

No.: 35/5/QĐ-SZL-BOD

*Long Thanh, On April 17, 2025.*

**DECISION**

**On the Issuance of the Board of Directors' Operating Regulations  
(1<sup>st</sup> Amendment) of Sonadezi Long Thanh Shareholding Company**

**BOARD OF DIRECTORS  
SONADEZI LONG THANH SHAREHOLDING COMPANY**

**Pursuant to:**

- The Securities Law No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022;
- The Board of Directors' Operating Regulations issued in 2021;
- The Minutes and Resolution of the Annual General Meeting of Shareholders of Sonadezi Long Thanh Shareholding Company dated April 17, 2025.

**DECIDES:**

**Article 1.** The "Board of Directors' Operating Regulations of Sonadezi Long Thanh Shareholding Company" (1<sup>st</sup> Amendment) is issued together with this Decision.

**Article 2.** This Decision takes effect from April 17, 2025.

**Article 3.** The Members of the Board of Directors, the Executive Board, and the Directors/Deputy Directors of the Company's Departments are responsible for implementing this Decision from the date of signing.

**Recipients:**

- As stated in Article 3;
- Archived: Office, Board of Directors.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**



*Handwritten signature of Nguyen Van Tuan*  
**Nguyen Van Tuan**



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



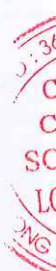
**SONADEZI**  
**LONG THANH**  
MEMBER OF SONADEZI

**OPERATING REGULATIONS OF THE BOARD OF DIRECTORS**  
**SONADEZI LONG THANH SHAREHOLDING COMPANY**

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Tel: 0251.3514494 – Fax: 0251.3514499

*Dong Nai, On April 17, 2025*





**SONADEZI CORPORATION  
SONADEZI LONG THANH  
SHAREHOLDING COMPANY**

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

*Long Thanh, April 17, 2025*

## **OPERATING REGULATIONS OF THE BOARD OF DIRECTORS**

*(Issued together with Decision No. 35/5 /QĐ-SZL-HĐQT dated 17/04/2025  
of the Board of Directors of Sonadezi Long Thanh Shareholding Company)*

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*Pursuant to the Law on Securities dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;*

*Pursuant to the Law on Enterprises dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022;*

*Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding certain corporate governance regulations applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;*

*Pursuant to The Law Amending the Law on Public Investment, the Law on Public-Private Partnership Investment, the Investment Law, the Housing Law, the Bidding Law, the Electricity Law, the Enterprise Law, the Special Consumption Tax Law, and the Law on Civil Judgment Enforcement 2022, No. 03/2022/QH15, dated January 11, 2022;*

*Pursuant to The Charter of Sonadezi Long Thanh Shareholding Company;*

*Pursuant to The General Meeting of Shareholders' Resolution No. ..../NQ-SZL-HĐQT dated April 17, 2025.*

The Board of Directors hereby issues the Operating Regulations of the Board of Directors of Sonadezi Long Thanh Shareholding Company.

The Operating Regulations of the Board of Directors of Sonadezi Long Thanh Shareholding Company include the following contents:

### **CHAPTER I GENERAL PROVISIONS**

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

**1. Scope of Regulation:** This Operating Regulation of the Board of Directors stipulates the organizational structure, operational principles, rights, and obligations of the Board of Directors and its members, ensuring compliance with the Enterprise Law, the Company's Charter, and other relevant legal provisions.



**2. Subjects of Application:** This Regulation applies to the Board of Directors and all members of the Board of Directors.

**Article 2. Principles of Operation of the Board of Directors**

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

2. Each member of the Board of Directors is individually responsible for their assigned tasks and collectively responsible before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the Company's development.

3. The Board of Directors assigns the CEO the responsibility of organizing and executing the resolutions and decisions of the Board of Directors.

4. No member of the Board of Directors is allowed to act on behalf of the Board to directly interfere in the daily operations of the CEO.

**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 all the rights prescribed by the Enterprise Law, the Securities Law, relevant laws, and the Company's Charter, including the right to be provided with information and documents regarding the Company's financial status and business operations, as well as those of its subsidiaries.

