

SONADEZI LONG THANH SHAREHOLDING COMPANY



SONADEZI
LONG THANH
MEMBER OF SONADEZI

PROFILE

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

On April 17, 2025



SONADEZI CORPORATION
SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh IZ
 Tam An Commune, Long Thanh Dist
 Dong Nai Province, Viet Nam

Tel: 0251.3514494/96
 Fax: 0251.3514492/99
 Email: longthanhi@szl.com.vn
 Website: http://www.szl.com.vn

**LIST OF DOCUMENTS FOR THE 2025 ANNUAL GENERAL MEETING OF
 SHAREHOLDERS SONADEZI LONG THANH SHAREHOLDING COMPANY**
Dated April 17, 2025

No.	Contents
1.	List of Documents for the Annual General Meeting of Shareholders
2.	Agenda for the Annual General Meeting of Shareholders.
3.	Regulations on Working Procedures at the Annual General Meeting of Shareholders.
4.	Voting Rules at the Annual General Meeting of Shareholders.
5.	Audited Financial Statements for 2024.
6.	Report on Business Performance for 2024 and Plan for 2025.
7.	Proposal on the Profit Distribution Plan for 2024, Dividend Payment Rate for 2024; Profit Distribution Plan and Estimated Dividend Payment Rate for 2025.
8.	Report on the Activities of the Board of Directors in 2024 and Plan for 2025.
9.	Proposal for Approval of the Remuneration for the Board of Directors/Supervisory Board in 2024 and the Remuneration Plan for 2025.
10.	Independent Board Member's Assessment Report for 2024.
11.	Supervisory Board's Report on the Company's Operations in 2024.
12.	Proposal for Approval of the Selection of the Auditing Company for 2025.
13.	Report on the Amendment of the Company's Charter
14.	Report on the Amendment of the Internal Corporate Governance Regulations
15.	Report on the Amendment of the Board of Directors' Operating Regulations



SONADEZI CORPORATION
SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh IZ
 Tam An Commune, Long Thanh Dist
 Dong Nai Province, Viet Nam

Tel: 0251.3514494/96
 Fax: 0251.3514492/99
 Email: longthanhi@szl.com.vn
 Website: http://www.szl.com.vn

AGENDA FOR THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
SONADEZI LONG THANH SHAREHOLDING COMPANY
Date April 17, 2025

STT	Time	Agenda Details
1.	09h00 - 09h30	- Registration of the list of attending shareholders, distribution of documents, voting cards for shareholders, and verification of delegate eligibility.
2.	09h30 – 09h35	- Flag Salute - Declaration of Purpose – Introduction of delegates
3.	09h35 – 09h40	- Report from the Delegate Eligibility Verification Committee
4.	09h40 – 09h50	- Introduction of the Presidium and the Chairperson of the Meeting - Appointment of the Secretariat of the General Meeting - Appointment of the Vote Counting Committee of the General Meeting.
5.	09h50 – 10h00	- Approval of the Agenda for the 2025 Annual General Meeting of Shareholders (AGM) - Approval of the Meeting Regulations - Approval of the Voting Rules for the 2025 AGM.
6.	10h00 – 10h15	- Approval of the 2024 Audited Financial Statements - Report on 2024 Business Performance and 2025 Business Plan - Proposal on the profit distribution plan after tax, the dividend payment ratio for 2024, and the proposed profit distribution plan and dividend payment ratio for 2025
7.	10h15– 10h25	- Report on the activities of the Board of Directors (BOD) in 2024 and the 2025 action plan - Proposal for approval of remuneration/salaries for the BOD and Supervisory Board in 2024 and the proposed remuneration/salaries for the BOD and Supervisory Board in 2025.
8.	10h25– 10h30	- Independent BOD Member's Evaluation Report for 2024.

STT	Time	Agenda Details
9.	10h30– 10h40	<ul style="list-style-type: none"> - Report of the Supervisory Board on the Company's operations in 2024 - Proposal for approval of the selection of the auditing firm for the 2025 Financial Statements.
10.	10h40– 10h50	<ul style="list-style-type: none"> - Report on the Amendment of the Company's Charter - Report on the Amendment of the Internal Corporate Governance Regulations - Report on the Amendment of the Board of Directors' Operating Regulations
11.	10h50 – 11h00	<ul style="list-style-type: none"> - Discussion – Shareholders' Q&A Session
12.	11h00 – 11h10	<ul style="list-style-type: none"> - Voting on the following items: <ul style="list-style-type: none"> + Approval of the 2024 Audited Financial Statements. + Report on the 2024 business performance and the 2025 business plan. + Proposal for the profit distribution plan after tax for 2024, the 2024 dividend payment ratio, and the proposed profit distribution plan and dividend payment ratio for 2025. + Report on the BOD's activities in 2024 and the 2025 action plan + Proposal for the remuneration/salaries of the BOD and the Supervisory Board in 2024 and the proposed remuneration/salaries for the BOD and Supervisory Board in 2025. + Independent BOD Member's Evaluation Report for 2024. + Report of the Supervisory Board on the Company's 2024 activities. + Proposal for the selection of the auditing firm for the 2025 Financial Statements. + Report on the Amendment of the Company's Charter + Report on the Amendment of the Internal Corporate Governance Regulations + Report on the Amendment of the Board of Directors' Operating Regulations
13.	11h10 – 11h15	<ul style="list-style-type: none"> - The Vote Counting Committee collects and counts Voting Cards No. 01.
14.	11h15– 11h25	<ul style="list-style-type: none"> - Break Time (10 minutes).
15.	11h25– 11h30	<ul style="list-style-type: none"> - The Vote Counting Committee announces the results of the vote count for Voting Cards No. 01. (<i>Vote Counting Record - Voting Cards No. 01</i>).

STT	Time	Agenda Details
16.	11h30– 11h40	<ul style="list-style-type: none"> - Approval of the Resolution of the 2025 Annual General Meeting of Shareholders - Approval of the Meeting Minutes of the 2025 AGM.
17.	11h40	<ul style="list-style-type: none"> - The Vote Counting Committee collects and counts Voting Cards No. 02 - Flag Salute – Closing Ceremony.

530
TY
ÂN
DEZ
LIÂN
-1.05



SONADEZI CORPORATION
SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh IZ
 Tam An Commune, Long Thanh Dist
 Dong Nai Province, Viet Nam

Tel: 0251.3514494/96
 Fax: 0251.3514492/99
 Email: longthanhi@szl.com.vn
 Website: <http://www.szl.com.vn>

WORKING REGULATIONS
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
SONADEZI LONG THANH SHAREHOLDING COMPANY

Pursuant to 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;

Pursuant to the Charter of Sonadezi Long Thanh Shareholding Company;

The 2025 Annual General Meeting of Shareholders of Sonadezi Long Thanh Shareholding Company shall be organized and conducted in accordance with the following Working Regulations:

Article 1: General Provisions

- 1.1. This Working Regulation is applied for the organization of the 2025 Annual General Meeting of Shareholders of Sonadezi Long Thanh Shareholding Company.
- 1.2. This Regulation specifies the rights and obligations of participants, as well as the conditions and procedures for conducting the Meeting.
- 1.3. Shareholders and participants are responsible for complying with the provisions set forth in this Regulation.

Article 2: Presidium, Chairperson, Rights, and Duties of the Presidium

- 2.1. The Presidium consists of two members: the Chairperson of the Board of Directors (BOD) and a BOD member who is concurrently the General Director. The Chairperson of the BOD shall act as the Chairperson of the General Meeting of Shareholders and preside over the Meeting.
- 2.2. Duties of the Presidium and the Chairperson:
 - Preside over the 2025 Annual General Meeting of Shareholders.
 - Guide delegates and the Meeting during discussions.
 - Present drafts, summarize key issues, and submit them for voting.
 - Respond to issues raised by the Meeting when requested.
- 2.3. Working Principles:
 - Work collectively based on the principles of democratic centralism.
 - Conduct the General Meeting of Shareholders in a lawful, orderly manner.
 - Ensure that the Meeting reflects the collective will of the majority of shareholders and shareholder representatives present.

Article 3: Secretariat, Rights, and Duties of the Secretariat

- 3.1. The Secretariat is nominated by the Presidium and is accountable to the Chairperson and the General Meeting of Shareholders for the performance of its duties.
- 3.2. Duties of the Secretariat:
- Record the contents of the Meeting fully, accurately, and truthfully.
 - Assist the Chairperson in announcing drafts of documents, conclusions, resolutions of the General Meeting of Shareholders, and any announcements from the Chairperson to shareholders when required.
 - Receive and document questions from shareholders.

Article 4: Vote Counting Committee, Rights, and Duties of the Vote Counting Committee

- 4.1. The Vote Counting Committee is nominated by the Chairperson and approved by the General Meeting of Shareholders. Members of the Vote Counting Committee may be shareholders.
- 4.2. Duties of the Vote Counting Committee:
- Inspect and supervise the voting process conducted by shareholders and their representatives.
 - Organize the vote counting process.
 - Prepare the Vote Counting Record and announce the results to the General Meeting of Shareholders.
 - Submit the Vote Counting Record to the Chairperson of the Meeting.

Article 5: Verification of Shareholder Eligibility to Attend the Meeting

5. 1. The Shareholder Eligibility Verification Committee is nominated by the Board of Directors.
5. 2. The Shareholder Eligibility Verification Committee is responsible for:
- Verifying the eligibility of shareholders attending the General Meeting.
 - Distributing relevant documents related to the Meeting.
 - Reporting the results of the shareholder eligibility verification to the General Meeting.

Article 6: Rights and Obligations of Shareholders Attending the General Meeting of Shareholders

- 6.1. Attendance Conditions:
Shareholders or authorized representatives holding voting shares of the Company as of the record date (March 10, 2025) are entitled to attend the 2025 Annual General Meeting of Shareholders.
- 6.2. Rights and Obligations of Eligible Shareholders Attending the Meeting:
- **Identification Requirement:** Each shareholder or authorized representative attending the Meeting must present valid personal identification (ID card/Citizen ID/Passport, etc.) and the Invitation Letter to the Delegate Eligibility Verification Committee for attendance verification.

- **Meeting Materials:** Each shareholder attending the Meeting will receive a set of documents, including reading materials, voting slips, voting cards, and opinion collection slips. Each slip will indicate the number of shares held. Shareholders must immediately notify the Eligibility Verification Committee of any discrepancies in their information.
- **Maintaining Order:** During the Meeting, shareholders who need to leave the conference hall for personal reasons must do so quietly to avoid disturbing others or disrupting the proceedings.
- **Delegation Restrictions:** An authorized representative attending the Meeting is not permitted to re-authorize another person to attend on their behalf.
- **Behavior and Conduct:** During the Meeting, shareholders must follow the instructions of the Chairperson, behave civilly and respectfully, and avoid actions that could disrupt the Meeting.
- **Confidentiality and Discipline:** Shareholders must maintain confidentiality, follow communication discipline, and properly use and safeguard meeting documents.
- **Compliance with Regulations:** Shareholders and authorized representatives must strictly comply with these Working Regulations. Any violations will be addressed by the Chairperson in accordance with the Law on Enterprises, depending on the severity of the violation.
- **Late Attendance:** Shareholders arriving late may register upon arrival and participate in discussions and voting thereafter. The Chairperson is not responsible for pausing the Meeting to accommodate latecomers, and previously conducted voting sessions will remain valid.

Article 7: Conducting the Meeting

- The General Meeting of Shareholders shall be conducted when shareholders attending the Meeting represent at least 50% of the total voting shares according to the shareholder list as of the record date, March 10, 2025.

Article 8: Speaking at the Meeting

To avoid repetition during discussions, shareholders are requested to register their comments with the Presidium (through the Meeting Secretariat) using the opinion contribution slip. After the Chairperson responds, if further debate is necessary, shareholders should raise their hands and only speak when invited by the Chairperson.

Each shareholder's speech should not exceed one (01) minute and must be concise and to the point.

Article 9: Voting Rules

- 9.1. Voting Method: Shareholders and authorized representatives shall vote on matters at the Meeting by raising their Voting Cards.

9.2. Voting Rights: All shareholders and representatives of shareholder groups attending the Meeting have the right to vote on matters within the authority of the General Meeting of Shareholders. Each shareholder's voting rights correspond to the number of shares they own or represent by proxy.

9.3. Approval Requirements:

- Matters requiring at least 65% approval of the total votes of attending shareholders:
 - a. Types of shares and the total number of shares of each type.
 - b. Changes in business lines and business sectors
 - c. Changes in the company's management structure.
 - d. Investment projects or asset sales with a value of 35% or more of the total asset value recorded in the most recent financial statements.
 - e. Reorganization or dissolution of the company.
- Election of BOD and Supervisory Board Members: The election of members to the Board of Directors and the Supervisory Board shall comply with Clause 3, Article 148 of the Law on Enterprises and the Company's internal governance regulations.
- Other Matters: All other matters shall be approved if more than 50% of the total votes of attending shareholders vote in favor.

Article 10: Minutes of the General Meeting of Shareholders

- The Meeting Secretariat is responsible for recording the contents of the Meeting Minutes.
- The Meeting Minutes must be read aloud and approved before the Meeting is adjourned

Article 11: Cases of Unsuccessful Meeting Organization

- If the first meeting fails to meet the conditions specified in Article 7 of these Regulations, a notice of invitation for a second meeting shall be sent **within 30 days** from the scheduled date of the first meeting.
- The second meeting shall be conducted when shareholders attending the meeting represent at least **33%** of the total voting shares of the Company.
- If the second meeting also fails to meet the required conditions, a notice of invitation for a third meeting shall be sent **within 20 days** from the scheduled date of the second meeting. In this case, the third meeting shall be conducted regardless of the total number of voting shares represented by attending shareholders.

Article 12: Implementation Provisions:

- The Working Regulations of the 2025 Annual General Meeting of Shareholders of Sonadezi Long Thanh Shareholding Company consist of 12 articles and take effect immediately upon approval by the General Meeting of Shareholders.
- The Chairperson is responsible for conducting the Meeting in accordance with these Regulations.

- Shareholders, authorized representatives, and other participants attending the Meeting are responsible for complying with the provisions of these Regulations.

ON BEHALF OF THE ORGANIZING COMMITTEE

CHAIRPERSON



hall
Nguyen Van Tuan



SONADEZI CORPORATION
SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh IZ
 Tam An Commune, Long Thanh Dist
 Dong Nai Province, Viet Nam

Tel: 0251.3514494/96
 Fax: 0251.3514492/99
 Email: longthanhiz@szl.com.vn
 Website: http://www.szl.com.vn

VOTING RULES
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to 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;

Pursuant to the Charter of Sonadezi Long Thanh Shareholding Company.

