

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

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

**SA GIANG IMPORT EXPORT  
CORPORATION**

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## **Chapter I:**

### **GENERAL REGULATIONS**

#### **Article 1. Scope of regulation and subjects of application**

1. Scope of Regulation: The Board of Directors' Operating Regulations stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members, in order to operate in accordance with the Enterprise Law, the Company Charter, and other relevant legal provisions.
2. Applicable Subjects: These Regulations apply to the Board of Directors and its members.

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

1. The Board of Directors operates on the principle of collective decision-making and makes decisions by a simple majority (over 50% of the Board members attending the meeting or over 50% of the members entitled to vote in writing) on matters within the Board's authority as stipulated by the Enterprise Law, the Company Charter, and the Company's Internal Governance Regulations. In the event of a tie vote, the vote of the Chairman of the Board of Directors shall be the deciding vote.
2. Members of the Board of Directors are individually responsible for their assigned tasks and jointly responsible to the General Meeting of Shareholders and to the law for the resolutions of the Board of Directors concerning the Company's development.
3. The Board of Directors assigns responsibility to the General Director to organize and implement the resolutions 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 have all the rights stipulated in the Enterprise Law, the Securities Law, relevant laws, and the Company's Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its subsidiaries.
2. Members of the Board of Directors have the obligations stipulated in the Company's Charter, the Internal Regulations on Corporate Governance, and the following obligations:
  - a) To perform their duties honestly and diligently for the best interests of shareholders and the Company;
  - b) To attend all meetings of the Board of Directors and to provide opinions on matters discussed;

- c) To report promptly and fully to the Board of Directors any remuneration received from subsidiaries;
  - 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 holds a controlling stake of 50% or more of the charter capital with members of the Board of Directors;
  - e) Disclose information when conducting transactions involving the Company's shares in accordance with the law.
3. Independent members of the Board of Directors of a listed company must prepare a report evaluating the activities of the Board of Directors.

**Article 4. Board members' right to access information**

- 1. Members of the Board of Directors have the right to request the General Director of the Company to provide information and documents regarding the financial situation and business operations of the Company and its subsidiaries.
- 2. The General Director must provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.

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

- 1. The number of Board of Directors members is seven (07).
- 2. The term of office of a Board of Directors member shall not exceed 05 years and may be re-elected for an unlimited number of terms.
- 3. In the event that all Board of Directors members complete their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work, unless the company's charter stipulates otherwise.

**Article 6. Standards and conditions for membership of the Board of Directors**

- 1. Members of the Board of Directors must meet the following standards and conditions:
  - a. Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
  - b. Possess management and leadership capabilities, a deep understanding of business principles, professional qualifications, and experience in business administration or in the Company's business field, industry, or profession;
  - c. Be in good health, possess good moral character, be honest, incorruptible, and have civil capacity, knowledge of the law; have the capacity and enthusiasm to solve the Company's long-term strategic issues, the ability to participate effectively in discussions, and be ready to exercise their authority in a cooperative spirit.
  - d. Other standards and conditions as stipulated in the Company's Charter and Internal Regulations on Corporate Governance.
- 2. Independent members of the Board of Directors must meet the requirements stipulated in Article 155.2 of the Enterprise Law.

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

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.
2. The Chairman of the Board of Directors may not also hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. To prepare the program and plan of activities for the Board of Directors;
  - b. To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
  - c. To organize the adoption of resolutions of the Board of Directors;
  - d. To supervise the implementation of resolutions of the Board of Directors;
  - e. To chair the General Meeting of Shareholders;
  - f. To exercise the rights and obligations of the Board of Directors as authorized;
  - g. Issuing Decisions and Regulations on organization, management, and operation applicable to the Company and its member companies, including but not limited to: regulations on the operational management of the Board of Directors, labor and salary regulations, financial management regulations, and other regulations.
  - h. Other rights and obligations as stipulated in the Enterprise Law, the Company Charter, and the internal regulations on corporate governance.
4. When deemed necessary, the Board of Directors shall 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; to record meeting minutes;
  - b. To assist members of the Board of Directors in exercising their assigned rights and obligations;
  - c. To assist the Board of Directors in applying and implementing the principles of corporate governance;
  - d. To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders in complying with the obligation to provide information, disclose information, and administrative procedures;
  - e. Other rights and obligations as stipulated in the Company Charter and the Internal Regulations on Corporate Governance.