2. Members of the Board of Directors shall have the obligations stipulated in the Company's Charter and the following duties:

a) Perform their duties honestly, prudently, and in the best interests of shareholders and the Company;

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

c) Promptly and fully report to the Board of Directors on any remuneration received from subsidiaries, affiliated companies, and other organizations;

d) Report to the Board of Directors at the nearest meeting regarding transactions between the Company, its subsidiaries, or any other companies in which the Company holds more than 50% of charter capital, with the member of the Board of Directors or their related persons; and transactions between the Company and any company where the Board member is a founding member or has held a management position in the past three years prior to the transaction;

d) Disclose information when conducting transactions involving the Company's shares as required by law.

3. Independent members of the Board of Directors of a listed company must prepare an evaluation report on the performance of the Board of Directors.



#### **Article 4. Right of Board Members to Access Information**

1. Members of the Board of Directors have the right to request the CEO, Deputy CEOs, and other managers of the Company to provide information and documents regarding the Company's financial status and business operations, as well as those of its subsidiaries.

2. The requested managers must promptly, fully, and accurately provide the information and documents as requested by the Board members. The procedures for requesting and providing information shall be regulated by the Company's Charter.

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

1. The Board of Directors consists of seven (07) members. The specific number of Board members is stipulated in the Company's Charter.

2. The term of a Board member shall not exceed five (05) years and may be re-elected without limitation on the number of terms. However, an individual may serve as an independent Board member of a company for no more than two (02) consecutive terms.

3. In case all Board members' terms expire simultaneously, they shall continue to serve as Board members until new members are elected and take over their duties unless otherwise stipulated in the Company's Charter.

4. The Company's Charter shall specify the number, rights, obligations, organizational structure, and coordination mechanisms of independent Board members.

#### **Article 6. Qualifications and Conditions for Board Members**

1. Members of the Board of Directors must meet the qualifications and conditions stipulated in the Company's Charter.

2. Independent Board members, as defined in Point b, Clause 1, Article 137 of the Enterprise Law, must meet the qualifications and conditions specified in the Company's Charter.

3. An independent Board member must notify the Board of Directors if they no longer meet the required qualifications and conditions specified in Clause 2 of this Article. Upon failing to meet these requirements, they will automatically cease to be an independent Board member from the date of non-compliance. The Board of Directors must notify the General Meeting of Shareholders at the nearest meeting or convene a General Meeting of Shareholders to elect a replacement independent Board member within six (06) months from the date of receiving the notification from the concerned independent Board member.

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

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of CEO.



3. The Chairman of the Board of Directors shall exercise the rights and fulfill the obligations prescribed by law, the Company's Charter, and the following additional rights and responsibilities:

a. Has the authority to suspend decisions of the CEO if they are contrary to the resolutions or decisions of the Board of Directors;

b. Represents the Board of Directors in signing documents on behalf of the General Meeting of Shareholders and the Board of Directors;

c. Approves business trips of Board members, both domestic and international, when using the company's funds;

d. Carries out other governance-related reporting duties as required by law.

4. To facilitate management and ensure timely resolution of urgent matters, the Board of Directors authorizes the Chairman to communicate with Board members and act on behalf of the Board to address urgent business activities of the company. The Chairman shall report on the resolved matters at the next Board meeting.

5. In case the Chairman resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of resignation or dismissal. If the Chairman is absent or unable to fulfill duties, they must delegate authority in writing to another Board member to perform the Chairman's duties as per the Company's Charter. If there is no designated proxy, or if the Chairman passes away, goes missing, is detained, is serving a prison sentence, is undergoing compulsory rehabilitation or re-education, flees residence, is legally incapacitated, has difficulty in cognition or behavior control, or is prohibited by the court from holding positions, the remaining Board members shall elect an interim Chairman by majority vote until a new decision is made by the Board of Directors.