The voting and vote-counting process for the approval of reports and resolutions at the 2025 Annual General Meeting of Shareholders shall be conducted according to the following principles and rules:

1. All matters to be approved by the General Meeting of Shareholders must be voted on publicly and directly, following the approved meeting agenda.
2. Resolutions of the General Meeting of Shareholders on the following matters shall be approved if they receive at least 65% of the total voting shares of attending shareholders:
 - Types of shares and the total number of shares of each type;
 - Changes in business lines and business sectors;
 - Changes in the Company's management structure;
 - Investment projects or asset sales with a value of 35% or more of the total asset value as recorded in the most recent financial statements;
 - Reorganization or dissolution of the Company.
3. The election of members to the Board of Directors and the Supervisory Board shall comply with Clause 3, Article 148 of the Law on Enterprises and the Company's internal governance regulations.
4. Except for the cases specified in Clauses 1 and 2 of this Article, other resolutions of the General Meeting of Shareholders shall be approved if they receive more than 50% of the total voting shares of attending shareholders.
5. Resolutions of the General Meeting of Shareholders that are approved by 100% of the total voting shares with voting rights shall be deemed valid and effective immediately, even if the procedures for convening the meeting or passing the resolution violate provisions of the Law on Enterprises or the Company's Charter.
6. Voting Rights Calculation: Each shareholder's voting rights are determined based on the total number of shares they own and/or represent.
7. Voting Procedures: To facilitate and expedite the vote-counting process, the voting procedures for the Meeting are as follows:

- a) Issuance of Voting Cards: Upon registration, each shareholder and/or authorized representative with voting rights will receive 01 Voting Slip and 02 Voting Cards (Card No. 01 & Card No. 02):
- Each Voting Slip will display the shareholder's name and the total number of voting shares they hold.
 - Voting Card No. 01 will contain the matters to be voted on during the Meeting.
 - Voting Card No. 02 will cover the approval of the Minutes and Resolutions of the Meeting.
- b) Voting Method: Shareholders will vote by raising their Voting Slip and marking their decision on the Voting Card.
- c) Vote Counting Procedure: Voting will be conducted by raising the Voting Slip. The Vote Counting Committee will count the votes in the following order:
- First, the number of shares voting "Disapprove".
 - Next, the number of shares voting "Abstain".
 - Finally, the number of shares voting "Approve".
- d) Collection and Announcement of Results for Voting Card No. 01: After voting on the matters listed on Voting Card No. 01, the Vote Counting Committee will collect the cards, count the votes, and announce the results for each matter. The Head of the Vote Counting Committee will present the results to the Meeting.
- e) Collection of Voting Card No. 02: At the end of the Meeting, the Vote Counting Committee will collect Voting Card No. 02 to determine the voting results for the Minutes and Resolutions of the Meeting.
- f) Handling Voting Disputes: In case of any dispute regarding the voting results, the Chairperson shall consider and resolve the matter immediately at the Meeting.
8. Regulations on Voting Cards: Voting Cards will be deemed invalid if they meet any of the following conditions:
- Cards not issued by the Organizing Committee according to the prescribed template.
 - Cards with no marked selection or with more than one mark per voting item.
 - Cards with erasures, corrections, or alterations to the marked selections.
 - Cards with writing or drawings outside the designated voting boxes.
 - Cards that are damaged or torn, affecting the integrity of the voting boxes or the information required for vote verification.

The principles, rules, and procedures outlined herein shall take effect immediately after approval by the General Meeting of Shareholders.

ON BEHALF OF THE ORGANIZING COMMITTEE
CHAIRPERSON



Nguyễn Văn Tuan

**SONADEZI CORPORATION
SONADEZI LONG THANH
SHAREHOLDING COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.:/TTr-SZL-BOD

Long Thanh, ... April 2025

PROPOSAL

Regarding to the approval of the audited financial statements for 2024

To: The Annual General Meeting of Shareholders in 2025.

Pursuant to:

- 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 Charter of Sonadezi Long Thanh Shareholding Company,

The Board of Directors of Sonadezi Long Thanh Shareholding Company respectfully submits to the 2025 Annual General Meeting of Shareholders for the approval of the audited Financial Statements for 2024, as follows:

The 2024 Financial Statements (for the period from January 1, 2024 to December 31, 2024), audited by RSM Vietnam Audit and Consulting Co., Ltd., have been publicly disclosed in accordance with regulations and posted on the Company's website (www.szl.com.vn), including:

1. Auditor's Report
2. Balance Sheet as of December 31, 2024
3. Income Statement for 2024
4. Cash Flow Statement
5. Notes to the Financial Statements

(The audited 2024 Financial Statements are attached)

According to the opinion of the auditors from RSM Vietnam Audit and Consulting Co., Ltd., the financial statements have fairly and accurately reflected, in all material respects, the financial position of the Company as of December 31, 2024, as well as the results of its business operations and cash flow for the fiscal year ended on that date, in accordance with Vietnamese Accounting Standards, the Vietnamese enterprise accounting regulations, and the relevant legal provisions regarding the preparation and presentation of financial statements.

We respectfully submit this for the approval of the Annual General Meeting of Shareholders.

Respectfully / *[Signature]*

Recipients:

- As mentioned above;
- To be archived: General Meeting of Shareholders (GMS).

On behalf of the Board of Directors
Chairman



[Signature]
Nguyen Van Tuan

**SONADEZI LONG THANH
SHAREHOLDING COMPANY**

AUDITED FINANCIAL STATEMENTS
For the financial year ended 31 December 2024



**SONADEZI LONG THANH
SHAREHOLDING COMPANY**

AUDITED FINANCIAL STATEMENTS
For the financial year ended 31 December 2024



SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh Industrial Park, Tam An commune, Long Thanh district, Dong Nai province, Vietnam

CONTENTS

	Pages
MANAGEMENT'S REPORT	1 - 2
INDEPENDENT AUDITORS' REPORT	3 - 4
AUDITED FINANCIAL STATEMENTS	
Statement of financial position	5 - 6
Income statement	7
Cash flow statement	8 - 9
Notes to the financial statements	10 - 51

1023
CÔ
T
MTO
SM
PAC

1023
CÔ
CÔ
SC
LONG

SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh Industrial Park, Tam An commune, Long Thanh district, Dong Nai province, Vietnam

MANAGEMENT'S REPORT

Management of Sonadezi Long Thanh Shareholding Company (hereinafter referred to as "the Company") hereby presents its report and the audited financial statements of the Company for the financial year ended 31 December 2024.

MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY COMMITTEE AND MANAGEMENT

Members of the Board of Directors during the year and on the date of this report include:

<u>Full name</u>	<u>Position</u>
Mr. Nguyen Van Tuan	Chairperson
Mr. Dinh Ngoc Thuan	Member
Mr. Pham Anh Tuan	Member
Mr. Tran Anh Tuan	Member
Mr. Nguyen The Phong	Member
Ms. Tran Thi Thanh Thuy	Member
Ms. Do Thi Quynh An	Member

Members of the Supervisory Committee during the year and on the date of this report include:

<u>Full name</u>	<u>Position</u>
Ms. Nguyen Thi Ngoc Trang	Head of the Supervisory Committee
Ms. Trinh Thi Hoa	Member
Ms. Duong Ngoc Truc Yen	Member

Members of management during the year and on the date of this report include:

<u>Full name</u>	<u>Position</u>
Mr. Pham Anh Tuan	General Director
Mr. Le Xuan Sam	Vice General Director
Ms. Le Thi Giang	Vice General Director (Appointed on 01 July 2024)
Mr. Tran Anh Tuan	Vice General Director (Appointed on 01 July 2024)

AUDITOR

The accompanying financial statements of the Company for the financial year ended 31 December 2024 were audited by RSM Vietnam Auditing & Consulting Company Limited, a member firm of RSM International.

RESPONSIBILITY OF MANAGEMENT

The Company's management is responsible for preparing the financial statements of each period which give a true and fair view of the financial position of the Company and the results of its operations and its cash flows. In preparing these financial statements, management is required to:

- Select suitable accounting policies and then apply them consistently.
- Make judgments and estimates that are reasonable and prudent.
- State whether applicable accounting principles have been followed, subject to any departures that need to be disclosed and explained in the financial statements.
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business; and
- Design and implement the internal control system effectively for a fair preparation and presentation of the financial statements so as to mitigate error or fraud.

SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh Industrial Park, Tam An commune, Long Thanh district, Dong Nai province, Vietnam

MANAGEMENT'S REPORT (CONTINUED)

Management is responsible for ensuring that proper accounting records are kept, which disclose, with reasonable accuracy at any time, the financial position of the Company and ensure that the financial statements comply with Vietnamese Accounting Standards, Vietnamese Corporate Accounting System, and prevailing accounting regulations in Vietnam. Management is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Management confirms that the Company has complied with the above requirements in preparing these financial statements.

STATEMENT BY MANAGEMENT

In management's opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2024 and the results of its operations and its cash flows for the financial year then ended in accordance with the Vietnamese Accounting Standards, Vietnamese Corporate Accounting System, and prevailing accounting regulations in Vietnam.

For and on behalf of management,



Phạm Anh Tuan
General Director

Dong Nai, 03 March 2025

RSM Vietnam

3A Floor, L'Mak The Signature Building
147-147Bis Hai Ba Trung Street
Vo Thi Sau Ward, District 3
Ho Chi Minh City, Vietnam

T +8428 3827 5026
contact_hcm@rsm.com.vn
www.rsmglobal/vietnam

No: 65/2025/KT-RSMHCM

INDEPENDENT AUDITOR'S REPORT

To: **Shareholders
Board of Directors
Management
SONADEZI LONG THANH SHAREHOLDING COMPANY**

Report on the financial statements

We have audited the accompanying financial statements of Sonadezi Long Thanh Shareholding Company (hereinafter referred to as "the Company") prepared on 03 March 2025 as set out from page 05 to page 51, which comprise the statement of financial position as at 31 December 2024, and the income statement, and cash-flow statement for the financial year then ended, and the notes to the financial statements.

Management's Responsibility

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Vietnamese Accounting Standards and Vietnamese Corporate Accounting System and relevant legislation as to the preparation and presentation of financial statements and for such internal control as management determines is necessary to enable the preparation and presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

THE POWER OF BEING UNDERSTOOD
ASSURANCE | TAX | CONSULTING

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Opinion

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Sonadezi Long Thanh Shareholding Company as at 31 December 2024, and of the results of its financial performance and its cash flows for the financial year then ended in accordance with Vietnamese Accounting Standards and Vietnamese Corporate Accounting System issued under Circular 200/2014/TT-BTC dated 22 December 2014 and Circular 53/2016/TT-BTC dated 21 March 2016 by Ministry of Finance and relevant legislation as to the preparation and presentation of financial statements.

pp GENERAL DIRECTOR



Trịnh Thanh Thanh
Vice General Director
Audit Practice Registration Certificate:
2820-2025-026-1

Le Viet Ha
Auditor
Audit Practice Registration Certificate:
4732-2024-026-1

RSM Vietnam Auditing & Consulting Company Limited

Ho Chi Minh City, 03 March 2025

As disclosed in Note 2.1 to the financial statements, the accompanying financial statements are not intended to present the financial position, financial performance, and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than Vietnam.

SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh Industrial Park, Tam An commune, Long Thanh district, Dong Nai province, Vietnam

Form B 01- DN

STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

Expressed in VND

ASSETS	Code	Notes	As at 31 Dec. 2024	As at 01 Jan. 2024
A. CURRENT ASSETS	100		277,676,242,016	421,478,302,676
I. Cash and cash equivalents	110	4.1	51,311,807,978	173,648,046,494
1. Cash	111		51,311,807,978	46,048,046,494
2. Cash equivalents	112		-	127,600,000,000
II. Current financial investments	120		20,000,000,000	70,000,000,000
1. Held to maturity investments	123	4.2	20,000,000,000	70,000,000,000
III. Current account receivables	130		78,861,464,889	54,385,732,034
1. Trade receivables	131	4.3	20,543,577,166	23,823,123,566
2. Advances to suppliers	132	4.4	9,131,862,319	1,759,394,256
3. Other current receivables	136	4.5	55,346,843,987	34,459,285,527
4. Provision for doubtful debts	137	4.6	(6,160,818,583)	(6,656,071,315)
IV. Inventories	140		117,313,775,033	116,184,070,781
1. Inventories	141	4.7	117,313,775,033	116,184,070,781
V. Other current assets	150		10,189,194,116	7,260,453,367
1. Current prepayments	151	4.11	6,654,200,870	774,561,148
2. Value added tax deductible	152	4.14	3,534,993,246	6,302,732,675
3. Tax and other receivables from the state	153	4.14	-	183,159,544
B. NON-CURRENT ASSETS	200		1,608,239,153,648	1,491,725,965,449
I. Non-current account receivables	210		3,680,592,539	3,680,592,539
1. Other non-current receivables	216	4.5	3,680,592,539	3,680,592,539
II. Fixed assets	220		186,266,712,979	202,351,536,491
1. Tangible fixed assets	221	4.9	186,034,345,979	202,007,085,491
Cost	222		623,584,412,230	616,356,847,667
Accumulated depreciation	223		(437,550,066,251)	(414,349,762,176)
2. Intangible fixed assets	227		232,367,000	344,451,000
Cost	228		1,324,811,134	1,324,811,134
Accumulated amortisation	229		(1,092,444,134)	(980,360,134)
III. Investment property	230	4.10	497,816,387,986	501,738,051,815
1. Cost	231		926,346,518,918	876,378,133,747
2. Accumulated depreciation	232		(428,530,130,932)	(374,640,081,932)
IV. Non-current assets in progress	240	4.8	315,222,557,853	296,531,118,734
1. Construction in progress	242		315,222,557,853	296,531,118,734
V. Non-current financial investments	250	4.2	391,796,400,000	270,836,400,000
1. Investments in associates, joint-ventures	252		104,500,000,000	104,500,000,000
2. Investment in other entities	253		287,296,400,000	166,336,400,000
VI. Other non-current assets	260		213,456,502,291	216,588,265,870
1. Non-current prepayments	261	4.11	209,672,579,389	214,482,881,171
2. Deferred income tax assets	262	4.18	3,783,922,902	2,105,384,699
TOTAL ASSETS (270 = 100 + 200)	270		1,885,915,395,664	1,913,204,268,125

(See the next page)

The accompanying notes are an integral part of the financial statements

SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh Industrial Park, Tam An commune, Long Thanh district, Dong Nai province, Vietnam

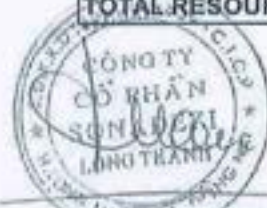
Form B 01- DN

STATEMENT OF FINANCIAL POSITION (CONTINUED)

As at 31 December 2024

Expressed in VND

RESOURCES	Code	Notes	As at 31 Dec. 2024	As at 01 Jan. 2024
C. LIABILITIES	300		1,255,805,327,572	1,324,941,506,866
I. Current liabilities	310		205,204,026,280	212,947,500,081
1. Trade payables	311	4.12	18,508,855,971	35,275,122,748
2. Advances from customers	312		2,499,720,818	2,563,090,369
3. Taxes and amounts payable to the state	313	4.14	3,377,248,596	259,985,840
4. Payables to employees	314		4,629,229,000	4,258,871,917
5. Accrued expenses	315	4.15	45,502,692,243	35,024,205,720
6. Current unearned revenue	318	4.17	25,626,680,960	25,641,165,200
7. Other current payables	319	4.16	8,706,897,466	12,700,781,135
8. Current loans and obligations under finance	320	4.19	78,872,555,560	78,940,283,296
9. Bonus and welfare fund	322	4.20	19,480,145,666	18,283,993,856
II. Non-current liabilities	330		1,050,601,301,292	1,111,994,006,785
1. Advances from customers	332	4.13	16,084,000,000	18,584,000,000
2. Accrued expenses	333	4.15	9,356,992,088	10,526,923,088
3. Non-current unearned revenue	336	4.17	619,415,023,667	645,041,725,207
4. Other non-current payables	337	4.16	275,228,420,468	261,396,162,075
5. Non-current loans and obligations under	338	4.19	130,516,885,068	178,445,196,415
D. OWNER'S EQUITY	400		630,110,068,092	588,262,761,259
I. Equity	410	4.21	630,110,068,092	588,262,761,259
1. Owner's contributed capital	411		291,148,400,000	291,148,400,000
Ordinary shares carrying voting rights	411a		291,148,400,000	291,148,400,000
2. Share premiums	412		5,486,321,235	5,486,321,235
3. Treasury shares	415		(22,323,606,949)	(22,323,606,949)
4. Investment and development fund	418		84,380,585,396	74,021,585,396
5. Retained earnings	421		271,418,368,410	239,930,061,577
Beginning accumulated retained earnings	421a		166,846,056,577	158,590,623,315
Retained earnings of the current year	421b		104,572,311,833	81,339,438,262
TOTAL RESOURCES (440 = 300 + 400)	440		1,885,915,395,664	1,913,204,268,125


