SONG BE RUBBER
JOINT STOCK COMPANY
No: /TTr - HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Chon Thanh, October …..,2026.

PROPOSAL

Approval of the amendments and supplements to the Operational Regulations of the Board of Directors of Song Be Rubber Joint Stock Company

To: The 2026 Extraordinary General Meeting of Shareholders
Song Be Rubber Joint Stock Company.

Pursuant to the 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 Law on Securities No. 54/2019/QH14 dated November 26, 2019; and Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities;

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 the current Operational Regulations of the Board of Directors of Song Be Rubber Joint Stock Company;

Pursuant to the Chanter on organization and operations of Song Be Rubber Joint Stock Company;

Pursuant to the practical corporate governance situation and the need to enhance the operational efficiency of the Company's Board of Directors.

Implementing Point l, Clause 2, Article 138 of the Law on Enterprises: The General Meeting of Shareholders has the right to 'Approve the internal governance regulations; operational regulations of the Board of Directors and the Supervisory Board.

On the basis of updating changes in the Law on Enterprises and new relevant legal regulations, as well as to suit the Company's practical situation, the Board of Directors respectfully submits to the 2026 Extraordinary General Meeting of Shareholders for consideration and approval of the amendments and supplements to the Operational Regulations of the Board of Directors (detailed appendix attached).

The Board of Directors respectfully requests the General Meeting of Shareholders to authorize the Company's Board of Directors to continue finalizing and issuing the new Operational Regulations (which have been approved by the General Meeting of Shareholders) and sign for official promulgation, to take effect from the date of approval by the General Meeting.

Respectfully submitted for consideration and approval by the General Meeting of Shareholders.

Best regards./.

Recipients:
- General Meeting of Shareholders;
- Board of director;
- Filed: Office.

ON BEHALF OF THE BORRD OF DIRECTOR
CHAIRMAN

Thai Cong Can

SONG BE RUBBER JOINSTOCK COMPANY

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AMENDMENT AND SUPPLEMENT TO THE REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS OF SONG BE RUBBER JOINT STOCK COMPANY

(Attached to Submission No. ……./TTr-HĐQT, October …..th, 2026)

Notes:

+ Articles not detailed in this appendix remain unchanged.
+ Strikethrough text (~~like this~~) indicates repealed content.
+ Bold and underlined text (**like this**) indicates proposed amendments or supplements.

Amended/Supplemented Article	Current Regulations	Proposed Amended/Supplemented Charter Content	Legal Basis
	CHAPTER II. MEMBER OF THE BOARD OF DIRECTORS		
Khoản 1 Điều 5	**Article 5. Term of Office and Number of Members of the Board of Directors** **1……..** ~~The structure of the Board of Directors must ensure a balance between executive members and non-executive members.~~ ~~At least 1/3 of the total number of Board members must be non-executive members to ensure the independence of the Board~~	**Article 5. Term of Office and Number of Members of the Board of Directors** 1……. **The number of non-executive Board members in a public company must comply with the following regulations:** **a) At least 01 non-executive member in cases where the company has between 03 and 05 Board members;**	Decree 245/2025 amending Clause 2, Article 276 of Decree 155/2020.

	~~of Directors.~~	**b) At least 02 non-executive members in cases where the company has between 06 and 08 Board members;** **c) At least 03 non-executive members in cases where the company has between 09 and 11 Board members."**	
Điểm c khoản 1 Điều 6	**Article** 6. Qualifications and Conditions for Board Member 1…… c) A Board member of the Company ~~can~~ concurrently be a member of the Board ~~of~~ another company	**Article** 6. Qualifications and Conditions for Board Member 1…….. c) A member of the Board of Directors of a **public company may concurrently serve** as a member of the Board of Directors or **the Member Council at a maximum of 05** other companies	Decree 245/2025 supplementing Clause 3, Article 275 of Decree 155/2020. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or the Member Council at a maximum of 05 other companies.
	CHAPTER III. BOARD OF DIRECTORS		
	Article 11. Powers and obligations of the Board 2. The powers 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	**Article 11. Powers and obligations of the Board** 2. The powers 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: ……	powers and obligations: ……..	
Point n Clause 2, Article 11;	n) Propose annual dividend rates; decide on the timeline and procedures for ~~dividend payments~~ or the handling of losses incurred during the course of business ;	n) Propose annual dividend rates; **decide on the timeline and procedures for the payment of dividends to shareholders in accordance with legal regulations after approval has been granted by the Annual General Meeting of Shareholders,** or handle losses incurred during the course of business;	Decree 245/2025 supplementing clause 10 after clause 9 Article 278 of Decree 155/2020
Point r Clause 2, Article 11;		**r) Organize training and coaching sessions on corporate governance and necessary skills for members of the Board of Directors, the General Director (Director), the Person in Charge of Corporate Governance, and other company managers.**	Decree 245/2025 supplementing and amending clause 8 Articles 278 Decree 155/2020.
	3. The Board of Directors must report the operational results of the Board of Directors to the General Meeting of Shareholders in accordance with the regulations in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government, which provides detailed implementation for several	3. The Board of Directors must report the operational results of the Board of Directors to the General Meeting of Shareholders in accordance with the regulations in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government, which provides detailed implementation for several	

Point g Clause 3 Article 11	articles of the Law on Securities. The report shall include the following contents: …….. Chưa quy định	articles of the Law on Securities. The report shall include the following contents: …… **g. The activities of the independent members of the Board of Directors and the results of the evaluation by each independent member of the Board regarding the performance of the Board of Directors (for listed companies)**	Decree No 245/2025 supplemented clause 4 article 280 decree No 155/2020 (3)
	CHAPTER IV. BOARD OF DIRECTORS MEETING		
Điểm i Khoản 1, Điều 19	**Article 19. Minutes of Board of Directors meetings** 1. Meetings of the Board of Directors must be recorded in the minutes and may be tape-recorded, or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes of a Board of Directors meeting must be completed and approved before the conclusion of the meeting. The minutes must include the following primary contents: …… i) Full names and signatures of all	**Article 19. Minutes of Board of Directors meetings** 1. Meetings of the Board of Directors must be recorded in the minutes and may be tape-recorded, or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes of a Board of Directors meeting must be completed and approved before the conclusion of the meeting. The minutes must include the following primary contents:: …….. ii) Full names and signatures of all	

	attending members or their authorized representatives. ~~In the case that the chairperson or the secretary refuses to sign the meeting minutes, such minutes shall remain valid if they are signed by all other attending members of the Board of Directors and contain all the required contents as stipulated in Clause 1 of this Article.~~	attending members or their authorized representatives . **In the case that the chairperson or the person recording the minutes refuses to sign the meeting minutes, such minutes shall remain valid if they are signed by all other attending Board members who agree to approve the minutes, and if the minutes contain all the required contents as stipulated in Clause 1 of this Article. The meeting minutes must clearly state that the chairperson or the person recording the minutes refused to sign. The persons signing the meeting minutes shall be jointly liable for the accuracy and truthfulness of the contents of the Board of Directors' meeting minutes. The chairperson and the person recording the minutes shall be personally liable for any damages incurred by the Company resulting from their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.**	Supplemented with the content: 'The meeting minutes must clearly state the refusal of the chairperson and the person recording the minutes to sign the meeting minutes... in accordance with the provisions of the Law on Enterprises, the Company's Charter, and relevant laws,' as stipulated in Clause 6, Article 7 of Law No. 03/2022/QH15." (4)