DONG NAI PROVINCIAL
PEOPLE'S COMMITTEE
SONADEZI CORPORATION
No: 294/SNZ-QTTH

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

Dong Nai, April 26th, 2025

INFORMATION DISCLOSURE

To:
- The State Securities Commission;
- Hanoi Stock Exchange.

I. Name of company: SONADEZI CORPORATION

- Ticker symbol: SNZ

- Address of head office: No.1, Road 1, Bien Hoa I Industrial Park, An Bình Ward, Biên Hòa City, Đồng Nai Province.

- Telephone: (0251) 8860561 Fax: (0251) 8860573

- Email: contact@sonadezi.com.vn

II. Content of Disclosure:

Decisions of the Board of Directors on the Issuance of Regulations on the Operation of the Board of Directors dated April 26th, 2025.

III. This information was disclosed on the Sonadezi Corporation's website on April, 26th, 2025 at the following link: http://sonadezi.com.vn/quan-he-co-dong/

Attached documents: :

- Decision No 97/QĐ-SNZ-QTTH dated April 26th, 2025;

- Regulations on the Operation of the Board of Directors dated April 26th, 2025.

We certify the truthfulness of the information disclosed above and take full responsibility before the law for the content of the disclosed information.

Sincerely.

"In case of any discrepancy or different understanding between the information in English and Vietnamese, the information in Vietnamese shall prevail."

Recipients:
- As above;
- Archived: Office, General Dept.

ON BEHALF OF THE GENERAL DIRECTOR
PERSON AUTHORIZED TO
DISCLOSE INFORMATION

M.S.D.N: 3600335393 TỔNG CÔNG TY CỔ PHẦN PHÁT TRIỂN KHU CÔNG NGHIỆP T. BIÊN HÒA - T. ĐỒNG NAI

SONADEZI
TỔNG CÔNG TY CỔ PHẦN PHÁT TRIỂN KHU CÔNG NGHIỆP
26.04.2025 14:17:01 +07:00

Pham Tran Hoa Hiep

DONG NAI PROVINCIAL
PEOPLE'S COMMITTEE
SONADEZI CORPORATION

No: 97/QĐ-SNZ-QTTH

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Dong Nai, 2025-04-26

DECISION
On the issuance of Regulations on Operations of the Board of Directors

THE BOARD OF DIRECTORS

Pursuant to the Law on Securities No. 54/2019/QH14 dated 2019-11-26, amended and supplemented by Law No. 56/2024/QH15 dated 2024-11-29;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 2020-06-17, amended and supplemented by Law No. 03/2022/QH15 dated 2022-01-11;

Pursuant to the Charter of Sonadezi Corporation approved by the General Meeting of Shareholders on 2025-04-25;

Pursuant to the Resolution No. 96/NQ-SNZ-QTTH of the General Meeting of Shareholders dated 2025-04-25;

Pursuant to the Minutes of the Board of Directors' Meeting No. 27/BB-SNZ-QTTH dated 2025-04-25,

DECIDED THAT:

Article 1. Issued together with this Decision is the Regulations on Operations of the Board of Directors.

Article 2. This Decision takes effect from the date of signing and replaces Decision No. 87/QĐ-SNZ-QTTH dated 2021-04-28.

Article 3. Members of the Board of Directors, the Board of Executive, representatives of the Corporation's capital, and all officers and employees of the Corporation are responsible for the implementation of this Decision.

Recipients:
- As Article 3;
- Filing: Office, General Dept.

ON BEHALF OF THE BOD
CHAIRMAN

M.S.D.N: 3600335363
TỔNG CÔNG TY CỔ PHẦN PHÁT TRIỂN KHU CÔNG NGHIỆP
TP. BIÊN HÒA - T. ĐỒNG NAI

Truong Dinh Hiep

DONG NAI PROVINCIAL
PEOPLE'S COMMITTEE
SONADEZI CORPORATION

SOCIALIST REPUBLIC OF VIETNAM
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REGULATIONS
On Operations of the Board of Directors

(Issued attached to Decision No.97/QĐ-SNZ-QTTH dated 2025-04-26 of the Board of Directors of Sonadezi Corporation)

Article 1. Legal basis

- Law on Securities No. 54/2019/QH14 dated 2019-11-26, amended and supplemented by Law No. 56/2024/QH15 dated 2024-11-29;