## **Article 8. Dismissal, removal, replacement, and appointment of Board of Directors members.**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. Not meeting the qualifications and conditions stipulated in Article 155 of the Enterprise Law;

- b. Submitting a resignation letter and having it accepted;
  - c. Other cases as stipulated in the company's charter and internal regulations on corporate governance.
- 2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a. Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
  - b. Other cases as stipulated in the company's charter and internal regulations on corporate governance.
- 3. When deemed necessary, the General Meeting of Shareholders shall decide to replace, dismiss, or remove a member of the Board of Directors except in the cases stipulated 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 is reduced by more than one-half compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of members is reduced by more than one-half;
  - b. The number of independent members of the Board of Directors is reduced, failing to ensure the ratio as stipulated in point b, clause 1, Article 137 of the Enterprise Law;
  - c. Except for the cases stipulated in points a and b of this clause, 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 common shares in the proportion stipulated in the Company's Articles of Association have the right to nominate candidates for the Board of Directors. The nomination process for the Board of Directors is as follows:
  - a. Common shareholders forming a group to nominate candidates for the Board of Directors must notify the Company of their meeting and send the notification to the Company before the opening of the General Meeting of Shareholders, within the specific timeframe stipulated in the Company's election regulations;
  - b. Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders as candidates for the Board of Directors. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders,

the remaining candidates shall be nominated by the Board of Directors.

2. If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
3. The election of Board of Directors members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned 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. The elected Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last Board member, a re-election will be held among those candidates or a selection will be made according to the election regulations or the Company's Charter.
4. The election, dismissal, and removal of Board members are decided by the General Meeting of Shareholders according to the principle of voting.

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

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening 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 provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that must be published includes:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work experience;
  - d. Other management positions (including positions on the Board of Directors of other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as stipulated in the Company's Charter;
  - g. Public companies are responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors,

- other management positions, and related interests in the company of the candidate for the Board of Directors (if any);
- h. The notification of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the regulations guiding the disclosure of information.

### **Chapter III:**

### **BOARD OF DIRECTORS**

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

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a. Deciding on the Company's strategy, medium-term development plan, and annual business plan;
  - b. Proposing the types of shares and the total number of shares authorized for sale of each type;
  - c. Deciding on the sale of unsold shares within the scope of the number of shares authorized for sale of each type; deciding on raising additional capital through other forms;
  - d. Deciding on the selling price of the Company's shares and bonds;
  - e. Deciding on the repurchase of shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;
  - f. Decisions on investment plans and investment projects within the authority and limits prescribed by law;
  - g. Decisions on solutions for market development, marketing, and technology;
  - h. Approval of purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, and contracts and transactions within the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law;
  - i. Election, dismissal, and removal of the Chairman of the Board of Directors; appointment, dismissal, signing of contracts, and termination of contracts for the General Director and other key managers as stipulated in the company's charter; and decisions on salaries, remuneration, bonuses, and other benefits for those



- managers; Appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;
- j. Supervising and directing the General Director and other managers in the daily operation of the Company's business;
  - k. Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
  - l. Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;
  - m. Submitting the audited annual financial statements to the General Meeting of Shareholders;
  - n. Proposing the dividend rate to be paid; deciding on the time and procedures for paying dividends or handling losses incurred during business operations;
  - o. Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;
  - p. Decisions to issue the Board of Directors' Operating Regulations and Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decisions to issue the Company's Information Disclosure Regulations;
  - q. Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, the company's charter, and the internal regulations on corporate governance.
3. The Board of Directors adopts resolutions by voting at meetings, obtaining opinions in writing, or other forms as prescribed by the company's charter. Each member of the Board of Directors has one vote.

**Article 12. The duties and powers of the Board of Directors in approving and signing transaction contracts.**

- 1. Hội đồng Quản trị chấp thuận các hợp đồng, giao dịch có giá trị nhỏ hơn 35% hoặc giao dịch dẫn đến tổng giá trị giao dịch phát sinh trong vòng 12 tháng kể từ ngày thực hiện giao dịch đầu tiên có giá trị nhỏ hơn 35% tổng giá trị tài sản ghi trên báo cáo tài chính gần nhất hoặc một tỷ lệ, giá trị khác nhỏ hơn theo quy định tại Điều lệ Công ty giữa Công ty với một trong các đối tượng sau:
  - a. Thành viên Hội đồng Quản trị, thành viên Ban kiểm soát, Tổng Giám đốc, người quản lý khác và người có liên quan của các đối tượng này;
  - b. Cổ đông, người đại diện ủy quyền của cổ đông sở hữu trên 10% tổng vốn cổ phần phổ thông của Công ty và những người có liên quan của họ;