 Pham Anh Tuan
General Director

Dong Nai, 03 March 2025

 Pham Tran Hung Thinh
Chief Accountant

 Tieu Thi Cam Anh
Preparer

SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh Industrial Park, Tam An commune, Long Thanh district, Dong Nai province, Vietnam

Form B 02 - DN

INCOME STATEMENT

For the financial year ended 31 December 2024

Expressed in VND

ITEMS	Code	Note	Year 2024	Year 2023
1. Revenue	01	5.1	488,191,875,766	441,070,578,052
2. Net revenue	10		488,191,875,766	441,070,578,052
3. Cost of sales	11	5.2	326,265,121,624	288,516,716,844
4. Gross profit	20		161,926,754,142	152,553,861,708
5. Finance income	21	5.3	24,777,178,324	25,149,259,842
6. Finance expense	22		3,907,316,743	2,802,115,690
Of which, interest expense	23		3,907,094,318	2,802,082,138
7. Selling expense	25		4,356,375,380	3,751,215,510
8. General and administrative expense	26	5.4	44,903,256,752	46,268,592,507
9. Operating profit/(loss)	30		133,536,981,591	124,881,197,843
10. Other income	31		2,855,837,353	3,109,480,384
11. Other expense	32	5.5	10,029,278,520	978
12. Net other income/(loss)	40		(7,173,441,167)	3,109,479,386
13. Accounting profit/(loss) before tax	50		126,363,540,424	127,990,677,229
14. Current corporate income tax expense	51	5.7	23,469,766,794	25,506,544,034
15. Deferred corporate income tax expense	52		(1,678,538,203)	(730,945,067)
16. Net profit/(loss) after tax	60		104,572,311,833	103,215,078,262
17. Basic earnings per share	70	4.21.4	3,059	3,270
18. Diluted earnings per share	71	4.21.5	3,059	3,270



Pham Anh Tuan
General Director
Dong Nai, 03 March 2025

Pham Tran Hung Thinh
Chief Accountant

Tieu Thi Cam Anh
Preparer

SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh Industrial Park, Tam An commune, Long Thanh district, Dong Nai province, Vietnam

Form B 03 - DN

CASH FLOW STATEMENT

(Indirect method)

For the financial year ended 31 December 2024

Expressed in VND

ITEMS	Code	Notes	Year 2024	Year 2023
I. CASH FLOWS FROM OPERATING ACTIVITIES				
1. Net profit /(loss) before taxes	01		126,363,540,424	127,990,677,229
2. Adjustment for:				
Depreciation and amortisation	02	5.6	76,643,300,620	69,509,393,960
Provisions	03	5.6	504,747,268	960,561,509
Foreign exchange gains/losses from revaluation of foreign currency monetary items	04		(275,858)	(170,235)
Gains/losses from investment	05		(24,939,803,496)	(25,149,056,055)
Interest expense	06		3,907,094,318	2,802,082,138
3. Operating profit /(loss) before adjustments to working capital	08		182,478,603,276	176,113,488,546
Increase or decrease in accounts receivable	09		(22,965,471,643)	498,325,425
Increase or decrease in inventories	10		(1,004,152,914)	(38,528,478,675)
Increase or decrease in accounts payable (excluding interest expense and CIT payable)	11		43,064,854,601	58,740,104,732
Increase or decrease prepaid expenses	12		(1,069,337,940)	6,865,045,424
Interest paid	14		(3,988,541,318)	(2,703,630,138)
Corporate income tax paid	15	4.14	(20,156,110,190)	(27,781,678,784)
Other cash inflows from operating activities	16		106,700,000	11,000,000
Other cash outflows from operating activities	17		(12,792,159,190)	(12,839,659,549)
Net cash from operating activities	20		163,674,384,682	160,374,516,981
II. CASH FLOWS FROM INVESTING ACTIVITIES				
1. Acquisition and construction of fixed assets and other long-term assets	21		(140,135,255,068)	(220,528,414,175)
2. Proceeds from disposals of fixed assets and other long-term assets	22		163,125,455	-
3. Loans to other entities and payments for purchase of debt instruments of other entities	23		(26,000,000,000)	(161,000,000,000)
4. Repayments from borrowers and proceeds from sales of debts instruments of other entities	24		76,000,000,000	268,000,000,000
5. Investments in other entities	25		(120,960,000,000)	-
6. Interest and dividends received	27		25,712,568,534	31,113,494,562
Net cash from investing activities	30		(185,219,561,079)	(82,414,919,513)

(See the next page)

SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh Industrial Park, Tam An commune, Long Thanh district, Dong Nai province, Vietnam

Form B 03 - DN

CASH FLOW STATEMENT

(Indirect method)

For the financial year ended 31 December 2024

Expressed in VND

ITEMS	Code	Notes	Year 2024	Year 2023
III. CASH FLOWS FROM FINANCING ACTIVITIES				
1. Proceeds from issuing stocks and capital contribution from owners	31		-	1,974,970,000
2. Proceeds from borrowings	33	6.1	35,898,340,997	46,073,633,047
3. Repayment of borrowings	34	6.2	(81,894,400,080)	(48,543,200,040)
4. Dividends paid	36	4.16	(54,692,644,000)	(76,412,436,000)
Net cash from financing activities	40		(100,688,703,083)	(76,907,032,993)
NET INCREASE/(DECREASE) IN CASH (50 = 20+30+40)	50		(122,233,879,480)	1,052,564,375
Cash and cash equivalents at beginning of year	60		173,648,046,494	172,285,071,042
Impact of exchange rate fluctuation	61		(102,359,036)	310,411,077
CASH AND CASH EQUIVALENTS AT END OF YEAR (70 = 50+60+61)	70	4.1	51,311,807,978	173,648,046,494



Pham Anh Tuan
General Director
Dong Nai, 03 March 2025

Pham-Tran Hung Thinh
Chief Accountant

Tieu Thi Cam Anh
Preparer

SONADEZI CORPORATION
SONADEZI LONG THANH
SHAREHOLDING COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.:/BC-SZL-BOD

Long Thanh, ... April 2025

To: The Annual General Meeting of Shareholders in 2025.

BUSINESS PERFORMANCE REPORT FOR 2024 AND BUSINESS PLAN FOR 2025

PART I: SUMMARY OF BUSINESS OPERATIONS IN 2024

1. Business Performance Results in 2024

In 2024, the global economy experienced significant fluctuations due to the impact of monetary tightening policies, persistently high interest rates, and prolonged geopolitical tensions, including the Russia-Ukraine conflict, instability in the Middle East, and escalating U.S.-China trade tensions. These factors increased investment risks and exerted pressure on the global real estate market. However, the shift in supply chains driven by trade tensions has spurred a strong inflow of foreign direct investment (FDI) into Vietnam, particularly in the Southeastern region, contributing to the growth of industrial zones.

Despite numerous challenges, business operations in 2024 showed positive signs, with an increasing number of orders in the final months of the year, providing momentum for recovery and growth.

With the dedicated efforts in management and direction from the Board of Directors and the Executive Board, the company successfully exceeded the set business targets for the year, specifically:

No.	Indicator	Unit	Plan	Actual	Performance vs. Plan (%)
1	Total Revenue	Million VND	458,470	515,825	112.5%
2	Profit Before Tax	Million VND	106,550	126,364	118.6%
3	Profit After Tax	Million VND	85,071	104,572	122.9%
4	Return on Equity (ROE)	%	22.86%	28.04%	122.6%
5	Taxes and Other Payments to the State Budget	Million VND	25,749	48,845	189.7%
6	Capital Expenditure	Million VND	203,493	118,557	58.2%
7	Compensation Costs for New Projects	Million VND	421,346	4,297	1.02%

(Source: Audited Financial Statements)

Details:

- Factory Leasing at Long Thanh Industrial Zone: According to the 2024 plan, the Company aims to lease six (06) workshops, including three (03) new workshops

and three (03) previously used workshops. In 2024, the company successfully leased 13 workshops, including 12 workshops at Long Thanh Industrial Zone and 1 workshop at Chau Duc Industrial Park.

- Sales Performance of Sonadezi Long Thanh Petrol Station:

- o **Mineral Gasoline:** Sold 1,368,503 liters out of 1,414,204 liters (achieving 97% of the target).
- o **DO 0.05S Diesel:** Sold 1,625,118 liters out of 1,481,443 liters (achieving 110% of the target).

2. Capital Construction Activities

The company has implemented the capital construction plan in accordance with the approved schedule. At Long Thanh Industrial Zone, the company has completed the construction and put into operation 63 workshops. At Chau Duc Industrial Park, the company has built 5 workshops, of which 4 out of 5 have been leased. To continue its investment strategy in developing rental workshops, ensuring a stable supply of products, and diversifying workshop types to meet different investor demands, the company has completed all necessary documentation to proceed with Phase 6 of the workshop cluster at Long Thanh Industrial Zone, Phase 2 of the workshop cluster at Chau Duc Industrial Park. These projects are set to be implemented in 2025.

The Company has completed the partial adjustment procedures for the 1/2000 zoning plan of Long Thanh IZ, converting a total of 12.79 hectares from service and operational land into industrial land for factory construction. This adjustment has increased the Company's land fund for industrial development.

Environmental Protection Efforts: In 2024, the Company ensured the stable operation of the centralized wastewater treatment plant at Long Thanh IZ, with treated water consistently meeting Column A standards under QCVN 40:2011/BTNMT, with $Kq = 0.9$; $Kf = 0.9$. In 2025, the Company plans to invest in the renovation of certain components of modules 1, 2, and 3 of the wastewater treatment plant.

Tam An 1 Residential Area – 1/500 Detailed Plan: The Company is currently revising the partial adjustment dossier for the 1/500 detailed plan of Tam An 1 Residential Area, which includes: Adding a wastewater treatment plant in the central park area, Reducing one apartment block and converting it into a green park, Adjusting boundary positions to align with actual site conditions. The revised planning dossier has been submitted to the Long Thành District People's Committee for review, consultation, and approval.

3. Land Leasing Activities at Tan Duc Industrial Park – Ham Tan, Binh Thuan

In accordance with the 2024 business orientation set by the Company's Board of Directors, which emphasizes the continued exploration and development of industrial real estate projects to sustain and expand the company's core business in both local and external markets, Sonadezi Long Thanh has been actively researching ongoing industrial park projects to assess investment opportunities. Among these is the Tan Duc Industrial Park project, where Sonadezi Binh Thuan Shareholding Company is the infrastructure investor.

On December 26, 2024, following the approval of the investment direction, Sonadezi Long Thanh signed a land lease agreement for a 6-hectare area within Tan Duc Industrial Park. The investment objective includes the development of a rental factory project on the leased land or the transfer of land, depending on the company's business strategy and market demand at the time of execution.

4. Report on the Implementation of the Smart Management Software

In 2024, following the corporate-wide program of the Parent Company, Sonadezi Long Thành has implemented and updated data related to various departments, Party affairs, and mass organizations into the Smart Management Software. At the present, the company has successfully reported timely information through the software, ensuring accurate data provision to the Parent Company.

Regarding digital transformation and the application of other software solutions: The company has integrated Base software into its operations and enterprise management, serving as a foundation for evaluating employee performance at Sonadezi Long Thanh.

5. Training and Human Resource Development

- *Human Resources:* In 2024, the Company recruited nine (09) new employees to meet the operational needs of the Project, Administration & Human Resources, Finance & Accounting, and Security Departments. Additionally, six (06) employees from various departments resigned based on personal preferences. As of December 31, 2024, the total number of employees in the Company was 113.

- *Training Programs:* Based on the specialized training needs of employees in each department and management competency enhancement for managers, the Company successfully organized 18 training courses to improve knowledge and expertise for employees in the Project, Administration & Human Resources, Business Development, and Finance & Accounting Departments; One (01) training course on enhancing middle management competency for the Company's managers; One (01) training course on International Financial Reporting Standards (IFRS) for the Supervisory Board, focusing on the conversion of financial statements to international standards; One (01) training course on Fire Prevention, Fighting, and Rescue for the Company's Fire Prevention Team.

- *Salary and Bonus Policy:*

+ The Company has developed a salary and bonus policy aligned with employees' qualifications, competencies, and job positions.

+ During holidays and Tet (Lunar New Year), the Company considers business performance and individual employee evaluations as a basis for providing additional salary or bonuses, aiming to motivate employees, improve work performance, and drive business growth.

- *Employee Benefits and Welfare Policies:* The Company remains committed to ensuring employee welfare by implementing various benefits, including: Developing an allowance structure for employees; Annual health check-ups for all employees; Annual leave allowances to support employee vacations; Financial support for illness

and medical treatment; Financial contributions for employee weddings and childbirth; Organizing birthday celebrations for employees.

In particular, in 2024, after evaluating the effectiveness of the health insurance services, which provided significant support in covering medical expenses for employees, the Company continued to offer the PVI Care comprehensive annual health insurance package for all employees.

6. Corporate Social Activities in 2024

In response to the calls for support from various governmental and social organizations, Sonadezi Long Thanh contributed a total amount of VND 2,756,485,000 in 2024 to support social and charitable activities. These contributions were allocated to various programs, including: Gratitude movements, Support for the poor, Aid for Agent Orange victims, "Compassionate Hands" initiative, Scholarship and education support programs, etc. Additionally, the company actively participated in the "Ten Thousand Golden Hearts" program, contributing to the construction of charity houses as part of the corporate-wide initiative led by Sonadezi Corporation.

PART II: BUSINESS PLAN FOR 2025

1. Business Plan for 2025

In 2025, the Executive Board has set key targets and will strive to accelerate the following initiatives:

- Marketing and leasing of workshops at Long Thanh Industrial Zone and Chau Duc Industrial Park, as well as sales of residential real estate.
- Signing a land lease contract and infrastructure development for Long Phuoc 1 Industrial Cluster (75ha).
- Continuing to finalize investment procedures for the Sona Riverview Urban Area Project.

Business Targets for 2025 as below:

No.	Indicator	Unit	Value
1	Total Revenue	Million VND	534,152
2	Profit Before Tax	Million VND	130,499
3	Profit After Tax	Million VND	104,181
4	Capital Expenditure Plan	Million VND	610,521.8
5	Projected Dividend Payout Ratio	%	25%
6	2025 Salary Fund:	VND	23,595,503,000
	- Management Salary Fund	VND	5,184,000,000
	- Employee Salary Fund	VND	18,411,503,000

2. Objectives for 2025

2.1. Industrial Park and Residential Area Business

- In 2025, the company will complete Phase 5 of the factory cluster; Invest in and lease Phase 6 of the factory cluster, as well as construct and lease custom-built workshops based on customer requirements; Lease industrial land and service land at Long Thành Industrial Zone; Lease workshops at Chau Duc Industrial Park; Continue

expanding supporting services, including Water supply, Wastewater treatment services, Fuel station operations at Long Thành Industrial Zone.