6. When deemed necessary, the Board of Directors may appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:

a. Assist in organizing General Meetings of Shareholders and Board meetings, and record meeting minutes;

b. Support Board members in performing their assigned rights and obligations;

c. Assist the Board of Directors in implementing and enforcing corporate governance principles;

d. Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders, ensuring compliance with information disclosure obligations, transparency, and administrative procedures.

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

The procedures for dismissing, removing, replacing, and supplementing members of the Board of Directors shall be carried out in accordance with the provisions of the Company's Charter.



**Article 9. Election, Dismissal, and Removal of Board Members**

The election, dismissal, and removal of Board members shall be conducted in accordance with the provisions of the Company's Charter and the Internal Corporate Governance Regulations.

**Article 10. Notification of Election, Dismissal, and Removal of Board Members**

Notifications regarding the election, dismissal, and removal of Board members shall be carried out in accordance with the provisions of the Company's Charter.

**CHAPTER III  
THE BOARD OF DIRECTORS**

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

1. The Board of Directors shall exercise its rights and fulfill its obligations as prescribed by law, the Company's Charter, and the General Meeting of Shareholders, including the following powers and duties:

- a. Decide on the pricing framework for the Company's products and services;
- b. Approve joint ventures and partnerships with other entities;
- c. Provide opinions on matters submitted by the Company's capital representatives;
- d. Approve and issue internal management regulations of the Company, except for the following regulations:
  - Internal expenditure regulations;
  - Accounting procedures and preparation of consolidated financial statements;
  - Company rules and Collective Labor Agreement;
  - Recruitment policies and procedures;
  - Training and development policies;
  - Regulations on democratic practices in the workplace;
  - Workplace dialogue regulations;
  - Regulations on organizing employee conferences;
  - Regulations on communication, information disclosure, and document confidentiality;
  - Regulations on the format, technical presentation, and official document headings of the Company;
  - Any other regulations that the Board of Directors has authorized the CEO to approve and issue.
- e. Authorize the Chairman of the Board of Directors to directly approve and implement documents related to investment management, construction, and bidding processes for projects under the basic construction plan, as well as



matters related to business plans that have been approved by the Board of Directors or the General Meeting of Shareholders.

2. If any resolutions or decisions of the Board of Directors violate legal regulations, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who approved such resolutions or decisions shall be jointly and personally liable and must compensate for any losses incurred by the Company. Members who opposed such resolutions or decisions shall be exempt from liability. In such cases, shareholders of the Company have the right to request the Court to suspend or annul the disputed resolution or decision.

#### **Article 12. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions**

The duties and powers of the Board of Directors in approving and signing contracts and transactions shall be carried out in accordance with the provisions of the Company's Charter.

#### **Article 13. Responsibilities of the Board of Directors in Convening an Extraordinary General Meeting of Shareholders**

The responsibilities of the Board of Directors in convening an Extraordinary General Meeting of Shareholders shall be carried out in accordance with the provisions of the Company's Charter.

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

1. When necessary, the Board of Directors may establish or dissolve subcommittees responsible for areas such as development policies, human resources, compensation, internal audit, and risk management. The number of members in each subcommittee shall be determined by the Board of Directors, with a minimum of two (02) members, including both Board members and external members. Subcommittees must operate in compliance with the regulations set forth by the Board of Directors. A subcommittee's resolution shall only be effective if approved by a majority of attending members during a subcommittee meeting.

2. The implementation of decisions made by the Board of Directors or its subcommittees must comply with applicable laws, the Company's Charter, and the Internal Corporate Governance Regulations.

### **CHAPTER IV BOARD OF DIRECTORS MEETINGS**

#### **Article 15. Board of Directors Meetings**

Board of Directors meetings shall be conducted in accordance with the provisions of the Company's Charter.