- Law on Enterprises No. 59/2020/QH14 dated 2020-06-17, amended and supplemented by Law No. 03/2022/QH15 dated 2022-01-11;

- Decree No. 155/2020/NĐ-CP dated 2020-12-31 of the Government detailing the implementation of a number of articles of the Law on Securities;

- Circular No. 116/2020/TT-BTC dated 2020-12-31 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies at Decree No. 155/2020/NĐ-CP dated 2020-12-31 of the Government detailing the implementation of a number of articles of the Law on Securities;

- Charter of Sonadezi Corporation approved by the General Meeting of Shareholders on 2025-04-25;

- Resolution No. 96/NQ-SNZ-QTTH of the General Meeting of Shareholders dated 2025-04-25.

Article 2. Scope of regulation and Applicable Entities

1. Scope of regulation: These regulations detail a number of contents regarding the organizational structure and operation of the Board of Directors of the Corporation not yet stipulated in the Charter and the Internal Regulations on Corporate Governance.

2. Applicable Entities: These regulations apply to the Board of Directors, Members of the Board of Directors, the Board of Management, and related individuals and units.

Article 3. Operating principles of the Board of Directors

1. The Board of Directors operates under the principle of collective leadership and makes decisions based on majority rule.

2. Members of the Board of Directors are individually responsible for their assigned tasks and jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the Corporation's operations.

3. The Board of Directors assigns responsibility to the General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

4. No Member of the Board of Directors may, in the name of the Board of Directors, directly interfere in the daily management of the General Director.

Article 4. Rights and obligations of Members of the Board of Directors

1. Members of the Board of Directors have full rights as prescribed by the Law on Enterprise, the Law on Securities, relevant laws, the Charter of the Corporation, and these Regulations, including the right to reserve personal opinions.

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

a. Perform their duties honestly and prudently for the best interests of the shareholders and the Corporation;

b. Attend all meetings of the Board of Directors and provide opinions on the issues discussed;

c. Report promptly and fully to the Board of Directors all remunerations received from subsidiaries, affiliated companies, and other organizations;

d. Report to the Board of Directors at the nearest meeting transactions between the Corporation, subsidiaries with Members of the Board of Directors and their related persons; transactions between the Corporation and companies in which the Member of the Board of Directors is a founder or enterprise manager within the last 03 years before the transaction date;

dd. Publicly disclose information when conducting transactions of the Corporation's shares in accordance with legal regulations.

Article 5. Right to be provided with information of Members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director, Vice General Director, and other managers to provide information and documents regarding the financial situation and business operations of the Corporation and its units.

2. The requested managers must provide information and documents promptly, fully, and accurately as requested by the Member of the Board of Directors.

Article 6. Chairman of the Board of Directors

1. The Chairman of the Board of Directors exercises the rights and fulfills the obligations in accordance with the law, the Charter of the Corporation, and the following rights and obligations:

a. Has the right to suspend decisions of the General Director that are contrary to the decisions and resolutions of the Board of Directors;

b. On behalf of the Board of Directors, signs documents in the name of the General Meeting of Shareholders and the Board of Directors;

c. Approves business trips of Members of the Board of Directors within and outside the country funded by the parent company – Sonadezi Corporation.

2. To facilitate management and timely resolution of unexpected matters, the Board of Directors authorizes the Chairman to discuss with Members of the Board of Directors and, on behalf of the Board of Directors, resolve unexpected matters directly related to the Corporation's business activities, and report the results of the resolved matters at the next Board of Directors meeting.

3. Secretary of the Corporation

When deemed necessary, the Board of Directors appoints a Secretary of the Corporation. The Secretary of the Corporation has the following rights and obligations:

a. Supports the organization of meetings of the General Meeting of Shareholders and the Board of Directors; records meeting minutes;

b. Supports Members of the Board of Directors in exercising their assigned rights and fulfilling their obligations;

c. Supports the Board of Directors in applying and implementing corporate governance principles;

d. Supports the Corporation in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with information provision obligations, information disclosure, and administrative procedures;

dd. Other rights and obligations as decided by the Board of Directors.