- Targeted Factory Leasing for 2025:

- + At Long Thành Industrial Zone: Leasing a 2.97-hectare land plot and 2 two newly built workshops.

- + At Chau Duc Industrial Park: Leasing five new workshops.

2.2. Infrastructure Development

In 2025, the Company will continue to implement the construction, completion, and maintenance of technical infrastructure systems for industrial parks (IP) and residential areas. The focus will also be on environmental protection measures and researching new projects. The 2025 infrastructure construction investment plan is VND 610,521.8 million, allocated as VND 204,964 million for infrastructure construction and VND 376,850 million for land compensation for new projects.

2.3. Ongoing Projects

The Company will continue to focus on the following key projects:

- Phase 6 Rental Factory Cluster – Long Thành IZ.

- Development of customized rental factory projects based on customer orders.

- Phase 2 Rental Factory Cluster – Chau Duc IP, Ba Rịa – Vũng Tàu.

- Business strategy evaluation for leased land at Chau Duc IP, including potential partnerships with investors, land-use rights transfers, asset transfers, or other legally compliant business models.

- Long Phuoc 1 Industrial Cluster Project.

- Sona Riverview Urban Area Project.

2.4. Smart Management Reporting Project

- In 2025, in line with the overall strategy of the Parent Corporation, the Company aims to participate in the technology adoption, digital transformation, and data digitization program initiated by the Parent Corporation.

- The Company will continue to operate and update the 2024 data and begin data entry for 2025 into the Smart Management Reporting Software to enhance efficiency and data-driven decision-making.

2.5. Adoption of IFRS

- Sonadezi Long Thành is one of the subsidiaries consolidated into the Parent Corporation Sonadezi's consolidated financial statements. Therefore, in the 2025–2026 financial period, the Company will engage a consulting firm to convert its financial statements to International Financial Reporting Standards (IFRS). The objective is that by January 1, 2026, the Company will have the opening balance data for 2026, enabling the transition to accounting and financial reporting under IFRS.

- Additionally, during the 2025–2026 period, the Company will prepare the necessary infrastructure, including Accounting software, Standardized financial reporting processes, Personnel training, Forecasting systems... to ensure the successful adoption and implementation of IFRS-based financial statements.

3. Implementation Solutions

To achieve the set objectives, the Company will focus on implementing the following solutions:

- Strengthening and developing the Company's brand.
- Expanding and enhancing the sales and marketing network by building strong relationships with trade promotion agencies, legal consulting firms, banks, real estate exchanges, and brokerage firms. Additionally, fostering collaboration among Sonadezi Corporation's member companies to attract investments into industrial parks (IPs) and residential areas.
- Improving and enhancing service quality provided to customers.
- Researching and designing master plans to develop distinctive and specialized products for the Company's new projects.
- Monitoring market trends to adjust business plans accordingly, ensuring high investment efficiency.
- Developing human resources in alignment with the Company's business plans and long-term growth strategy.
- Maintaining strong relationships with government authorities to expedite project-related procedures and facilitate investment support.
- Actively participating in social and charitable activities to build the Company's brand image and gain public support for its business operations.
- Strengthening environmental protection measures, particularly in the operation of the centralized wastewater treatment plant. Increasing monitoring of wastewater discharge from enterprises to ensure that the incoming wastewater meets regulatory standards before being processed at the treatment facility.
- Further developing and refining the application of the KPI-based performance evaluation system, linking it with employee performance outcomes to establish fair evaluation mechanisms, competitive compensation policies, and incentive programs, maximizing employee productivity.
- Completing the Company's digital transformation efforts.

The Board of Directors respectfully submits this report to the 2025 Annual General Meeting of Shareholders for approval of the 2024 business results and the 2025 business plan of Sonadezi Long Thành Joint Stock Company as presented.

Sincerely,

Recipients:

- As mentioned above;
- To be archived: General Meeting of Shareholders (GMS).

On behalf of the Board of Directors

Chairman



Nguyễn Văn Tuan

**SONADEZI CORPORATION
SONADEZI LONG THANH
SHAREHOLDING COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.:/TTr-SZL-BOD

Long Thanh, ... April 2025

PROPOSAL

**Regarding the Profit Distribution Plan After Tax for 2024, Dividend Payout
Ratio for 2024, and the Projected Profit Distribution Plan After Tax
and Dividend Payout Ratio for 2025**

To: The 2025 Annual General Meeting of Shareholders.

Pursuant to:

- 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 Charter of Sonadezi Long Thanh Shareholding Company.

The Board of Directors of Sonadezi Long Thanh Shareholding Company respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of the profit distribution plan after tax for 2024, the dividend payout ratio for 2024, and the projected profit distribution plan after tax and dividend payout ratio for 2025, as follows:

1. Fund Allocations and Dividends for 2024

No.	Description	Percentage	Value (VND)	Notes
1	After-tax profit	-	104,572,311,833	
2	Fund allocation	21.60%	25,724,338,000	
2.1	Development and Production Investment Fund	10%	10,457,000,000	
2.2	Other Funds	11.6%	15,267,338,000	
a	Employee Reward and Welfare Fund	7.99%	8,355,000,000	
b	Social and Community Work Fund	2.00%	2,091,446,000	
c	Management Reward Fund	0.61%	638,000,000	
d	Related Parties Bonus Fund	1.00%	1,045,723,000	
3	Remaining profit after fund allocation	-	78,847,973,833	
4	Profit allocation from one-time recognized revenue areas	-	5,845,686,000	
5	Dividends	30%	82,033,620,000	
6	Retained earnings carried forward from the previous year	-	185,313,660,102	
7	Retained earnings adjustments from previous periods	-	8,050,433,626	
8	Adjustment of remaining after-tax profit from previous years	-	(32,363,723,151)	
9	Remaining profit carried forward to the next year	-	166,797,579,410	-

2. Profit distribution plan after tax and dividend payout ratio for 2025

Fund Allocation for 2025:

No.	Item	Ratio
1	Development Investment Fund	10%
2	Other Funds	20%
	Total Fund Allocation	30%

The projected dividend payout ratio for 2025 is 25% of charter capital.

The Board of Directors of Sonadezi Long Thanh Shareholding Company respectfully submits this proposal to the 2025 Annual General Meeting of Shareholders for approval of:

- The profit distribution plan after tax for 2024,
- The dividend payout ratio for 2024, and
- The projected profit distribution plan after tax and dividend payout ratio for 2025, as presented above.

Respectfully /.

Recipients:

- As mentioned above;
- To be archived: General Meeting of Shareholders (GMS).

On behalf of the Board of Directors
Chairman



Nguyen Van Tuan

**SONADEZI CORPORATION
SONADEZI LONG THANH
SHAREHOLDING COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.:/BC-SZL-BOD

Long Thanh, ... April 2025

To: The Annual General Meeting of Shareholders in 2025.

REPORT
BOARD OF DIRECTORS' ACTIVITIES IN 2024 AND PLAN FOR 2025

I. Evaluation of the Company's Business Performance in 2024

In 2024, the Board of Directors consistently supported the company in exceeding its business targets, enhancing corporate governance and supervision, ensuring the rights of shareholders and employees, making positive contributions to the community, and fulfilling all obligations to the State Budget.

With the dedicated efforts of the Board of Directors and the Executive Board, the company achieved outstanding business results, specifically:

- **Revenue:** VND 515,825 million, achieving 112.5% of the plan (515,825/458,470 million VND).
- **Profit after tax:** VND 104,572 million, achieving 122.9% of the plan (104,572/85,071 million VND)

II. BOD's Evaluation of the Management Board's Performance

Over the past year, the Board of Directors (BOD) has regularly supervised the activities of the General Director and management staff in carrying out the assigned tasks and objectives through periodic meetings held throughout the year. Under the direction of the BOD, the Executive Board promptly and seriously developed and implemented specific tasks for each member of the Executive Board, directed relevant departments to execute them, and provided complete and timely reports to the BOD on the outcomes of the assigned tasks and responsibilities. The directives of the BOD have always been considered by the Executive Board as key and urgent priorities that require focused and dedicated execution. Additionally, all members of the General Director's team possess the necessary qualifications, competencies, and integrity. They have been thoroughly trained in their respective fields, have extensive knowledge of their areas of responsibility, and boast many years of management experience.

Overall, in 2024, the General Director and the Executive Board successfully implemented the BOD's strategies in accordance with the Company's regulations and legal provisions, achieving strong business performance. The General Director effectively fulfilled all management duties and consistently executed all assignments entrusted by the BOD.

III. BOD's Activities in 2024

1. General Operations

The Company's Board of Directors (BOD) is a collective body with professional expertise, management experience, and dedication to the development of the Company. The BOD consists of seven members, including two members participating in the executive management of the Company and two independent BOD members.

The BOD consistently complies with regulations, policies, and laws to ensure transparency and fairness. This compliance is based on the assignment regulations of the BOD, the Company's Charter, and the Law on Enterprises. Each BOD member is assigned specific responsibilities in designated areas, enabling them to closely monitor matters under the BOD's authority, issue appropriate Resolutions and Decisions, and oversee, direct, and urge the Executive Board to implement these Resolutions and Decisions in the assigned fields.

The BOD has actively performed its roles and responsibilities with diligence and has determined the appropriate directions to propose positive measures and solutions in developing the Company's strategic plans.

Moreover, the BOD has regularly supervised the activities of the General Director and management staff in executing the assigned tasks and objectives through scheduled meetings.

2. Direction and Supervision of Business and Investment Strategies

Key activities undertaken by the BOD in 2024 include:

- Implementing the resolutions of the 2024 Annual General Meeting of Shareholders.
- Deploying key projects:
 - o Long Thanh Industrial Zone Project
 - o Workshop clusters for lease at Long Thanh and Chau Duc IPs
 - o Tam An 1 Residential Project
 - o Long Phuoc 1 Industrial Cluster
- Selecting the audit firm for the 2024 financial statements.
- Leasing land at Tan Duc IP, Ham Tan, Binh Thuan.
- Developing the 2025 business plan.
- Organizing and preparing documents for the 2025 Annual General Meeting of Shareholders.

3. General Assessment of BOD's Performance in 2024

In 2024, the Company's Board of Directors (BOD) strived to fulfill its assigned tasks while strictly complying with legal regulations, accounting standards, the Company's organizational and operational charter, and other applicable regulations.

- Ensured transparent spending practices in accordance with the Company's Charter and state regulations.

- Successfully implemented the resolutions passed by the General Meeting of Shareholders (GMS).
- Built an organizational structure aligned with the current operational needs of the Company while preparing resources for future development.
- In compliance with the Law on Enterprises, the Company's Charter, internal corporate governance regulations, and the Company's actual situation, the BOD conducted 4 regular meetings and 63 meetings through written consultation during the year.
- In 2024, the BOD issued 99 Resolutions/Decisions, all in line with legal regulations, the Company's Charter, and corporate governance rules, to provide timely guidance and supervision over the General Director's management activities related to the Company's business operations.

(The content of the Resolution/Decision is detailed in the 2024 Annual Report of the Company.)

IV. Transactions, Remuneration, and Benefits of the BOD

1. Salaries, Bonuses, and Remuneration

- **Head of Supervisory Board:** VND 31,800,000/month
- **BOD Members (7 persons):** VND 8,000,000/person/month
- **Supervisory Board Members & Company Secretary (3 persons):** VND 4,000,000/person/month

Based on 2024 business performance, total remuneration for the BOD and Supervisory Board was adjusted to VND 1,581,000,000 according to Circular 28/2016/TT-BLĐTBXH.

The total salary fund for the Head of the Supervisory Board was VND 814,399,000.

2. Total Income for the Year (Salary, Bonus, Remuneration, Other Benefits, and Expenses for Each Member of the Board of Directors, Supervisory Board, CEO, and Management Personnel):

The company provides detailed information on this matter in the 2024 Annual Report.

3. Contracts or Transactions with Internal Shareholders:

The company has fully disclosed information in accordance with legal regulations, with details presented in the 2024 Annual Report.

V. BOD's Strategic Direction for 2025

1. 2025 Operational Orientation

The Board of Directors (BOD) has outlined the following orientations for 2025:

- Continue improving the Company's organizational and management systems, enhancing corporate governance policies to ensure management capacity and efficiency in line with the Company's Charter, legal regulations, and actual business practices.

- Focus on strategic management for the Company's development, reassessing investment capital efficiency, and establishing comprehensive partnerships with strategic partners and affiliated companies.

- Strengthen supervision and evaluation of the General Director's performance during the formulation and execution of the Company's quarterly and annual business plans, ensuring growth quality in line with the set objectives.

- Enhance the development, optimization, and diversification of products and services beyond existing offerings by fully utilizing the Company's available resources. Identify target customers to implement competitive pricing and marketing policies to attract investment, alongside customer care and after-sales policies for ongoing projects.

- Build and improve shareholder relations, ensuring timely, transparent, and public disclosure of corporate governance information to shareholders, investors, and regulatory bodies, guaranteeing the highest benefits for shareholders.

- Increase research efforts and approve the implementation of real estate and service projects aligned with the Company's development strategy.

- Promote appropriate training and recruitment policies to develop a high-quality workforce that matches the Company's growth strategy. Maintain human resource development policies, provide additional training for future management staff, and improve the material and spiritual well-being of employees.

- Continue to build, strengthen, and develop the Company's brand in both domestic and international markets.

- Focus on sustainable business development, accompanied by environmentally friendly policies, social responsibility, community engagement, and gender equality.

2. Key Projects for 2025

The Company will continue to focus on completing existing projects and launching new ones, including:

- Completion of Long Thanh Industrial Zone (IZ) and Tam An 1 Residential Area Project.

- Phase 5 Workshop for lease Cluster at Long Thanh IZ.

- Construction of Phase 6 Workshop for lease Cluster at Long Thanh IZ.

- Deployment of Workshop Built to Suit projects based on client orders.

- Phase 2 Workshop for lease Project at Chau Duc IP, Ba Ria – Vung Tau.

- Business plan research for the leased land at Chau Duc IP, including potential cooperation with other investors, transfer of land use rights, transfer of land use rights along with attached assets, or other forms permitted by law.

- Long Phuoc 1 Industrial Cluster Project.

- Sona Riverview Urban Area Project.

- Business plan research for the leased land at Tan Duc IP – Ham Tan, Binh Thuan.

- Other projects: In the coming years, the BOD plans to continue researching and developing industrial real estate projects to sustain and expand the Company's core business in both local and out-of-province areas.

3. Plan to Enhance Corporate Governance Efficiency in 2025

- In 2025, the Board of Directors (BOD) will strengthen its direction and supervision over the Company's business operations, while also creating favorable conditions for the Executive Board to achieve the set targets and plans.

- Continue to issue and improve management regulations, further strengthen the inspection, monitoring, and evaluation processes regarding the implementation of the BOD's Resolutions.

Respectfully.

Recipients:

- As mentioned above;
- To be archived: General Meeting of Shareholders (GMS).

On behalf of the Board of Directors

Chairman



Nguyễn Văn Tuan

**SONADEZI CORPORATION
SONADEZI LONG THANH
SHAREHOLDING COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.:/TTr-SZL-BOD

Long Thanh, ... April 2025

PROPOSAL

**Regarding the Remuneration/Salary for 2024 and the Remuneration/Salary
for 2025 of the Board of Directors and the Supervisory Board
of Sonadezi Long Thanh Shareholding Company**

To: The 2025 Annual General Meeting of Shareholders.