- c. Doanh nghiệp có liên quan đến các đối tượng quy định tại khoản 2 Điều 164 Luật Doanh nghiệp.
- 2. Người đại diện Công ty ký hợp đồng, giao dịch phải thông báo cho thành viên Hội đồng Quản trị, thành viên Ban kiểm soát về các đối tượng có liên quan đối với hợp đồng, giao dịch đó và gửi kèm theo dự thảo hợp đồng hoặc nội dung chủ yếu của giao dịch. Hội đồng Quản trị quyết định việc chấp thuận hợp đồng, giao dịch trong thời hạn 15 ngày kể từ ngày nhận được thông báo, trừ trường hợp Điều lệ Công ty quy định một thời hạn khác, thành viên Hội đồng Quản trị có lợi ích liên quan đến các bên trong hợp đồng, giao dịch không có quyền biểu quyết.

**Article 13. The Board of Directors' responsibility in 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 benefit of the Company;
  - b. The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members prescribed by law;
  - c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law, the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and collected with sufficient signatures of the relevant shareholders;
  - d. At the request of the Supervisory Board;
  - e. Other cases as prescribed by law and the company's charter.
2. Convening an Extraordinary General Meeting of Shareholders
2. The Board of Directors must convene an Extraordinary General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or members of the Supervisory Board is less than the minimum number of members stipulated in the Company's Charter or upon receiving a request as stipulated in points c and d of Clause 1 of this Article.
3. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of shareholders entitled to attend the meeting;
  - b. Provide information and resolve complaints related to the list of shareholders;
  - c. Prepare the agenda and content of the meeting;
  - d. Prepare documents for the meeting;
  - e. Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting, the list and detailed information of candidates in the case of electing members of the Board of Directors or members of the Supervisory Board;
  - f. Determine the time and place of the meeting;

- g. Send meeting notices to each shareholder entitled to attend the meeting as stipulated by the Enterprise Law;
- h. Other tasks serving the meeting.

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

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in each subcommittee shall be determined by the Board of Directors and shall be at least three, including members of the Board of Directors and external members. Members of the Board of Directors shall constitute a majority in the subcommittee, and one of these members shall be appointed as the Subcommittee Chairman by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members present and voting on them at the subcommittee meeting are present and approved.
2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of the Company Charter and the Internal Regulations on Corporate Governance.

**Chapter IV:**

**BOARD OF DIRECTORS MEETING**

**Article 15. Board of Directors Meeting**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall elect by majority vote to choose one of them to convene the Board of Directors meeting.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman 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;
  - b. Upon the request of the General Director or at least 5 other managers;
  - c. Upon the request of at least 2 members of the Board of Directors;
  - d. Other cases as stipulated in the company's charter.

4. Proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the proposal stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be responsible for any damages incurred by the Company; if the meeting has not been convened within this period, the person making the proposal has the right to replace the Chairman of the Board of Directors in convening the meeting.
6. The Chairman of the Board of Directors or the person convening the meeting must send a notice of meeting at least 3 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members. Notices inviting members to Board of Directors meetings may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the company's charter, ensuring they reach the registered contact addresses of each Board member. The Chairman of the Board of Directors or the person convening the meeting shall send the notice and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors. Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.
7. A Board of Directors meeting shall be held when at least 3/4 of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within 7 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the Board members are present.
8. Members of the Board of Directors are considered to have attended and voted at the meeting in the following cases:
  - a. Attending and voting in person at the meeting;
  - b. Authorizing another person to attend and vote on their behalf as stipulated in Clause 11 of this Article;
  - c. Attending and voting through online conferencing, electronic voting, or other electronic means;
  - d. Sending voting ballots to the meeting via mail, fax, or email;
  - e. Sending voting ballots by other means as stipulated in the Company's Charter.
9. In the case of sending voting ballots to the meeting via mail, the ballot must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. The ballot may only be opened in the presence of all attendees.

10. Members must attend all meetings of the Board of Directors. 11. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors.
11. Resolutions of the Board of Directors are adopted if approved by a majority of the members present at the meeting; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