Article 7. Rights and Obligations of the Board of Directors

1. The Board of Directors exercises the rights and fulfills the obligations as prescribed by law, the Charter of the Corporation, the General Meeting of Shareholders, and the following rights and obligations:

a. Decides the price framework for selling products and services;

b. Decides on the plan for joint ventures or partnerships with other entities;

c. Provides opinions on the matters for which the representative of the Corporation's capital seeks guidance;

d. Approves and issues internal management regulations of the Corporation, except for the following regulations:

- Internal expenditure regulations;

- Accounting procedures, preparation of separate financial statements, and consolidated financial statements;

- Regulations on the functions and tasks of Departments and Offices (excluding the Internal Audit Department);

- Internal rules of the Corporation, the Collective Labor Agreement of the Corporation;

- Regulations on recruitment at the Corporation (parent company);

- Regulations on training and coaching at the Corporation (parent company);

- Regulations on the implementation of workplace democracy;

- Regulations on workplace dialogue;

- Regulations on organizing Employee Conferences;

- Regulations on public relations, information provision, and document confidentiality of the Corporation;

- Regulations on the format, technical presentation, and titles of the Corporation's documents;

- Regulations that the Board of Directors has authorized the General Director to approve and issue.

2. In cases where resolutions or decisions passed by the Board of Directors violate legal provisions, resolutions of the General Meeting of Shareholders, or the Charter of the Corporation, causing damage to the Corporation, the members who approved such resolutions or decisions shall be jointly and severally liable for such resolutions or decisions and must compensate the Corporation for the damages; members who objected to the aforementioned resolutions or decisions are exempt from liability. In this case, the Corporation's shareholders have the right to request the Court to suspend the implementation or annul the aforementioned resolutions or decisions.

Article 8. Sub-committees assisting the Board of Directors

1. When necessary, the Board of Directors may establish or dissolve sub-committees to assist the Board of Directors. Personnel of these sub-committees can be appointed by the Board of Directors from the Corporation's personnel concurrently or hire experts if deemed necessary.

2. The sub-committees operate according to the decisions of the Board of Directors.

Article 9. Minutes of Board of Directors meetings

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded, video-recorded, or stored in other electronic forms. The minutes must be prepared in Vietnamese, including the following main contents:

a. Name, head office address, and enterprise code of the Corporation;

b. Time and venue of the meeting;

c. Purpose, agenda, and content of the meeting;

d. Full name of each attending member or authorized representative and method of attendance; full name of absent members and reasons for absence;

dd. Issues discussed and voted on at the meeting;

e. Summary of each attending member's opinions following the chronological order of the meeting;

f. Voting results, clearly stating the members who agreed, disagreed, and had no opinion;

g. Issues approved and the corresponding approval rate;

h. Full name and signature of the chairperson, minute-taker, and all attending members.

2. In the event that the chairperson or the minute taker refuses to sign the meeting minutes, the minutes shall still be valid if all other attending members of the Board of Directors that agree to approve the minutes sign and the content complies with the requirements set forth in point a, b, c, d, dd, e, g and h, Clause 1 of this Article. The minutes shall clearly state the refusal of the chairperson or minute-taker to sign the minutes. The person signing the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the Board of Directors meeting. The chairperson and minute-taker are personally liable for any damages incurred by the Corporation due to their refusal to sign the minutes as prescribed by the Law on Enterprises, the Charter of the Corporation, and relevant laws.

3. The chairperson, minute-taker, and those who sign the minutes are responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.

4. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Corporation's head office.

Article 10. Annual Report Proposal

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

a. Corporation's business performance report;

b. Audited annual financial statements;

c. Report evaluating the management and administration of the Corporation;

d. Assessment report of the Board of Supervisors.

2. The reports specified in points a, b, and c, clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 21 days before the opening date of the Annual General Meeting of Shareholders.

3. The reports specified in clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the Corporation's head office at least 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who have continuously owned the Corporation's shares for at least 01 year have the right to personally or together with a lawyer, accountant, or certified auditor directly review the reports specified in this Article.

Article 11. Material Support for Board of Directors Activities

The Board of Directors uses the apparatus, technical facilities, and seal of the Corporation to perform its management function.

Article 12. Operating Expenses of the Board of Directors

1. The operating expenses of the Board of Directors are implemented according to current regulations and are included in the Corporation's management expenses, settled annually in the Financial Statements.

2. In addition to remuneration, salaries, the operating expenses of the Board of Directors also include:

- Expenses for Board of Directors meetings, travel expenses, meals, and accommodation during meetings;

- Domestic and international market research expenses;

- Consulting expenses.

3. The annual operating expenses of the Board of Directors are planned within the Corporation's total annual expenses approved by the General Meeting of Shareholders and serve as the basis for implementation.