Pursuant to:

- 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 Charter of Sonadezi Long Thanh Shareholding Company;

The Board of Directors of Sonadezi Long Thanh Shareholding Company respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of the remuneration for 2024 and the remuneration/salary for 2025 of the Board of Directors (BOD) and the Supervisory Board (SB) as follows:

I. Remuneration/Salary for the Board of Directors and the Supervisory Board in 2024:

- Salary of the Full-time Head of the Supervisory Board: VND 31,800,000/month
- Remuneration for BOD members (07 members): VND 8,000,000/person/month
- Remuneration for SB members and the Company Secretary (03 persons): VND 4,000,000/person/month

Based on the business performance in 2024, the actual remuneration for the Board of Directors and the Supervisory Board has been adjusted in accordance with Circular 28/2016/TT-BLĐTBXH, amounting to VND 1,581,000,000.

The total salary fund for the Full-time Head of the Supervisory Board, as determined in the final payroll settlement for the year, is VND 814,399,000.

II. Remuneration/Salary for the Board of Directors and the Supervisory Board in 2025:

- Remuneration for BOD members (07 members): VND 8,000,000/person/month
- Salary of the Full-time Head of the Supervisory Board: VND 31,800,000/month
- Remuneration for SB members and the Company Secretary (03 persons): VND 4,000,000/person/month

Based on the business performance in 2025, the salary fund for the Full-time Head of the Supervisory Board and the actual remuneration for the Board of Directors

and the Supervisory Board will be adjusted in accordance with Circular 28/2016/TT-BLĐTBXH.

The Board of Directors respectfully submits to the General Meeting of Shareholders (GMS) the authorization for the Board of Directors to approve adjustments related to salaries and remuneration within the authority of the GMS (if any) after Decree No. 44/2025/ND-CP comes into effect and official guidelines from the relevant authorities are issued. The Board of Directors will report these salary and remuneration adjustments at the next GMS meeting.

We respectfully submit this for the approval of the Annual General Meeting of Shareholders.

Respectfully, 

Recipients:

- As mentioned above;
- To be archived: General Meeting of Shareholders (GMS).

On behalf of the Board of Directors 

Chairman



Nguyễn Văn Tuan

**SONADEZI CORPORATION
SONADEZI LONG THANH
SHAREHOLDING COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Long Thanh, ... April 2025

To: The Annual General Meeting of Shareholders in 2025

**REPORT
EVALUATION OF THE INDEPENDENT BOARD OF DIRECTORS
FOR THE YEAR 2024**

The current independent board members of Sonadezi Long Thành consist of two members: Mr. Nguyen The Phong and Ms. Do Thi Quynh An.

In evaluating the performance of the Company's Board of Directors in 2024, the independent board members have provided the following overall assessment:

The Company's Board of Directors has operated with a sense of responsibility and transparency in its governance, fully complying with the regulations applicable to public companies. Board meetings were convened in a timely manner and conducted in accordance with the procedures stipulated in the Company's Charter and internal governance regulations. The agenda of each meeting was thoroughly and carefully discussed and evaluated by the Board members in order to establish directions and solutions that bring the highest benefits to the Company.

All decisions made at the Board meetings were approved by a majority vote, and the minutes of the meetings were comprehensively recorded and signed by the attending Board members.

1. Regarding Organizational Structure

According to Term V (2021-2026), the Board of Directors comprises a total of 7 members, including 2 independent board members and 2 board members involved in management.

All board members fully and actively participate in planning activities, compliance monitoring, strategic critique, and effectively ensure best practices in corporate governance.

2. Regarding the Operational Mechanism:

- In 2024, the Board of Directors held 4 regular meetings and 63 meetings to gather the Board's opinions. The meetings were convened and conducted according to a specific schedule, with all necessary documents prepared and in full compliance with the Company's Charter and legal regulations.

- Issues related to strategy, business plans, finance, corporate culture, and the development of the Company's management system were discussed, analyzed, and risks identified in a timely manner to ensure stability, safety, legal compliance, and the achievement of the plans set by the Board of Directors and the Shareholders' Meeting in 2024.

3. Regarding Governance and Supervision Results:

- Overall, the Board of Directors has effectively performed its role in implementing the plans, policies, and strategic directions set by the Shareholders' Meeting; it has also effectively supervised the CEO, ensuring that the company's operations are tightly controlled, aligned with the strategic direction, and that decisions are adjusted in a timely manner.

- The Board of Directors has complied with corporate governance regulations by convening both regular and extraordinary meetings, and by seeking opinions to promptly direct and issue decisions that are appropriate to the actual situation.

- The Board of Directors has fulfilled its roles and responsibilities in directing, supporting, and supervising the Executive Board to implement the matters approved by the Shareholders' Meeting and the Board of Directors, ensuring compliance with legal regulations while harmonizing the interests of the Company and its shareholders.

- Board members holding positions in the Executive Board regularly attend both regular and extraordinary meetings. The decisions of the Executive Board are analyzed and consulted with the Board of Directors to ensure the Company's best interests. Consequently, the Board always remains well-informed about the Company's operations and promptly updates itself on practical requirements.

- The Board of Directors pays special attention to risk management solutions to support the Executive Board in early identification of issues, helping the Company maintain sustainability and operational stability, and protecting investors' interests.

4. Conclusion:

- In accordance with the Board's operational plan, all tasks carried out by the Board in 2024 were aligned with the resolutions of the Shareholders' Meeting and complied with the Company's Charter and Governance Regulations.

- With a high sense of responsibility, unity, and cooperative spirit in executing its duties sincerely and prudently, the Board in 2024 implemented supervisory and directive measures to ensure that the Executive Board achieved the year's revenue and profit growth targets, thereby providing stable income for employees and safeguarding the interests of the Company and its shareholders.

Independent Board Member



Nguyen The Phong

Independent Board Member



Do Thi Quynh An

**SONADEZI CORPORATION
SONADEZI LONG THANH
SHAREHOLDING COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.:/BC-SZL-BKS

Long Thanh, ... April 2025

To: The 2025 Annual General Meeting of Shareholders

SUPERVISORY BOARD REPORT
On the Inspection and Supervision of Business Operations in 2024 at
Sonadezi Long Thanh Shareholding Company

Pursuant to the Law on Enterprises promulgated by the National Assembly;
Pursuant to the Charter of Sonadezi Long Thanh Shareholding Company.

The Supervisory Board hereby submits this report on the results of its inspection and supervision of the business operations of Sonadezi Long Thanh Shareholding Company (the "Company") for the year 2024, with the following specific contents:

I. ASSESSMENT OF THE 2024 AUDITED FINANCIAL STATEMENTS

1. Financial Statement Review:

Based on the audited financial statements for the fiscal year 2024, which were independently audited by RSM Vietnam Auditing and Consulting Company Limited, the Supervisory Board has conducted a comprehensive review and reached the following conclusions:

The audited financial statements for the fiscal year 2024 provide a true and fair view, in all material respects, of the Company's financial position as of December 31, 2024, as well as its business performance and cash flows for the fiscal year ended on the same date. The financial statements have been prepared in accordance with Vietnamese Accounting Standards (VAS), the Vietnamese Accounting System for enterprises, and all applicable legal regulations governing the preparation and presentation of financial statements.

2. Evaluation of Accounting Practices:

- The preparation and submission of reports, as well as compliance with tax obligations, have been carried out fully and in a timely manner in accordance with regulations.
- Accounting records have been maintained clearly and systematically, with supporting documents properly organized and archived, facilitating inspection and data reconciliation.
- Accounting books have been duly maintained in full compliance with applicable regulations.

II. RESULTS OF SUPERVISION OF BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE

Following the Supervisory Board's monitoring of the Company's activities in 2024, the following assessments have been made:

1. Business Performance:

a. Implementation of the 2024 Annual General Meeting of Shareholders' Resolution:

No.	Indicator	Unit	2024 Plan	2024 Actual	Actual/Plan (%)
1	Revenue and other income	Million VND	458,470	515,825	112.51%
2	Profit before tax	Million VND	106,550	126,364	118.60%
3	Profit after tax	Million VND	85,071	104,572	122.92%
4	Return on Equity (ROE)	%	22.86%	28.04%	122.66%
5	Taxes and other obligations payable to the state budget	Million VND	25,749	48,845	189.70%
6	Investment in Construction	Million VND	624,839	122,854	19.66%
	Capital construction investment expenses	Million VND	203,493	118,557	58.26%
	Compensation expenses for new projects	Million VND	421,346	4,297	1.02%
7	Projected dividend payout ratio	%	25%	-	-

In 2024, the Company successfully achieved its business and production plan in terms of revenue and profit. The net profit margin to equity exceeded the plan by 22.66%

b. Detailed Comparison of Business Performance with the Previous Year

Unit: Million VND

No.	Indicator	2024	2023	(%)
	<i>I</i>	<i>2</i>	<i>3</i>	<i>4=3/2</i>
1	Net revenue from sales of goods and services	488,192	441,071	110.68%
2	Cost of goods sold (COGS)	326,265	288,517	113.08%
3	Gross profit from sales of goods and services	161,927	152,554	106.14%
4	Financial income	24,777	25,149	98.52%
5	Financial expenses	3,907	2,802	139.44%
6	Selling expenses	4,356	3,751	116.13%
7	General and administrative expenses	44,903	46,269	97.05%
8	Operating profit	133,537	124,881	106.93%
9	Other profit	(7,173)	3,109	-230.70%

No.	Indicator	2024	2023	(%)
	<i>I</i>	<i>2</i>	<i>3</i>	<i>4=3/2</i>
10	Total accounting profit before tax	126,364	127,991	98.73%
11	Net profit after corporate income tax	104,572	103,215	101.31%

Analysis of Business Performance in 2024 Compared to the Previous Year:

- Net revenue from sales of goods and services increased by 10.68%, while the cost of goods sold (COGS) increased by 13.08% compared to the previous year. As a result, gross profit from sales of goods and services grew by 6.14% year over year.
- Financial income reached 98.52% of the previous year's figure.
- Net profit after tax increased by 1.31% compared to the previous year.

Detailed Business Performance by Activity:

Unit: Million VND

No.	Business Activity	Revenue	Cost of Goods Sold (COGS)	Gross Profit	Gross Profit Margin (%)
1	Industrial Land Leasing – Long Thanh IP	71,633	56,530	15,104	21.08%
2	Factory Leasing – Long Thanh IP	193,748	58,504	135,244	69.80%
3	Residential Leasing	4,944	2,207	2,737	55.37%
4	Residential and Land Development	-	1,011	(1,011)	-
5	Clean Water Supply	84,724	78,694	6,030	7.12%
6	Wastewater Treatment Services	66,706	57,107	9,599	14.39%
7	Gasoline Retail Business	57,018	55,792	1,226	2.15%
8	Chau Duc Industrial Park Project	9,251	15,827	(6,575)	(71.08%)
9	CCNLP Project	-	593	(593)	-
10	Other Activities	168	-	168	100.00%
Total		488,192	326,265	161,927	33.17%

In 2024, most of the Company's business sectors generated profits. The industrial park factory leasing business at Long Thanh Industrial Zone and the rental housing business achieved a high gross profit margin to revenue ratio.

c. Investment, Construction, and Asset Procurement:

- Financial Investments:

As of December 31, 2024, the total value of the Company's long-term financial investments in other enterprises is as follows:

Unit: Million VND

No	Company	Number of Shares	Equity Stake (%)	Investment Value (Million VND)	Dividend Yield in 2024 (%)	Dividend Received in 2024 (Million VND)
1	Sonadezi An Binh Shareholding Co.,	1,400,000	22%	24,500	6%	840
2	Sonadezi Services Shareholding Co.,	250,000	5%	2,500	20%	500
3	Sonadezi Long Binh Shareholding Co.,	2,521,456	8%	63,036	23% dividend for 2023 and 10% interim dividend for 2024	5,799 + 2,521
4	Sonadezi Chau Duc Shareholding Co.,	18,144,000	10%	221,760	10% dividend for 2023	12,096
5	Sonadezi Binh Thuan Shareholding Co.,	8,000,000	20%	80,000	-	-
Total				391,796		21,756

Evaluation of Financial Investment Performance: Based on the 2024 business performance of the affiliated companies, the Supervisory Board assesses that all capital investments have been effective, ensuring both capital preservation and growth.

- Capital Construction Investment Situation:

The 2024 capital construction investment plan, which was approved by the Annual General Meeting of Shareholders on April 4, 2024, amounted to VND 624,839 million. This includes: Capital construction investment: VND 203,493 million; Compensation expenses for projects: VND 421,346 million. As of December 31, 2024, the Company had implemented VND 122,854 million in capital construction investment. The breakdown is as follows:

- Long Thanh Industrial Zone: VND 39,311 million
- Factory leasing – Long Thanh Industrial Zone: VND 67,778 million
- Factory leasing – Chau Duc Industrial Park: VND 7,189 million
- Long Phuoc Industrial Cluster: VND 475 million
- Tam An Resettlement Area: VND 1,353 million
- Tam An Residential Area: VND 10 million

- Investment and Procurement of Fixed Assets

In 2024, the Company recorded fixed assets and investment properties as follows:

Unit: Million VND

No.	Asset	Value Increase	Value Decrease	Notes
1	Fixed Assets	7,838	(611)	
1.1	Long Thanh Industrial Zone	3,025	-	

No.	Asset	Value Increase	Value Decrease	Notes
1.2	Company Office	4,813	(611)	Disposal of fully depreciated but still usable assets
2	Investment Properties	50,195	(227)	
2.1	Factory leasing – Long Thanh Industrial Zone	46,935	(164)	
2.2	Factory leasing – Chau Duc Industrial Park	2,994	-	
2.3	Residential apartments for lease	266	(63)	

d. Receivables and Payables Overview

Unit: Million VND

No.	Debt Category	As of 01/01/2024		As of 31/12/2024	
		Overdue Receivables	Provision for Doubtful Debts	Overdue Receivables	Provision for Doubtful Debts
1	Infrastructure Business Receivables – Long Thanh Industrial Zone	6.186	5.656	6.161	6.161
Total		6.186	5.656	6.161	6.161

- Throughout 2024, the Executive Board actively monitored, followed up, and enforced debt collection from customers, addressing overdue accounts and applying necessary sanctions when required.

- The receivables and payables are all regularly revolving balances.

- As of December 31, 2024, the total overdue receivables amounted to VND 6,161 million. The Company has set up a provision for doubtful debts in accordance with regulations, totaling VND 6,161 million, with an additional VND 505 million in provisions recorded for 2024.

e. Inspections and Audits by Government Authorities

In 2024, the Company received inspection and audit delegations from various government authorities, including:

1. The Fire Prevention, Fighting, and Rescue Police Department of Dong Nai Province conducted a fire safety and rescue inspection at Sonadezi Long Thanh Petrol Station.
2. The State Audit Office of Vietnam audited the financial statements, as well as activities related to the management and utilization of state capital and assets for the fiscal year 2023 of the Industrial Zone Development Corporation (IZD Corporation).
3. The Ministry of Labor, Invalids and Social Affairs conducted an inspection on labor law compliance for the year 2023 at the Industrial Zone Development Corporation (IZD Corporation).