#### **Article 16. Minutes of the Board of Directors Meeting**

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded, recorded and stored electronically. Minutes must be in Vietnamese and may also be in a foreign language, including the following main contents:
  - a. Name, registered office address, and business registration number;
  - b. Time and place of the meeting;
  - c. Purpose, agenda, and content of the meeting;
  - d. Full names of each member attending the meeting or authorized representatives and their manner of attendance; full names of members absent from the meeting for reasons;
  - e. Issues discussed and voted on at the meeting;
  - f. Summary of the opinions expressed by each member attending the meeting in chronological order;
  - g. Voting results clearly indicating members who approved, disapproved, and abstained;
  - h. Issues approved and the corresponding percentage of votes in favor;
  - i. The full name and signature of the chairperson and the person recording the minutes, except as stipulated in Clause 2 of this Article.
2. If the chairperson or the person recording the minutes refuses to sign the meeting minutes, but all other members of the Board of Directors attending the meeting sign and the minutes contain all the information as stipulated in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, then these minutes shall be valid.
3. The chairperson, the person recording the minutes, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.
4. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's head office.
5. Minutes prepared in Vietnamese and in a foreign language have the same legal effect. In case of discrepancies in content between the minutes in Vietnamese and the minutes in a foreign language, the content in the Vietnamese minutes shall prevail.

## **Chapter V:**

### **REPORT AND DISCLOSURE OF BENEFITS**

#### **Article 17. Submit the annual report.**

At the end of the fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the reports as stipulated in the Company's Charter, the Internal Regulations on Corporate Governance, and relevant legal provisions.

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

1. Công ty có quyền trả thù lao, thưởng cho thành viên Hội đồng Quản trị theo kết quả và hiệu quả kinh doanh. Tổng mức thù lao và thưởng của Hội đồng Quản trị do Đại Hội đồng Cổ đông quyết định tại cuộc họp thường niên.
2. Thù lao của thành viên Hội đồng Quản trị được tính vào chi phí kinh doanh của Công ty theo quy định của Pháp luật.
3. Thành viên Hội đồng quản trị nắm giữ chức vụ điều hành hoặc thành viên Hội đồng quản trị làm việc tại các tiểu ban của Hội đồng quản trị hoặc thực hiện những công việc khác ngoài phạm vi nhiệm vụ thông thường của một thành viên Hội đồng quản trị, có thể được trả thêm thù lao dưới dạng một khoản tiền công trọn gói theo từng lần, lương, hoa hồng, phần trăm lợi nhuận hoặc dưới hình thức khác theo quyết định của Hội đồng quản trị.
4. Thành viên Hội đồng Quản trị có quyền được thanh toán tất cả các chi phí đi lại, ăn, ở và các khoản chi phí hợp lý khác mà họ đã phải chi trả khi thực hiện trách nhiệm thành viên Hội đồng Quản trị của mình, bao gồm cả các chi phí phát sinh trong việc tới tham dự các cuộc họp Đại Hội đồng Cổ đông, Hội đồng Quản trị.

#### **Article 19. Disclose the relevant benefits.**

Unless otherwise stipulated in the company's charter, the disclosure of the company's interests and related parties shall be carried out in accordance with the following regulations:

1. Members of the Company's Board of Directors must declare to the Company their related interests, including: the name, business registration number, registered office address, business lines of the enterprise in which they own more than 10% of the charter capital; the percentage and time of ownership of that capital contribution or share.
2. The declaration stipulated in Clause 1 of this Article must be made within 7 working days from the date the related interest arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.

## **Chapter VI:**

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

#### **Article 20. The relationship between the members of the Board of Directors**

1. The relationship between the members of the Board of Directors is one of coordination; members are responsible for informing each other on relevant issues during the handling of their assigned tasks.
2. During the handling of tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling of issues, if they relate to the area of responsibility of another member of the Board of Directors. If there are differing opinions among the members of the Board of Directors, the member primarily responsible shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority, or organize a meeting or seek the opinions of the members of the Board of Directors in accordance with the law, the company's charter, and this Regulation.
3. In the event of a reassignment of responsibilities among the members of the Board of Directors, the members must hand over the work, files, and related documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors.

#### **Article 21. Relationship with the CEO and the executive team.**

In its governance role, the Board of Directors issues resolutions for the CEO and the executive team to implement. At the same time, the Board of Directors monitors and supervises the implementation of these resolutions.

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

1. The relationship between the Board of Directors and the Supervisory Board is one of collaboration. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while also ensuring close coordination and mutual support in the performance of their duties.
2. Upon receiving inspection reports or summary reports from the Supervisory Board, the Board of Directors is responsible for reviewing them and directing relevant departments to develop plans and implement timely corrective actions.

## **Chapter VII:**

### **ENFORCEMENT CLAUSE**

#### **Article 23. Effective date**

The operating regulations of the Board of Directors of Sa Giang Import Export Corporation consist of 7 chapters and 23 articles, and will come into effect from April 18, 2026.

**CHAIRMAN OF THE BOARD OF DIRECTORS**



*[Handwritten signature]*

**NGUYEN VAN KIEM**