group's formation prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, the shareholders or groups of shareholders specified in this Clause are entitled to nominate one or more candidates for the Board of Directors, as determined by the General Meeting of Shareholders. In the event that the number of candidates nominated by such shareholders or groups of shareholders is lower than the number they are entitled to nominate pursuant to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. In the event that the number of candidates for the Board of Directors—determined through nominations and self-nominations—remains insufficient to meet the requirements set forth in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize a nomination process in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced prior to the General Meeting of Shareholders

voting to elect members of the Board of Directors, in accordance with the law.

3. The election of members of the Board of Directors shall be conducted using the cumulative voting method, whereby each shareholder possesses a total number of voting rights equal to the total number of shares they own multiplied by the number of Board members to be elected; shareholders have the right to allocate all or part of their total votes to one or more candidates. Candidates elected to the Board of Directors shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate receiving the highest number of votes until the required number of members specified in the Company's Charter is reached. In the event that two or more candidates receive an equal number of votes for the final seat on the Board of Directors, a re-election shall be held among those candidates, or a selection shall be made based on the criteria set forth in the Company's election regulations.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders based on voting.

Article 10. Notification regarding the election, dismissal, and removal of members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information regarding such candidates on the Company's website at least 10 days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before voting; candidates for the Board of Directors must provide a written undertaking regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information regarding candidates for the Board of Directors to be disclosed includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Professional background;

d) Other managerial positions (including Board of Directors positions at other companies);

đ) Interests related to the Company and the Company's related parties;

e) Other information (if any) as prescribed in the Company's Charter;

f) A public company is responsible for disclosing information regarding the companies where the candidate currently holds a position as a member of the Board of Directors or other managerial positions, as well as any interests related to the company held by the Board of Directors candidate (if any).

2. Notification of the results of the election, dismissal, or removal of members of the Board of Directors shall be carried out in accordance with the

regulations guiding information disclosure under the Law on Securities and the Law on Enterprises.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, possessing full authority to act on behalf of the Company to make decisions and exercise the Company's rights and obligations, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) To decide on the strategy, medium-term development plan, and annual business plan of the Company;

b) To propose the classes of shares and the total number of shares authorized for offer of each class;

c) To decide on the sale of unsold shares within the limit of the number of shares authorized for offer of each class; to decide on raising additional capital in other forms;

d) To decide on the selling price of the Company's shares and bonds;

đ) To decide on the repurchase of shares in accordance with the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;

e) To decide on investment plans and investment projects within the authority and limits prescribed by law;

f) Decide on solutions for market development, marketing, and technology;

g) Approve contracts for purchase, sale, borrowing, and lending, as well as other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, and contracts or transactions falling under the approving authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

h) Elect, dismiss, or remove the Chairperson of the Board of Directors; appoint, dismiss, sign contracts with, or terminate contracts with the General Director; decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders of other companies, and decide on the remuneration and other benefits of such representatives;

i) Supervise and direct the General Director and other managers in the conduct of the Company's day-to-day business operations;

k) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, and representative offices, as well as capital contributions to or the purchase of shares in other enterprises;

l) Approve the agenda and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or organize the solicitation of opinions for the General Meeting of Shareholders to adopt resolutions;

m) Submit audited annual financial statements to the General Meeting of Shareholders;

n) Propose dividend payout levels; decide on the timing and procedures for dividend payments and execute such payments to shareholders in accordance with the law following approval by the Annual General Meeting of Shareholders, or handle losses incurred during business operations;

o) Propose the reorganization or dissolution of the Company; petition for the Company's bankruptcy;

p) Decide on the issuance of the Board of Directors' operating regulations and internal regulations on corporate governance following approval by the General Meeting of Shareholders, as well as the Company's information disclosure regulations;

q) Exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.

r) Organize training and professional development regarding corporate governance and essential skills for members of the Board of Directors, the General Director (Director), the person in charge of corporate governance, and other managers of the Company.

3. The Board of Directors must report its operational results to the General Meeting of Shareholders in accordance with Article 280 of 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. The report shall include the following contents:

a. Remuneration, operating expenses, and other benefits of the Board of Directors and each member thereof, in accordance with Clause 3, Article 163 of the Law on Enterprises and the Company's Charter.

b. Summary of Board of Directors meetings and resolutions.

c. Report on transactions between the company or its subsidiaries or companies in which the public company holds control of 50% or more of the charter capital and members of the Board of Directors or their related persons; and transactions between the company and entities where a member of the Board of Directors was a founding member or a corporate manager within the three years

preceding the transaction.

d. Activities of other sub-committees of the Board of Directors (if any).