4. The Dong Nai Provincial Tax Department conducted a tax audit for the year 2017 and from 2019 to 2023.

In 2024, the Company was subject to administrative fines totaling VND 382,666,305 and tax arrears amounting to VND 2.365.819.234

2. Financial Position of the Company as of December 31, 2024

a. Structure of Total Assets and Capital Sources as of December 31, 2024

Unit: VND

Indicator	31/12/2024	01/01/2024
A. CURRENT ASSETS	<u>277,676,242,016</u>	<u>421,478,302,676</u>
I. Cash and cash equivalents	51,311,807,978	173,648,046,494
II. Short-term financial investments	20,000,000,000	70,000,000,000
III. Short-term receivables	78,861,464,889	54,385,732,034
IV. Inventories	117,313,775,033	116,184,070,781
V. Other current assets	10,189,194,116	7,260,453,367
B. NON-CURRENT ASSETS	<u>1,608,239,153,648</u>	<u>1,491,725,965,449</u>
I. Long-term receivables	3,680,592,539	3,680,592,539
II. Fixed assets	186,266,712,979	202,351,536,491
III. Investment properties	497,816,387,986	501,738,051,815
IV. Long-term work-in-progress assets	315,222,557,853	296,531,118,734
V. Long-term financial investments	391,796,400,000	270,836,400,000
VI. Other non-current assets	213,456,502,291	216,588,265,870
TOTAL ASSETS	<u>1,885,915,395,664</u>	<u>1,913,204,268,125</u>
C. LIABILITIES	<u>1,255,805,327,572</u>	<u>1,324,941,506,866</u>
I. Short-term liabilities	205,204,026,280	212,947,500,081
II. Long-term liabilities	1,050,601,301,292	1,111,994,006,785
D. OWNER'S EQUITY	<u>630,110,068,092</u>	<u>588,262,761,259</u>
I. Shareholders' equity	630,110,068,092	588,262,761,259
1. Contributed capital	291,148,400,000	291,148,400,000
2. Share premium	5,486,321,235	5,486,321,235
3. Treasury shares	(22,323,606,949)	(22,323,606,949)
4. Development investment fund	84,380,585,396	74,021,585,396
5. Retained earnings after tax	271,418,368,410	239,930,061,577
II. Other funds and capital sources	-	-
TOTAL CAPITAL SOURCES	<u>1,885,915,395,664</u>	<u>1,913,204,268,125</u>

b. Key Financial Indicators:

No.	Indicator	2024	2023
1. Asset Structure			
- Current assets / Total assets	%	14.72	22.13
- Non-current assets / Total assets	%	85.28	77.87

No.	Indicator	2024	2023
2. Capital Structure			
- Liabilities / Total capital	%	66.59	67.60
- Owner's equity / Total capital	%	33.41	32.40
- Liabilities / Owner's equity	times	1.96	2.22
3. Liquidity Ratios			
- Current ratio	times	1.35	2.32
- Quick ratio	times	0.35	1.33
4. Profitability Ratios			
- Return on Assets (ROA)	%	5.54	5.39
- Return on Equity (ROE)	%	28.04	28.46
- Net profit margin (Net Profit / Net Revenue)	%	21.42	23.40

Evaluation of the Company's Financial Position:

The liquidity ratios indicate a strong financial position, demonstrating the Company's ability to meet its short-term debt obligations as they become due.

The Debt-to-Equity ratio stands at 1.96 times (after deducting the Bonus and Welfare Fund), meaning liabilities exceed owner's equity. However, unearned revenue accounts for 51.36% of total liabilities, which significantly impacts the debt structure. Excluding unearned revenue, the Debt-to-Equity ratio would be 0.94, reflecting a more balanced capital structure.

Overall, the Company's business operations in 2024 were effective, as reflected in key financial indicators. The financial position remains sound and stable, with the Company successfully preserving and efficiently utilizing capital in its business activities.

c. Profit Distribution for 2023 in Accordance with the General Meeting of Shareholders' Resolution

The Company has executed the profit distribution for 2023 in full compliance with the Resolution of the General Meeting of Shareholders, as approved during the 2024 Annual General Meeting. Additionally, the Company has signed an audit contract for the 2024 financial statements with RSM Vietnam Auditing and Consulting Company Limited and has actively implemented its 2024 business plan.

III. EVALUATION OF THE MANAGEMENT AND ADMINISTRATION BY THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD

1. Assessment of Transactions Between the Company, Subsidiaries, and Other Controlled Entities (Over 50% Equity Ownership) with Members of the Board of Directors, the Executive Board, and Their Related Parties; and Transactions Between the Company and Entities Where a Board Member is a Founding Member or Has Held a Managerial Position in the Past Three Years Prior to the Transaction:

The assessment of transactions between the Company, its subsidiaries, and other entities under its control (holding over 50% equity ownership) with members of the Board of Directors, the Executive Board, and their related parties, as well as transactions between the Company and entities where a Board Member is a founding member or has held a managerial position within the past three years prior to the transaction, has been fully disclosed in the 2024 Corporate Governance Report, published on January 24, 2025, on the Company's official website.

2. Evaluation of the Board of Directors' Activities

- The Board of Directors (BOD) consists of seven members, including two members who concurrently hold executive positions within the Company. The BOD members have fully performed their functions and duties in accordance with legal regulations and the Company's Charter.

- The BOD has regularly convened and maintained periodic meetings in compliance with the Company's Charter. Additionally, to ensure timely decision-making and provide strategic direction for business operations, the BOD has frequently conducted written consultations with its members. The Supervisory Board assesses that the BOD's activities have effectively met the operational requirements of the Company.

- The BOD has maintained continuous oversight of the Executive Board's activities, ensuring the implementation of the General Meeting of Shareholders' resolutions and the Company's business operations. Furthermore, the BOD has closely collaborated with the Executive Board to provide comprehensive leadership and strategic direction for the Company's operations.

3. Evaluation of the Executive Board's Activities

- The Executive Board consists of four members, of whom two members were appointed on July 1, 2024.

- The Executive Board has effectively implemented the resolutions and decisions of the Board of Directors (BOD), managed business operations in accordance with the assigned plans, and exercised its functions and authority in full compliance with legal regulations and the Company's Charter.

IV. SUPERVISORY BOARD'S ACTIVITIES IN 2024

The Supervisory Board consists of three members, with the Head of the Supervisory Board working full-time at the Company. The Supervisory Board has

conducted regular meetings, assigned specific tasks to each member, and developed an annual work plan.

In 2024, the Supervisory Board carried out the following activities

- Monitored and supervised the activities of the Board of Directors (BOD) and the Executive Board, ensuring compliance in the management and execution of business operations. Additionally, the Supervisory Board reviewed the legal compliance, procedural accuracy, and issuance process of resolutions and decisions made by the BOD and the Executive Board.
- Reviewed and assessed the mid-year and year-end financial statements for 2024, while also monitoring the recording, updating, and maintenance of financial documents and accounting books.
- Inspected capital construction activities and the implementation of projects within the Company.
- Supervised the financial performance of entities in which the Company has equity investments by reviewing their financial statements, assessing the effectiveness of financial investments, and evaluating the financial stability of these entities.
- Income and remuneration for 2024.

Unit: VND

No.	Supervisory Board Member	Income	Remuneration	Total
1	Nguyen Thi Ngoc Trang	923,900,000	-	923,900,000
2	Trinh Thi Hoa	-	93,000,000	93,000,000
3	Duong Ngoc Truc Yen	-	93,000,000	93,000,000
Total		923,900,000	186,000,000	1,109,900,000

V. OBSERVATIONS AND RECOMMENDATIONS

1. Financial and Accounting Management

- The Company has complied with regulations regarding the preparation, submission of reports, and fulfillment of obligations to the State in a complete and timely manner. In 2024, the total tax and other obligations payable to the State amounted to VND 48,845 million, of which VND 45,544 million has already been paid.

- The Company successfully achieved its business and financial targets for revenue and profit. Regarding debt collection, the Executive Board has actively monitored, followed up, and enforced debt recovery from customers, addressing overdue receivables and implementing necessary sanctions where required. The Supervisory Board recommends that the Board of Directors (BOD) and the Executive Board continue to enhance receivables management, minimize new bad debts, and exercise strict control over cash flow and expenses.

- The Company must manage its loan portfolio efficiently, ensuring tight control over borrowings, and accelerate the implementation of approved projects to bring them into operation as soon as possible. This will help ensure the Company's ability to meet principal and interest repayment obligations.

2. Project Investment Management

In 2024, the Board of Directors (BOD) and the Executive Board have effectively directed and managed the activities of key projects, including Long Thanh Industrial Zone (IP), Tam An 1 Residential Area, and Long Phuoc 1 Industrial Cluster. The Company is continuing to work with relevant authorities to address issues related to compensation, site clearance, and adjustments to detailed construction planning to facilitate the execution and completion of projects under its investment.

The Supervisory Board recommends that the BOD and the Executive Board expedite the completion of legal procedures, accelerate project construction, and ensure safety, quality, and timely progress. Additionally, the Company should enhance the inspection, acceptance, and final settlement process to ensure compliance with regulations.

3. Corporate Governance

In accordance with the regulations and policies of Sonadezi Corporation, the Board of Directors (BOD) and the Executive Board of Sonadezi Long Thanh have established internal policies and regulations, refined the functions, responsibilities, and organizational structure of departments, and implemented information technology solutions to streamline administrative procedures and document processing.

The Supervisory Board recommends the following to the BOD and the Executive Board:

- The Company's internal control system is a comprehensive framework of regulations, procedures, and organizational structures designed to comply with legal requirements and ensure risk prevention, detection, and timely resolution. The Supervisory Board recommends that the BOD and the Executive Board continue reviewing and improving internal policies, procedures, and regulations to align with current legal requirements and evolving business objectives. This will enhance corporate governance efficiency. Additionally, internal audits should be strengthened to ensure effective risk control throughout the Company.
- The Company should continue to invest in employee training and professional development, enhancing the expertise of employees and the managerial capacity of executives, with the objective of improving organizational productivity and operational efficiency.

VI. SUPERVISORY BOARD'S PLAN FOR 2025

- Conduct inspection and supervision of the Board of Directors (BOD) and monitor the management and execution of business operations by the Executive Board. Review the legality, procedures, and issuance process of resolutions and decisions made by the BOD and the Executive Board in corporate governance.

- Oversee the implementation of the Company's business plan, monitor business operations and investment activities, ensuring compliance with the approved plans.

- Review and provide recommendations on contracts and transactions involving related parties, subject to the approval authority of the BOD or the General Meeting of Shareholders (GMS).

- Evaluate the Company's semi-annual and annual financial statements to ensure transparency and compliance with financial regulations.

- Propose the list of independent audit firms for the General Meeting of Shareholders' approval to conduct the audit of the Company's financial statements.

- Perform other duties and responsibilities as assigned to the Supervisory Board under its functions, authority, and responsibilities.

This report presents the Supervisory Board's findings and assessments on the Company's activities in 2024.

The Supervisory Board respectfully submits this report for the General Meeting of Shareholders' review and approval.

Sincerely,

Recipients:

- As mentioned above;
- To be archived: SB,

ON BEHALF OF THE SUPERVISORY BOARD



Nguyen Thi Ngoc Trang

U.S.J.
TY
AN
DEZ
HAN
-1.04

**SONADEZI CORPORATION
SONADEZI LONG THANH
SHAREHOLDING COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.:/TTr-SZL-BOD

Long Thanh, ... April 2025

PROPOSAL

Regarding the Selection of the Audit Firm for the 2025 Financial Statements

To: The Annual General Meeting of Shareholders in 2025.

Pursuant to:

- 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 Charter of Sonadezi Long Thanh Shareholding Company,

The Supervisory Board of the Company would like to propose a list of three independent audit firms approved by the State Securities Commission to audit organizations issuing securities, listed organizations, and securities trading organizations in 2025 as follows:

No.	Name of Audit Firm	Abbreviation	Business Registration Certificate No.	Contact Address
1	A&C Auditing and Consulting Co., Ltd.	A&C	No. 4102047448 (Issued on December 9, 2003)	02 Truong Son Street, Ward 2, Tan Binh District, Ho Chi Minh City
2	RSM Vietnam Auditing and Consulting Co., Ltd.	RSM	No. 0302361789 (Issued on June 27, 2016)	140 Nguyen Van Thu Street, Da Kao Ward, District 1, Ho Chi Minh City
3	Southern Auditing and Accounting Financial Consulting Services Co., Ltd.	AASCS	No. 035011729 (Issued on July 27, 2014)	29 Vo Thi Sau Street, District 1, Ho Chi Minh City

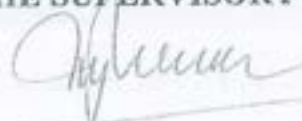
The Supervisory Board respectfully submits this proposal to the General Meeting of Shareholders for consideration and authorization of the Board of Directors to select one (1) out of the three (3) audit firms mentioned above to audit the 2025 financial statements of Sonadezi Long Thanh Joint Stock Company in accordance with State regulations.

Respectfully,

Recipients:

- As mentioned above;
- To be archived: General Meeting of Shareholders (GMS).

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD**



Nguyen Thi Ngoc Trang

**SONADEZI CORPORATION
SONADEZI LONG THANH
SHAREHOLDING COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.:/TTr-SZL-BOD

Long Thanh, ... April 2025

PROPOSAL

**Regarding Amendments to the Charter of
Sonadezi Long Thanh Shareholding Company**

To: The Annual General Meeting of Shareholders in 2025

*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;*

*Pursuant to 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;*

Pursuant to the Charter of Sonadezi Long Thanh Shareholding Company.