**Article 16. Minutes of Board of Directors Meetings**

1. All Board of Directors meetings must be recorded in minutes and may also be recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following key details:

- a) Name, headquarters address, and business registration number of the Company;
- b) Time and venue of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Names of attending Board members or authorized representatives and their attendance methods; names of absent members and reasons for absence;
- e) Issues discussed and voted on during the meeting;
- f) Summary of opinions expressed by each attending member in the order of discussion;
- g) Voting results, specifying members who approved, disapproved, or abstained;
- h) Approved matters and corresponding voting ratios;
- i) Names and signatures of the chairperson and the minutes taker, except in cases specified in Clause 2 of this Article.

2. If the chairperson and the minutes taker refuse to sign the minutes, but all other attending Board members sign it and the minutes contain all the required details specified in points (a), (b), (c), (d), (e), (g), and (h) of Clause 1 of this Article, the minutes shall remain valid. The minutes must explicitly state the refusal of the chairperson and the minutes taker to sign. Those who sign the minutes share joint responsibility for the accuracy and truthfulness of the meeting minutes. The chairperson and the minutes taker bear personal liability for any damages caused to the Company due to their refusal to sign, as per Enterprise Law, the Company's Charter, and relevant legal provisions.

3. The chairperson, the minutes taker, and all individuals who sign the minutes are responsible for ensuring the truthfulness and accuracy of the Board meeting minutes.

4. The Board meeting minutes and related documents used during the meeting must be kept at the Company's headquarters.

5. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of discrepancies between the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.



## **CHAPTER V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 17. Submission of Annual Reports**

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

- a) The Company's business performance report;
- b) The financial statements;
- c) The evaluation report on corporate management and operations;
- d) The Supervisory Board's assessment report.

2. The reports specified in points (a), (b), and (c) of Clause 1 of this Article must be submitted to the Supervisory Board for review at least twenty-one (21) days before the date of the Annual General Meeting of Shareholders, unless otherwise stipulated in the Company's Charter.

3. The reports mentioned in Clauses 1 and 2 of this Article, along with the Supervisory Board's assessment report and the audit report, must be kept at the Company's headquarters no later than ten (10) days before the date of the Annual General Meeting of Shareholders, unless the Company's Charter specifies a longer timeframe. Shareholders who have continuously held shares in the Company for at least one (01) year shall have the right, either personally or in conjunction with a certified lawyer, accountant, or auditor, to directly review the reports specified in this Article.

#### **Article 18. Remuneration, Bonuses, and Other Benefits of Board Members**

The remuneration, bonuses, and other benefits of Board members shall be implemented in accordance with the provisions of the Company's Charter.

#### **Article 19. Disclosure of Related Interests**

The disclosure of interests and related persons of the Company shall be carried out in accordance with the provisions of the Company's Charter.

## **CHAPTER VI**

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

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

1. The relationship among members of the Board of Directors is one of coordination. Board members are responsible for informing each other about relevant issues in the course of handling assigned tasks.

2. In handling assigned tasks, the Board member in charge must proactively coordinate with other members if the issue relates to an area under another member's responsibility. If disagreements arise among Board members, the responsible member shall report to the Chairman of the Board for consideration and decision-making within



their authority or arrange a meeting or collect opinions from Board members in accordance with the law, the Company's Charter, and these Regulations.

3. Board members must report to the Board of Directors on the execution of their assigned tasks. In exceptional cases, they must promptly report to the Chairman of the Board for review and resolution.

4. In case of reassignment among Board members, the involved members must transfer their responsibilities, records, 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 Executive Management**

As the governing body, the Board of Directors issues resolutions for implementation by the CEO and the executive management team. At the same time, the Board of Directors oversees and monitors the execution 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 coordination. Their working relationship is based on principles of equality and independence while ensuring close cooperation and mutual support in the execution of their respective 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 corrective action plans and implement timely adjustments.

### **CHAPTER VII IMPLEMENTATION PROVISIONS**

#### **Article 23. Effectiveness**

The Operating Regulations of the Board of Directors of Sonadezi Long Thanh Shareholding Company consist of 07 chapters and 23 articles and are prepared in two versions: Vietnamese and English. In the event of any discrepancies, the Vietnamese version shall prevail as the reference document.

These regulations shall take effect from April 17, 2025.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN** 



**Nguyen Van Tuan**