đ. Results of the supervision of the General Director.

e. Results of the supervision of other executives.

f. Future plans.

g. Activities of independent members of the Board of Directors and the evaluation results from each independent member regarding the performance of the Board of Directors (for listed companies).

4. The Board of Directors adopts resolutions and decisions by voting at meetings, by seeking written opinions, or through other methods prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

5. Where a resolution or decision adopted by the Board of Directors contravenes the law, the resolution of the General Meeting of Shareholders, or the Company's Charter, thereby causing damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and personally liable for it and must compensate the Company for the damage; members who voted against such resolution or decision shall be exempt from liability. In such cases, shareholders of the Company have the right to request a Court to suspend the implementation of or revoke the said resolution or decision.

Article 12. Duties and powers of the Board of Directors regarding the approval and signing of contracts and transactions

1. The Board of Directors shall approve contracts and transactions or a series of transactions occurring within 12 months of the first transaction where the value is less than 35% of the total asset value recorded in the most recent financial statement (or a lower percentage or value as stipulated in the Company's Charter) and which are entered into between the Company and any of the following parties:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and persons related to such individuals;

- Shareholders or authorized representatives of shareholders holding more than 10% of the Company's total common shares, and persons related to them;

- Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises including members of the Board of Directors, members of the Supervisory Board, the General Director, and other company managers—must declare the following related interests:

+ The name, enterprise code, head office address, and business lines of any enterprise that they own or in which they hold capital contributions or shares; the proportion and timing of such ownership or holding of capital contributions or shares;

+ The name, enterprise code, head office address, and business lines of any enterprise in which their related persons own either jointly or individually capital

contributions or shares exceeding 10% of the charter capital;

2. The Company's representative signing a contract or transaction must notify members of the Board of Directors and the Supervisory Board regarding the related parties involved in said contract or transaction, and must attach the draft contract or the principal terms of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Company's Charter stipulates a different timeframe; Board members with an interest related to the parties in the contract or transaction shall not have the right to vote.

3. Approve the Company's financial mechanism in accordance with the law and annual production and business conditions.

4. Decide on the offering of the Company's shares and bonds.

5. Decide on the valuation of assets contributed to the Company that are not cash, gold, or foreign currency.

Article 13. Responsibility of the Board of Directors in the performance of its functions, powers, and duties.

In performing its functions, powers, and duties, the Board of Directors shall strictly comply with the provisions of law, the Company's Charter, and resolutions of the General Meeting of Shareholders. In the event that a resolution adopted by the Board of Directors contravenes the law or the Company's Charter and causes damage to the Company, the members who voted in favor of such resolution shall be jointly and personally liable and must compensate the Company for the damage, whereas members who voted against said resolution shall be exempt from liability.

Article 14. Responsibility of the Board of Directors for convening an extraordinary General Meeting of Shareholders.

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

a) The Board of Directors deems it necessary for the interests of the Company;

b) The number of remaining members of the Board of Directors or the Supervisory Board falls below the minimum number prescribed by law;

c) Upon the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and bearing the signatures of the relevant shareholders, or the written request may be prepared in multiple copies and collectively bear the signatures of the relevant shareholders;

d) Upon the request of the Supervisory Board;

đ) Other cases as prescribed by law and the Company's Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the minimum number prescribed in the Company Charter, or from the date of receipt of a request as stipulated in Points c and d, Clause 1 of this Article;

3. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare the list of shareholders entitled to attend the meeting;

b) Provide information and resolve complaints regarding the list of shareholders;

c) Prepare the meeting agenda and content;

d) Prepare documents for the meeting;

đ) Draft the resolution of the General Meeting of Shareholders based on the expected meeting content; prepare the list and detailed information of candidates in the event of an election of members of the Board of Directors or the Supervisory Board;

e) Determine the time and venue of the meeting;

g) Send the meeting invitation notice to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h) Perform other tasks in support of the meeting.

Article 15. Supporting Sub-committees of the Board of Directors

At any stage of project implementation, the Board of Directors may establish or dissolve supporting sub-committees. The number of members for each sub-committee shall be determined by the Board of Directors and may include both members of the Board of Directors and external members.

1. Personnel Sub-committee:

Advise the Board of Directors on the size and composition of the Board of Directors and the executive management team, ensuring alignment with the Company's operational scale and development strategy.