Article 13. Management Principles for Member Companies and Other Enterprises with Capital Contribution from the Corporation

1. The Board of Directors, on behalf of the Corporation, participates in the management of member companies and other enterprises by exercising the rights and

obligations of shareholders, capital contributors in accordance with the charters of such enterprises, through the Corporation's capital representative.

2. The Board of Directors decides on the appointment, re-appointment, reward, and discipline of the representative of the Corporation's capital representative in member companies and other enterprises. The commendation/recognition of emulation titles under the Emulation and Commendation Law for the Corporation's capital representative holding a management position in a member company is considered and decided/proposed by the member company to the competent authority for decision according to regulations.

3. Annually, the Board of Directors decides to assign tasks and plan targets to the capital representatives in enterprises:

a. Those are the Company's subsidiaries on the Consolidated Financial Statements;

b. Where the Corporation holds ≥ 30% of the charter capital and must be a member unit within the Corporation.

4. For the remaining enterprises other than those mentioned in clause 3 of this Article, the Corporation's capital representative reports to the Board of Directors of the Corporation for their opinion on the annual business plan according to the Regulations on Management and Evaluation of Capital Representatives.

5. The Board of Directors inspects and supervises the capital representative in performing their duties in accordance with the law, the Charter, and the Corporation's regulations.

Article 14. Management Mechanism of the Board of Directors for the Branches and Representative Offices of the Corporation

1. The Board of Directors does not directly manage the branches and representative offices of the Corporation. The General Director manages these units and is responsible for reporting to the Board of Directors on the situation, operating results, and arising issues within the Board of Directors' authority to resolve.

2. When necessary, the Board of Directors will request information from Branch Directors and Heads of Representative Offices of the Corporation according to Article 5 of these Regulations.

Article 15. Relationship between Members of the Board of Directors

1. The Relationship between Members of the Board of Directors is cooperative, and Members of the Board of Directors are responsible for informing each other about related issues during the assigned work process.

2. During the work process, the assigned Member of the Board of Directors is primarily responsible for actively coordinating the solving if there are issues related to the area under the responsibility of another Member of the Board of Directors. In cases where there are differing opinions among Members of the Board of Directors, the primarily responsible member reports to the Chairman of the Board of Directors for consideration and decision according to authority or organizes a meeting or obtains opinions from Members of the Board of Directors as prescribed by law, the company's Charter, and these Regulations.

3. Members of the Board of Directors must report to the Board of Directors on the results of their assigned work; in special cases, they must promptly report to the Chairman of the Board of Directors for review and resolution.

4. In the event of reassignment among Members of the Board of Directors, the Members of the Board of Directors must hand over related work, records, and documents. This handover must be documented in writing and reported to the Chairman of the BOD.

Article 16. Relationship with the Board of Management

With the governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. Simultaneously, the Board of Directors inspects and supervises the implementation of these resolutions.

Article 17. Relationship with the Board of Supervisors

1. The Relationship between the Board of Directors and the Board of Supervisors is cooperative. The working Relationship between the Board of Directors and the Board of Supervisors follows the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.

2. Upon receiving inspection reports or summary reports from the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely corrections.

Article 18. Supplements and Amendments

1. Amendments and supplements to these Regulations must be reviewed by the Board of Directors of the Corporation and submitted to the General Meeting of Shareholders for approval.

2. In cases where the law has regulations related to the operations of the Board of Directors not yet mentioned in these Regulations or in cases where there are new legal regulations and the Charter of the Corporation differs from the content of these Regulations, those regulations shall automatically apply and govern the operations of the BOD.

Article 19. Effective date

1. This Regulation takes effect from the date of issuance and replaces the Regulation on operations of the Board of Directors issued under Decision No. 87/QĐ-SNZ-QTTH dated 2021-04-28.

2. Members of the Board of Directors, the Board of Management, the capital representative of the Corporation, Heads of Departments, the Chief of Office, and relevant officers and employees are responsible for implementing these Regulations.

"In case of any discrepancy or different understanding between the information in English and Vietnamese, the information in Vietnamese shall prevail."

ON BEHALF OF THE BOD
CHAIRMAN

M.S.D.N: 3600335363 TỔNG CÔNG TY CỔ PHẦN PHÁT TRIỂN KHU CÔNG NGHIỆP TP. BIÊN HÒA - T. ĐỒNG NAI

Truong Dinh Hiep