Based on a review of the company's current Charter, the Board of Directors recognizes that certain provisions need to be amended and supplemented in accordance with Law No. 03/2022/QH15, which came into effect on March 1, 2022. Therefore, the Board of Directors respectfully submits to the Annual General Meeting of Shareholders in 2025 for approval of the amendments and supplements to the Charter of Sonadezi Long Thanh Shareholding Company, specifically as follows:

No	Current Content	Proposed Amendments	Explanation
1	Article 1. Interpretation of Terms 1. In this Charter, the following terms shall be understood as follows:	Article 1. Interpretation of Terms 1. In this Charter, the following terms shall be understood as follows:	
	b. "Law on Enterprises" refers to Law No. 59/2020/QH14 dated June 17, 2020;	b. "Law on Enterprises" refers to Law No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022.	Update
	c. "Law on Securities" refers to Law No. 54/2019/QH14 dated November 26, 2019.	c. "Law on Securities" refers to Law No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024.	Update
		"The shareholder's contact address" refers to the address of the shareholder in the	Clarifies that the Company is only obligated to send

No	Current Content	Proposed Amendments	Explanation
		consolidated list of securities holders provided by the Vietnam Securities Depository and Clearing Corporation at the latest available time	documents and materials to the shareholder's address as provided by the Vietnam Securities Depository and Clearing Corporation
2	<p>Article 20. Conditions for Approval of Resolutions by the General Meeting of Shareholders</p> <p>1. Resolutions of the General Meeting of Shareholders on the following matters shall be approved if at least 65% of the total voting shares of all shareholders attending the meeting agree:</p> <p>...</p> <p>2. Except for the cases specified in Clauses 1 and 2 of this Article, resolutions of the General Meeting of Shareholders on other matters shall be approved when more than 50% of the total voting shares of all shareholders attending the meeting agree.</p>	<p>Article 20. Conditions for Approval of Resolutions by the General Meeting of Shareholders</p> <p>1. Resolutions of the General Meeting of Shareholders on the following matters shall be approved if at least 65% of the total voting shares of all shareholders attending and voting at the meeting agree:</p> <p>...</p> <p>2. Except for the cases specified in Clauses 1 and 2 of this Article, resolutions of the General Meeting of Shareholders on other matters shall be approved when more than 50% of the total voting shares of all shareholders attending and voting at the meeting agree.</p>	<p>Amended in accordance with Clause 5, Article 7 of Law No. 03/2022/QH15 dated January 11, 2022</p>
3	<p>Article 22. Resolutions and Minutes of the General Meeting of Shareholders</p> <p>g. Total number of votes for each voting issue, specifying the voting method, total valid and invalid votes, votes for approval, disapproval, and no opinion, and the corresponding ratio to the total voting rights of attending shareholders;</p> <p>....</p> <p>i. Full name and signature of the chairperson and secretary; if the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required details under this Clause; the minutes shall note the refusal of the chairperson or secretary to sign.</p>	<p>Article 22. Resolutions and Minutes of the General Meeting of Shareholders</p> <p>g. Total number of votes for each voting issue, specifying the voting method, total valid and invalid votes, votes for approval, disapproval, and no opinion, and the corresponding ratio to the total voting rights of attending and voting shareholders;</p> <p>....</p> <p>i. Full name and signature of the chairperson and secretary; if the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required details under this Clause; the minutes shall note the refusal of the chairperson or secretary to sign.</p>	<p>Amended in accordance with Clause 6, Article 7 of Law No. 03/2022/QH15 dated January 11, 2022</p>

No	Current Content	Proposed Amendments	Explanation
		The signatories of the minutes shall be jointly responsible for the accuracy and truthfulness of the contents recorded in the Board of Directors' meeting minutes. The chairperson and the minute taker shall bear personal liability for any damage caused to the company due to their refusal to sign the minutes, in accordance with Enterprise Law, the Company's Charter, and relevant legal regulations.	
4	<p>Article 29. Meetings of the Board of Directors</p> <p>...</p> <p>6. The Chairperson of the Board of Directors or the convener of the Board meeting must send the meeting invitation no later than three (03) working days before the meeting date. The meeting invitation must include the meeting materials and the voting ballots for members. The meeting invitation may be sent by paper, telephone, fax, or electronic means, ensuring delivery to the registered contact address of each Board member at the Company.</p>	<p>Article 29. Meetings of the Board of Directors</p> <p>...</p> <p>6. The Chairperson of the Board of Directors or the convener of the Board meeting must send the meeting invitation no later than three (03) working days before the meeting date. The meeting invitation must include the meeting materials and the voting ballots for members. The meeting invitation may be sent via invitation letter, phone message, email, fax, or other electronic means, ensuring delivery to the registered contact address of each Board member at the Company.</p>	Clarify the content
5	<p>Article 58. Settlement of Internal Disputes</p> <p>...</p> <p>2. If a mediation decision is not reached within six weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to Economic Arbitration or the Economic Court.</p> <p>3. Each party shall bear its own costs related to negotiation and mediation procedures. The payment of court costs shall be made in accordance with the court's ruling.</p>	<p>Article 58. Settlement of Internal Disputes</p> <p>...</p> <p>2. If a mediation decision is not reached within six weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to the Competent Court.</p> <p>3. Each party shall bear its own costs related to negotiation and mediation procedures. The payment of court costs shall be made in accordance with the Judgment/Decision of the Court.</p>	

The Charter of Sonadezi Long Thanh Shareholding Company, after amendments and supplements, consists of 21 chapters and 60 articles (*Draft Charter attached*).

Respectfully, *[Signature]*

Recipients:

- As mentioned above;
- To be archived: General Meeting of Shareholders (GMS).

On behalf of the Board of Directors *[Signature]*
Chairman



Nguyen Van Tuan

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

-----☸ ☐ ☹-----

DRAFT



SONADEZI
LONG THANH
MEMBER OF SONADEZI

CHARTER
SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh IZ, Tam An Commune, Long Thanh Dist, Dong Nai Province

Tel: 0251.3514494 – Fax: 0251.3514499

Dong Nai, On April 17, 2025



Table of Contents

INTRODUCTION.....	5
CHAPTER I. DEFINITION OF TERMS IN THE CHARTER	5
Article 1. Explanation of Terms.....	5
CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY	6
Article 2. Name, Form, Head Office, Branches, Representative Offices, and Duration of Operation of the Company.....	6
Article 3. Legal Representative of the Company	7
CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY	7
Article 4. Business Lines and Operational Objectives.....	7
Article 5. Scope of Business and Operations	7
CHAPTER IV. CHARTER CAPITAL AND SHARES.....	7
Article 6. Charter Capital and Shares.....	7
Article 7. Share Certificates	8
Article 9. Transfer of Shares	9
CHAPTER V. ORGANIZATIONAL AND MANAGEMENT STRUCTURE.....	9
Article 10. Organizational and Management Structure	9
CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS	9
Article 11. Rights of Shareholders	9
Article 12. Obligations of Shareholders.....	11
Article 13. General Meeting of Shareholders	12
Article 14. Rights and Obligations of the General Meeting of Shareholders	13
Article 15. Authorized Representatives	14
Article 16. Convening, Agenda, and Notification of the General Meeting of Shareholders	16
Article 17. Conditions for Conducting a General Meeting of Shareholders.....	17
Article 18. Procedures for Conducting and Voting at the General Meeting of Shareholders	18
Article 19. Forms of Passing Resolutions of the General Meeting of Shareholders ..	19

Article 20. Conditions for Resolutions of the General Meeting of Shareholders to Be Passed	20
Article 21. Authority and Procedure for Obtaining Shareholders' Opinions in Writing to Pass Resolutions of the General Meeting of Shareholders	20
Article 22. Resolutions and Minutes of the General Meeting of Shareholders	22
Article 23. Request for Cancellation of Resolutions of the General Meeting of Shareholders	23
CHAPTER VII. BOARD OF DIRECTORS.....	24
Article 24. Nomination and Candidacy for Members of the Board of Directors	24
Article 25. Composition and Term of Members of the Board of Directors.....	24
Article 26. Powers and Duties of the Board of Directors	26
Article 27. Remuneration, Salaries, and Other Benefits of Members of the Board of Directors	28
Article 28. Chairman of the Board of Directors.....	28
Article 29. Meetings of the Board of Directors.....	29
Article 30. Subcommittees of the Board of Directors	30
Article 31. Corporate Governance Officer	31
CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES	31
Article 32. Organization of the Management Structure.....	31
Article 33. Executives of the Company	32
Article 34. Appointment, Removal, Duties, and Powers of the General Director.....	32
CHAPTER IX. SUPERVISORY BOARD.....	33
Article 35. Nomination and Candidacy for Supervisory Board Members	33
Article 36. Composition and Term of the Supervisory Board	34
Article 37. Head of the Supervisory Board	34
Article 38. Rights and Duties of the Supervisory Board	35
Article 39. Meetings of the Supervisory Board	36
CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR, AND OTHER EXECUTIVES	37
Article 41. Duty of Care.....	37
Article 42. Duty of Loyalty and Avoidance of Conflicts of Interest	37
Article 43. Disclosure of Related Interests.....	38
Article 44. Contracts and Transactions with Related Persons	38
Article 45. Liability for Damages and Compensation	39
CHAPTER XI. RIGHT TO ACCESS BOOKS AND RECORDS.....	40

Article 46. Right to Access Books and Records	40
CHAPTER XII. EMPLOYEES AND TRADE UNION	40
Article 47. Employees and Trade Union	40
CHAPTER XIII. PROFIT DISTRIBUTION	41
Article 48. Profit Distribution	41
CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME	42
Article 49. Bank Accounts	42
Article 50. Fiscal Year	42
Article 51. Accounting Regime	42
CHAPTER XV. ANNUAL REPORTS, FINANCIAL STATEMENTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES	42
Article 52. Annual, Semi-Annual, and Quarterly Financial Statements	42
Article 53. Annual Report	42
CHAPTER XVI. AUDITING	42
Article 54. Auditing	42
CHAPTER XVII. COMPANY SEAL	43
Article 55. Company Seal	43
CHAPTER XVIII. DISSOLUTION OF THE COMPANY	43
Article 56. Dissolution of the Company	43
Article 57. Liquidation	44
CHAPTER XIX. INTERNAL DISPUTE RESOLUTION	45
Article 58. Internal Dispute Resolution	45
CHAPTER XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER	45
Article 59. Amendments and Supplements to the Charter	45
CHAPTER XXI. EFFECTIVE DATE	45
Article 60. Effective Date	45

INTRODUCTION

This Charter of Sonadezi Long Thanh Shareholding Company (hereinafter referred to as the “Company”) serves as the legal basis for all activities of the Company. The Charter, the Company’s regulations, and the resolutions of the General Meeting of Shareholders and the Board of Directors, if duly adopted in accordance with relevant laws, shall be the binding rules and regulations for conducting the Company’s business operations.

CHAPTER I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Explanation of Terms

1. In this Charter, the following terms are understood as follows:

a. “Charter Capital” refers to the total par value of shares sold and is stipulated in Article 6 of this Charter;

b. “Enterprise Law” refers to Enterprise Law No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022;

c. “Securities Law” refers to Securities Law No. 54/2019/QH14 dated November 26, 2019; as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;

d. “Manager” includes the Chairman of the Board of Directors, members of the Board of Directors, and executives;

e. “Executive” refers to the General Director, Deputy General Director, Chief Accountant, and Director;

f. “Family-related person” includes: spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law (of spouse), mother-in-law (of spouse), biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological younger sibling, brother-in-law, sister-in-law, biological brother of spouse, biological sister of spouse, younger sibling of spouse;

g. “Related person” refers to an individual or organization as defined in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law;

h. “Vietnam” refers to the Socialist Republic of Vietnam;

i. “Shareholder” refers to an individual or organization owning at least one share of the Company;

j. “Common Shareholder” refers to a shareholder owning common shares;

k. “Major Shareholder” refers to a shareholder owning 5% or more of the voting shares of the Company;

l. “Stock Exchange” refers to the Vietnam Stock Exchange and its subsidiaries.

m. “Shareholder’s contact address” refers to the address of the shareholder listed in the Consolidated List of Securities Owners provided by the Vietnam Securities Depository and Clearing Corporation at the most recent time.

2. In this Charter, references to one or more provisions or other documents include any amendments or replacement documents.

3. The headings (Chapters, Articles of this Charter) are used for the convenience of understanding the content and do not affect the content of this Charter.

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Head Office, Branches, Representative Offices, and Duration of Operation of the Company

1. Name of the Company

- Name in Vietnamese: CÔNG TY CỔ PHẦN SONADEZI LONG THÀNH
- Name in English: SONADEZI LONG THANH SHAREHOLDING COMPANY
- Trading Name: SONADEZI LONG THÀNH
- Abbreviated Name: SZL
- Company Logo:



2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.

3. The registered head office of the Company is:

- Address: Long Thanh Industrial Zone, Tam An Commune, Long Thanh District, Dong Nai Province
- Telephone: (84.251) 3514494
- Fax: (84.251) 3514499
- Email: longthanhiz@szl.com.vn
- Website: www.szl.com.vn

4. The Company may establish branches and representative offices in its business areas to achieve the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law. The branches of the Company include:

- Branch of Sonadezi Long Thanh Shareholding Company – Sonadezi Long Thanh Petroleum Station
- + Location: Road No. 1, Long Thanh Industrial Zone, An Phuoc Commune, Long Thanh District, Dong Nai Province, Vietnam
- Branch of Sonadezi Long Thanh Shareholding Company

+ Location: Chau Duc Industrial Park, Nghia Thanh Commune, Chau Duc District, Ba Ria – Vung Tau Province.

5. Unless terminated earlier under Article 56, the Company shall operate for an indefinite term.

Article 3. Legal Representative of the Company

1. The Company has one (01) legal representative. The General Director is the legal representative of the Company.

2. Rights and obligations of the legal representative:

a. The legal representative represents the Company in exercising rights and obligations arising from the Company's transactions, and represents the Company as the requester in resolving civil matters, as plaintiff, defendant, or a person with related rights and obligations before Arbitration or Courts.

b. The legal representative performs responsibilities under Article 13 of the Enterprise Law and other rights and obligations as stipulated by current laws.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY

Article 4. Business Lines and Operational Objectives

1. Business lines: as per Appendix No. 01/PLDL attached to this Charter.

2. Operational objectives of the Company: The Company was established to invest in the construction and development of industrial urban areas, residential areas, and related services to continuously develop the Company, create stable employment for workers, ensure benefits for shareholders, contribute to increasing budget revenue, and facilitate the economic development of Dong Nai Province and the entire country.

Article 5. Scope of Business and Operations

The Company is permitted to conduct business activities in the industries and professions specified in this Charter, which have been registered, amended, and notified to the business registration authority and published on the National Business Registration Portal.

CHAPTER IV. CHARTER CAPITAL AND SHARES

Article 6. Charter Capital and Shares

1. The charter capital of the Company is 291,148,400,000 VND (*In words: Two hundred ninety-one billion, one hundred forty-eight million, four hundred thousand Vietnamese Dong*).

The total charter capital of the Company is divided into 29,114,840 shares with a par value of 10,000 VND per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.

3. All shares of the Company as of the date of adoption of this Charter are common shares.

4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in compliance with legal regulations.

5. Common shares must be offered preferentially to existing shareholders in proportion to their ownership percentage of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The shares not subscribed for by shareholders shall be decided upon by the Company's Board of Directors. The Board of Directors may distribute those shares to other entities under conditions and methods deemed appropriate by the Board, but such shares must not be sold under more favorable conditions than those offered to existing shareholders, except with the approval of the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in accordance with the methods specified in this Charter and current laws.

7. The Company may issue other types of securities in accordance with legal regulations.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.

2. A share is a type of security that confirms the lawful rights and benefits of the owner with respect to a portion of the Company's charter capital. Shares must contain all the details as stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within thirty (30) days from the date of submitting complete documentation requesting the transfer of share ownership as per the Company's regulations, or within two (02) months (or another period specified in the issuance terms) from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan, shareholders shall be issued share certificates. Shareholders are not required to bear the cost of printing share certificates for the Company.

4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be reissued a share certificate by the Company upon their request. The shareholder's request must include the following details:

a. Information about the share certificate that was lost, damaged, or destroyed in another form;

b. A commitment to bear responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company shall be issued with the signature of the legal representative and the Company's seal.

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise stipulated by this Charter or the law. The Company's shares, which have been registered for trading on the HOSE (Ho Chi Minh Stock Exchange), shall be transferred in accordance with the regulations of securities and stock market laws.

2. Shares that have not been fully paid for may not be transferred or entitled to related benefits, such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, or other benefits as prescribed by law.

3. In the event that a shareholder who is an individual dies, the heir under a will or by law of that shareholder shall become a shareholder of the Company. If the shares of a deceased individual shareholder have no heir, the heir refuses to accept the inheritance, or the heir is deprived of inheritance rights, such shares shall be handled in accordance with civil law regulations.

4. Shareholders have the right to gift part or all of their shares to others or use their shares to settle debts. In such cases, the recipient of the gift or the person receiving shares as debt settlement shall become a shareholder of the Company upon completion of the transfer procedures as stipulated by this Charter and relevant laws.

CHAPTER V. ORGANIZATIONAL AND MANAGEMENT STRUCTURE

Article 10. Organizational and Management Structure

The organizational and management structure of the Company includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board;
4. General Director.