Advise the Board of Directors on reviewing, evaluating, and proposing the election, appointment, dismissal, and succession planning for management personnel falling under the Board's appointment authority, as well as determining compensation and benefits for such personnel in a manner consistent with the Company's strategic direction and business plans at any given time.

Research and advise the Board of Directors on the issuance of internal regulations within the Board's authority regarding salaries, remuneration, bonuses, personnel recruitment and training procedures, and other benefit policies for the Company's officers and employees, in accordance with the law and the Company's

Charter.

2. Legal Advisory Subcommittee: (Staffing determined by the Board of Directors)

The Legal Advisory Subcommittee is responsible for:

- Reviewing the legality of the Company's economic contracts and legal documents.

- Ensuring legal compliance for the Company's operations; drafting amendments and supplements to the Company's Charter, regulations, and internal operating rules.

- Assisting the Board of Directors and the General Director in understanding legal regulations relevant to the Company's operations.

- Providing legal support to the General Director regarding contract-related disputes.

- Assisting the Board of Directors in identifying consultants specializing in specific legal fields, as requested by the Board.

Chapter IV

BOARD OF DIRECTORS MEETINGS

Article 16. Board of Directors Meetings

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date the election of said Board of Directors concludes. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one member receives the highest and equal number or percentage of votes, the members shall elect based on the majority principle one person from among themselves to convene the Board of Directors meeting.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) Upon the request of the Supervisory Board or an independent member of the Board of Directors;

b) Upon the request of the Director, the General Director, or at least 05 other managers;

c) Upon the request of at least 02 members of the Board of Directors;

d) Other cases as prescribed by the Company's Charter.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, the matters for discussion, and the decisions falling

within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In the event that the meeting is not convened in accordance with the request, the Chairperson of the Board of Directors shall be liable for any damage caused to the Company; the person making the request shall have the right to convene the meeting of the Board of Directors in place of the Chairperson.

6. The Chairperson of the Board of Directors or the person convening the Board of Directors meeting must send the meeting notice no later than 03 working days prior to the meeting date. The meeting notice must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided upon. The meeting notice must be accompanied by the documents to be used at the meeting and the members' voting ballots.

The meeting notice for the Board of Directors may be sent via written invitation, telephone, fax, electronic means, or other methods prescribed by the Company's Charter, provided that it ensures delivery to the contact address of each Board member registered with the Company.

7. The Chairperson of the Board of Directors or the convener shall send the meeting notice and accompanying documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

Members of the Supervisory Board have the right to attend Board of Directors meetings and to participate in discussions, but they do not have the right to vote.

Article 17. Conditions for convening Board of Directors meetings

A meeting of the Board of Directors shall be held when at least three-quarters of the total number of members are present. If a meeting convened in accordance with this provision lacks the required number of attendees, a second meeting shall be convened within seven days from the intended date of the first meeting. In such a case, the meeting shall be held if more than half of the members of the Board of Directors are present.

Article 18. Voting

1. A member of the Board of Directors shall be deemed to be present and voting at a meeting in the following cases:

a) Attending and voting in person at the meeting;

b) Authorizing another person to attend and vote in accordance with Clause 3 of this Article;

c) Attending and voting via online conference, electronic voting, or other electronic means;

d) Sending a ballot to the meeting via mail or email;

đ) Sending a ballot by other means as prescribed in the Company Charter.

2. In the case of sending a ballot to the meeting via mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one hour before the opening of the meeting. The ballot shall only be opened in the presence of all meeting attendees.

3. Members must fully attend Board of Directors meetings. A member may authorize another person to attend and vote at a meeting if approved by a majority of the Board members.

4. Unless the Company Charter stipulates a higher threshold, resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members present at the meeting; in the event of a tie, the final decision shall rest with the side supported by the Chairperson of the Board of Directors. Decisions requiring approval by a majority of the Board of Directors' votes include:

a. Deciding on annual production and business development plans and investment capital sources;

b. Determining operational and strategic objectives based on the strategic goals adopted by the Board of Directors;

c. Deciding on the Company's organizational structure;

d. Proposing the restructuring or dissolution of the Company;

e. Appoint, dismiss, or remove the General Director or any manager or representative of the Company if the Board of Directors deems it to be in the Company's best interest; provided, however, that such dismissal or removal does not violate the rights of the affected individuals under their employment contracts, if any;

f. Appoint or dismiss company managers upon the recommendation of the General Director and determine their remuneration;

g. Handle complaints regarding company managers, including deciding on the selection of the Company's representative in legal proceedings involving such managers;

h. Propose the classes of shares to be issued and the total number of shares to be issued for each class;

i. Issue bonds, convertible bonds, and warrants entitling holders to purchase shares at a predetermined price;

j. Determine the selling price of bonds and convertible securities;

k. Propose the annual dividend rate and determine the interim dividend rate.

Article 19. Minutes of Board of Directors meetings

1. Minutes must be recorded for meetings of the Board of Directors; such meetings may also be audio-recorded or recorded and stored in other electronic

formats. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language. Minutes of the Board of Directors meeting must be completed and approved before the meeting concludes. The minutes must contain the following principal contents:

a) Name, head office address, and enterprise identification number;

b) Purpose, agenda, and content of the meeting;

c) Time and venue of the meeting;

d) Full names of each member attending the meeting or person authorized to attend; full names of members not attending and the reasons therefor;

e) Issues discussed and voted upon at the meeting;

f) Summary of opinions expressed by each attending member, in the order of the meeting's proceedings;

g) Voting results, clearly specifying members who voted in favor, against, and those who abstained;

h) Matters approved and the corresponding voting ratios;

i) Full names and signatures of all members or authorized representatives attending the meeting.

In the event that the chairperson or the minute-taker refuses to sign the meeting minutes, the minutes shall remain valid provided that all other attending members of the Board of Directors sign them and approve their contents, and that the minutes contain all information required under Clause 1 of this Article. The minutes must clearly record the refusal of the chairperson or the minute-taker to sign. Those who sign the minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson and the minute-taker shall be personally liable for any damage caused to the Company due to their refusal to sign the minutes, in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.

The chairperson and the secretary shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.

2. The minutes of the Board of Directors meeting and the documents used during the meeting must be kept at the Company's headquarters.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal validity. In the event of any discrepancy between the contents of the Vietnamese version and the foreign language version, the contents of the Vietnamese version shall prevail.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 20. Submission of annual reports

1. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

a) Report on the Company's business results;

b) Audited financial statements;

c) Report evaluating the Company's management and administration;

d) Appraisal report by the Supervisory Board.

2. The reports specified in Clause 1 of this Article must be kept at the Company's headquarters no later than 10 days prior to the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter stipulates a longer time limit. Shareholders who have held shares in the Company continuously for at least one year have the right, either personally or together with a lawyer, accountant, or auditor holding a practicing certificate, to directly examine the reports specified in this Article.

Article 21. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration to managers based on business results and performance, in accordance with regulations on the management of labor, wages, remuneration, and bonuses applicable to joint-stock companies with controlling State capital.

2. Remuneration, wages, and other benefits of members of the Board of Directors and the General Director shall be paid in accordance with the following provisions:

a) Members of the Board of Directors are entitled to remuneration for their work and to bonuses. Remuneration for work is calculated based on the months during which the member of the Board of Directors fulfills their duties. In cases where a member of the Board of Directors is assigned full-time duties by the Board, they shall be paid a salary based on the number of working days required to fulfill the duties of a full-time member of the Board of Directors. The Board of Directors shall estimate the remuneration level for each member and the salary for full-time members based on the principle of consensus. The total remuneration and salary for full-time members of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting;

b) Members of the Board of Directors are entitled to reimbursement for expenses related to meals, accommodation, travel, and other reasonable costs incurred while performing their assigned duties;

c) The General Director is entitled to a salary and bonuses. The General Director's salary is determined by the Board of Directors;

d) The total remuneration and bonuses for members of the Board of Directors and the General Director are determined by the General Meeting of Shareholders at the annual meeting, based on the proposal of the Board of

Directors.

3. Remuneration for members of the Board of Directors, salaries for full-time members of the Board of Directors, and salaries for the General Director and other managers shall be included in the Company's business expenses in accordance with the law on corporate income tax; these amounts must be presented as separate items in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

Article 22. Disclosure of related interests

The disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

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

a) The name, enterprise identification number, head office address, and business lines of enterprises in which they own capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b) The name, enterprise identification number, head office address, and business lines of enterprises in which their related persons either jointly or individually own capital contributions or shares representing more than 10% of the charter capital.

2. The declaration stipulated in Clause 1 of this Article must be made within 07 working days from the date the relevant interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Any member of the Board of Directors who, in their own name or on behalf of another person, engages in any form of activity within the scope of the Company's business operations must explain the nature and content of such activity to the Board of Directors and may only proceed with it upon the approval of the majority of the remaining members of the Board of Directors; if such activity is carried out without declaration or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

Chapter VI

RELATIONSHIPS WITHIN THE BOARD OF DIRECTORS

Article 23. Relationships among members of the Board of Directors

1. The relationship among members of the Board of Directors is one of coordination; members are responsible for keeping each other informed of relevant matters while carrying out their assigned duties.

2. When performing their duties, the member of the Board of Directors primarily responsible for a task must proactively coordinate with other members if the matter involves an area under the charge of another member. In the event of differing opinions among members, the member primarily responsible shall report

the matter to the Chairperson of the Board of Directors for consideration and decision within their authority, or arrange a meeting or solicit the opinions of Board members in accordance with the law, the Company Charter, and these Regulations.

3. In the event of a reallocation of duties among members of the Board of Directors, the concerned members must hand over their work, records, and relevant documents. This handover must be documented in writing, and the Chairman of the Board of Directors must be notified of the handover.

Article 24. Relationship with the Executive Board

1. In its governance capacity, the Board of Directors issues resolutions for implementation by the Director and the executive management team. Concurrently, the Board of Directors inspects and supervises the implementation of such resolutions.

2. The Board of Directors ensures the provision of favorable conditions regarding mechanisms, policies, human resources, and facilities to enable the Executive Board to fulfill its assigned tasks.

3. The Board of Directors shall determine the structure of the Executive Board and approve the General Director's proposals regarding the assignment of duties to Deputy General Directors, enabling the General Director to sign the assignment documents in accordance with the law and the Company's Charter.

4. Resolutions and decisions of the Board of Directors are binding across the entire Company. During the implementation of such resolutions or decisions, if any issue detrimental to the Company is identified, the General Director is responsible for proposing that the Board of Directors review and adjust them accordingly. In the event that the Board of Directors does not adjust the resolution or decision, the General Director must still implement it but retains the right to reserve their opinion and submit recommendations to the competent authority.

5. The General Director, who is also a member of the Board of Directors, is responsible for reporting to the Board of Directors on matters related to the Company's business operations.

6. The Chairman of the Board of Directors shall attend or authorize another Board member to attend briefing meetings and meetings convened by the General Director to prepare content for submission to the Board.

7. At Board meetings, the Chairman or the meeting chairperson shall decide based on the meeting agenda whether to invite Deputy General Directors, heads of affiliated units, or relevant department/division heads to attend, report on specific matters, and provide input (if applicable).

8. The Executive Board and other executives are responsible for facilitating the performance of assigned duties by Board members and ensuring they have the quickest possible access to information and reports.

9. The Board of Directors shall hold quarterly meetings with the Executive

Board to review and evaluate performance results for the quarter; monthly meetings may be convened when necessary to provide direction on required tasks.

Article 25. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. Their working relationship is based on principles of equality and independence, while simultaneously involving close coordination and mutual support in the performance of their respective duties.

2. Upon receipt of inspection minutes or consolidated reports from the Supervisory Board, the Board of Directors is responsible for reviewing them and directing relevant departments to formulate plans and implement timely corrective actions.

3. The Chairman of the Board of Directors shall ensure that members of the Supervisory Board are invited to attend all scheduled and extraordinary meetings of the Board of Directors.

4. The Board of Directors shall ensure that copies of all financial and other information provided to members of the Board of Directors, as well as resolutions, decisions, and meeting minutes of the Board of Directors, are also provided to members of the Supervisory Board at the same time they are provided to members of the Board of Directors.

Article 26. Relations with shareholders

1. The Board of Directors shall ensure regular communication with the Company's shareholders, demonstrated by the disclosure of documents and periodic financial reports in accordance with the Company's Charter.

2. The Board of Directors is responsible for ensuring transparency in the management and administration of all aspects of the Company's operations, as well as fully discharging its obligations toward shareholders as prescribed by the Company's Charter.

3. The Board of Directors is responsible for directing the timely and public resolution of any proposals or complaints raised by shareholder

Chapter VII

IMPLEMENTATION PROVISIONS

Article 27. Effectiveness

The Operation Regulations of the Board of Directors of Song Be Rubber Joint Stock Company comprise 7 chapters and 27 articles and take effect from the date of signing.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N:3800100460 C.T.C.P. CÔNG TY CỔ PHẦN CAO SU SÔNG BÉ P.CHƠN THÀNH-T.BÌNH PHƯỚC

Thái Công Cần