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Common shareholders have the following rights:

a. To attend and speak at the General Meeting of Shareholders and exercise voting rights directly, through an authorized representative, or by other means as stipulated by the Company's Charter and the law. Each common share carries one vote.

b. To receive dividends at the rate decided by the General Meeting of Shareholders;

c. To be given priority to purchase new shares in proportion to their ownership percentage of common shares in the Company;

d. To freely transfer their shares to others, except in cases specified in Clause 2, Article 9 of this Charter;

e. To review, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request corrections of inaccurate personal information;

f. To review, look up, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets proportional to their ownership of shares in the Company;

h. To request the Company to repurchase their shares in cases specified in Article 132 of the Enterprise Law;

i. To be treated equally;

j. To have full access to periodic and extraordinary information disclosed by the Company as required by law;

k. To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Enterprise Law;

l. Other rights as stipulated by law and this Charter.

2. A shareholder or a group of shareholders holding 5% or more of the total number of common shares has the following rights:

a. To request the Board of Directors to convene a General Meeting of Shareholders in cases where the Board of Directors seriously violates shareholders' rights, the obligations of managers, or makes decisions exceeding its delegated authority, and in accordance with Clauses 3 and 4, Article 13 of this Charter;

b. To review, look up, and extract the minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions requiring approval by the Board of Directors, as well as other documents, except for those related to the Company's trade secrets or business secrets;

c. To request the Supervisory Board to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be made in writing and include the following details: full name, contact address, nationality, and number of legal identification document for individual shareholders; name, enterprise code or legal document number, and head office address for organizational shareholders; the number of shares and the date of share registration of each shareholder, the total number of shares of the group of shareholders, and the ownership percentage of the total shares of the Company; the issue to be inspected and the purpose of the inspection;

d. To propose matters to be included in the agenda of the General Meeting of Shareholders in accordance with Clause 4, Article 16 of this Charter;

e. Other rights as stipulated by law and this Charter.

3. A shareholder or a group of shareholders holding 5% or more of the total number of common shares has the right to nominate candidates to the Board of Directors and the Supervisory Board in accordance with the provisions of Clause 2, Article 24, and Clause 2, Article 35 of this Charter, respectively. Common shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the attending shareholders of the formation of such a group before the opening of the General Meeting of Shareholders.

Article 12. Obligations of Shareholders

Common shareholders have the following obligations:

1. To be liable for the debts and other property obligations of the Company within the amount of capital contributed to the Company;

2. Not to withdraw the capital contributed in the form of common shares from the Company in any manner, except in cases where the shares are repurchased by the Company or others. If a shareholder withdraws part or all of the contributed share capital in violation of this clause, that shareholder and any related beneficiaries in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any resulting damages.

3. To comply with the Company's Charter and internal management regulations, and to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

4. To keep confidential the information provided by the Company in accordance with the Company's Charter and the law; to use the provided information solely to exercise and protect their lawful rights and interests; and to strictly prohibit the dissemination, copying, or sharing of information provided by the Company with other organizations or individuals.

5. To attend the General Meeting of Shareholders and exercise voting rights through the following methods:

- a. Attending and voting directly at the meeting;
- b. Authorizing another individual or organization to attend and vote at the meeting;
- c. Attending and voting via online conference, electronic voting, or other electronic means;
- d. Sending voting ballots to the meeting via mail, fax, or email.

6. To bear personal liability when acting in the name of the Company in any form to perform any of the following acts:

- a. Violating the law;
 - b. Conducting business or other transactions for personal gain or to serve the interests of another organization or individual;
 - c. Paying off debts not yet due in the face of financial risks to the Company.
7. To fulfill other obligations as stipulated by law and this Charter.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders entitled to vote and is the highest decision-making body of the Company. The General Meeting of Shareholders holds an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not beyond six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders decides on matters as stipulated by law and the Company's Charter, particularly approving the audited annual financial statements. If the audit report of the Company's annual financial statements contains material exceptions, an adverse audit opinion, or a disclaimer of opinion, the Company must invite a representative of the auditing organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders.

3. 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 required by law;
- c. At the request of a shareholder or group of shareholders as specified in Clause 2, Article 11 of this Charter; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing the signatures of the relevant shareholders, or the request may be compiled in multiple copies with the collected signatures of the relevant shareholders;
- d. At the request of the Supervisory Board;
- e. Other cases as stipulated by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date when the number of remaining members of the Board of Directors or the Supervisory Board falls as specified in Clause 3(b) of this Article, or from the date of receiving a request as specified in Clause 3(c) and Clause 3(d) of this Article;

b. If the Board of Directors fails to convene the General Meeting of Shareholders as specified in Clause 4(a) of this Article, within the next thirty (30) days, the Supervisory Board must replace the Board of Directors in convening the General

Meeting of Shareholders in accordance with Clause 3, Article 140 of the Enterprise Law;

c. If the Supervisory Board fails to convene the General Meeting of Shareholders as specified in Clause 4(b) of this Article, the shareholder or group of shareholders specified in Clause 3(c) of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Enterprise Law. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting, and making decisions at the General Meeting of Shareholders. All costs related to convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the meeting, including accommodation and travel expenses.

d. The procedures for organizing the General Meeting of Shareholders are as specified in Clause 2, Article 16 of this Charter.

Article 14. Rights and Obligations of the General Meeting of Shareholders

1. The annual General Meeting of Shareholders discusses and approves the following matters:

- a. The Company's annual business plan;
- b. The audited annual financial statements;
- c. The Board of Directors' report on governance and the performance results of the Board of Directors and each of its members;
- d. The Supervisory Board's report on the Company's business performance, the performance of the Board of Directors, and the General Director;
- e. The Supervisory Board's self-assessment report on its performance and that of each of its members;
- f. The dividend rate for each share of each type.

2. In addition to the matters specified in Clause 1 of this Article, the annual and extraordinary General Meetings of Shareholders discuss and approve the following matters:

- a. Approval of the Company's development orientation;
- b. Decisions on the types of shares and the total number of shares of each type authorized for offering;
- c. Election, removal, or dismissal of members of the Board of Directors and the Supervisory Board;
- d. Decisions on investments or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e. Decisions on amendments and supplements to the Company's Charter;
- f. Decisions on the repurchase of more than 10% of the total number of sold shares of each type;

- g. Review and handling of violations by members of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
- h. Decisions on reorganization or dissolution of the Company;
- i. Decisions on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j. Approval of the internal governance regulations, the operating regulations of the Board of Directors, and the operating regulations of the Supervisory Board;
- k. Approval of the list of independent auditing organizations to audit the Company's financial statements; decisions on the independent auditing organization to inspect the Company's operations, and dismissal of an independent auditor when deemed necessary;
- l. The signing of contracts and transactions as specified in Clause 5, Article 44 of this Charter;
- m. Other rights and obligations as stipulated by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorized Representatives

1. Authorized Representatives of Institutional Shareholders

a. An institutional shareholder must authorize an individual as its representative in accordance with the following provisions:

- A shareholder owning up to less than 10% of the total shares may authorize 01 representative.
- A shareholder owning from 10% to less than 20% of the total shares may authorize up to 02 representatives.
- A shareholder owning from 20% to less than 30% of the total shares may authorize up to 03 representatives.
- A shareholder owning from 30% to less than 40% of the total shares may authorize up to 04 representatives.
- A shareholder owning from 40% to less than 50% of the total shares may authorize up to 05 representatives.
- A shareholder owning from 50% to less than 60% of the total shares may authorize up to 06 representatives.
- A shareholder owning 60% or more of the total shares may authorize up to 07 representatives.

b. In cases where an institutional shareholder appoints multiple authorized representatives, it must specify the number of shares for each representative. If the shareholder does not specify the corresponding number of shares for each authorized representative, the shares shall be equally divided among the number of authorized representatives.

c. The document appointing an authorized representative must be notified to the Company and shall only take effect with respect to the Company from the date the Company receives the document. The document appointing an authorized representative must include the following key details:

- Name, enterprise code, and head office address of the shareholder;
- Number of authorized representatives and the ownership percentage of shares or contributed capital corresponding to each authorized representative;
- Full name, contact address, nationality, and legal identification document number of each authorized representative;
- Duration of authorization for each representative, specifying the start date of representation;
- Full name and signature of the legal representative of the shareholder and of the authorized representative.

d. An authorized representative must meet the following standards and conditions:

- Not falling under the subjects specified in Clause 2, Article 17 of the Enterprise Law;
- Shareholders that are state-owned enterprises as defined in Clause 1(b), Article 88 of the Enterprise Law must not appoint family-related persons of the enterprise's managers or of the person with authority to appoint such managers as authorized representatives at the Company.

2. Authorization to Attend the General Meeting of Shareholders

a. A shareholder or an authorized representative of an institutional shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting, or attend via one of the methods specified in Clause 3, Article 144 of the Enterprise Law.

b. The authorization for an individual or organization to represent and attend the General Meeting of Shareholders as specified in Clause 2(a) of this Article must be made in writing. The authorization document must comply with civil law regulations and include the following details: the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party. The authorized person attending the General Meeting of Shareholders must present the authorization document upon registration for the meeting. In cases of re-authorization, the attendee must also present the original authorization document from the shareholder or the authorized representative of the institutional shareholder (if it has not been previously registered with the Company).

c. The voting ballot of an authorized person attending the meeting within the scope of authorization remains valid in the following cases:

- The authorizing party has died, has limited civil act capacity, or has lost civil act capacity;
- The authorizing party has revoked the authorization appointment;
- The authorizing party has canceled the authority of the person performing the authorization.

This provision does not apply if the Company receives notification of one of the above events prior to the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16. Convening, Agenda, and Notification of the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders, or the General Meeting of Shareholders is convened extraordinarily in the cases specified in Clause 4(b) or Clause 4(c), Article 13 of this Charter.

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

a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders; the list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than ten (10) days prior to the date of sending the meeting invitation notice; the Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

d. Draft resolutions of the General Meeting of Shareholders based on the anticipated content of the meeting;

e. Determine the time and venue of the meeting;

f. Notify and send the meeting invitation notice to all shareholders entitled to attend;

g. Perform other tasks in service of the meeting.

3. The meeting invitation notice for the General Meeting of Shareholders must be sent to all shareholders by a method ensuring it reaches their contact address, and simultaneously published on the Company's website, the State Securities Commission, and the Stock Exchange. The person convening the General Meeting of Shareholders must send the meeting invitation notice to all shareholders on the list of eligible attendees no later than twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is sent or validly dispatched). The agenda of the General Meeting of Shareholders and related documents concerning matters to be voted on at the meeting must be posted on the Company's website. The meeting invitation

notice must clearly specify the link to all meeting documents for shareholders to access, including:

- a. The meeting agenda and documents to be used during the meeting;
- b. The list and detailed information of candidates in the case of electing members

of the Board of Directors or the Supervisory Board;

- c. Voting ballots;
- d. Draft resolutions for each matter on the meeting agenda.

4. A shareholder or group of shareholders as specified in Clause 2, Article 11 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than five (05) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the matter proposed for inclusion in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject a proposal specified in Clause 4 of this Article in the following cases:

- a. The proposal is not sent in accordance with the provisions of Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five (5)% of the common shares as required by Clause 2, Article 11 of this Charter;
- c. The proposed matter falls outside the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as stipulated by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the anticipated agenda and content of the meeting, except in the cases specified in Clause 5 of this Article. The proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 17. Conditions for Conducting a General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting rights of the Company.

2. If, within thirty (30) minutes from the scheduled commencement time, the meeting does not meet the conditions stipulated in Clause 1 of this Article, a second meeting invitation notice shall be sent within 30 days from the intended date of the first meeting. The General Meeting of Shareholders convened for the second time shall be conducted when the number of attending shareholders represents at least 33% of the total voting rights of the Company.

3. If, within thirty (30) minutes from the scheduled commencement time, the second convened meeting does not meet the conditions stipulated in Clause 2 of this Article, a third meeting invitation notice must be sent within 20 days from the intended date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total number of voting rights represented by the attending shareholders.

Article 18. Procedures for Conducting and Voting at the General Meeting of Shareholders

1. Before the meeting commences, the Company must carry out the registration of attending shareholders and continue the registration until all shareholders entitled to attend have completed their registration.

2. During the registration process, shareholders or their representatives shall be issued a voting card and a ballot, which shall record the registration number, the full name of the shareholder or their representative, and the number of voting rights of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by indicating approval, disapproval, or no opinion. During voting at the meeting, shareholders shall raise their voting cards and mark the corresponding box on the ballot. After collecting and counting the ballots, the total number of votes for approval, disapproval, no opinion, or invalid votes for each issue shall be announced by the chairperson before the meeting concludes.

3. Shareholders or authorized representatives arriving after the meeting has commenced may still register and participate in voting immediately after registration; the chairperson is not obliged to pause the meeting to allow late arrivals to register, and the validity of matters already voted on prior to their arrival remains unaffected.

4. The election of the chairperson, secretary, and vote-counting committee shall be regulated as follows :

a. The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one among themselves to chair the meeting based on a majority vote. If no chairperson is elected, the Head of the Supervisory Board shall preside over the meeting to enable the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall serve as the chairperson;

b. Except for the cases specified in point a, Clause 4 of this Article, the person signing the meeting convening notice shall preside over the meeting to enable the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall serve as the chairperson;

c. The chairperson shall appoint one or more individuals as the secretary of the meeting;

d. The General Meeting of Shareholders shall elect one or more individuals to the vote-counting committee upon the proposal of the chairperson.

5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically outline the time allocated for each issue in the meeting's content.

6. The convener or chairperson has the authority to take necessary and reasonable measures to manage the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees, including:

a. Requiring all attendees to undergo inspections or other lawful and reasonable security measures;

b. Requesting competent authorities to maintain order at the meeting; expelling individuals who fail to comply with the chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders;

c. Arranging seating at the meeting venue;

d. Ensuring the safety of all individuals present at the meeting venues;

e. Facilitating shareholders' participation (or continued participation) in the meeting.

7. The chairperson has the right to postpone the General Meeting of Shareholders, for which sufficient shareholders have registered, for a maximum of three (3) working days from the scheduled commencement date, and may only postpone the meeting or change its venue in the following cases:

a. The meeting venue lacks sufficient convenient seating for all attendees;

b. The communication facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote;

c. An attendee obstructs or disrupts order, posing a risk that the meeting cannot be conducted fairly and lawfully.

8. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and preside over the meeting until its conclusion; all resolutions passed at that meeting shall remain valid and enforceable

9. Online General Meetings of Shareholders shall be conducted in accordance with the Company's Internal Governance Regulations.

Article 19. Forms of Passing Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall pass resolutions within its authority either by voting at the meeting or by obtaining written opinions.

2. Resolutions of the General Meeting of Shareholders on the following matters must be passed by voting at the meeting:

- a. Approval of the audited annual financial statements;
- b. The Company's development orientation;
- c. Election, removal, or dismissal of members of the Board of Directors and the Supervisory Board;
- d. Reorganization or dissolution of the Company.

Article 20. Conditions for Resolutions of the General Meeting of Shareholders to Be Passed

1. Resolutions of the General Meeting of Shareholders on the following matters shall be passed if approved by at least 65% of the total voting rights of all shareholders attending and voting at the meeting:

- a. Types of shares and the total number of shares of each type;
- b. Changes in the Company's business lines, sectors, and fields;
- c. Changes in the Company's organizational and management structure;
- d. Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e. Reorganization or dissolution of the Company.

2. The election of members of the Board of Directors and the Supervisory Board shall be conducted in accordance with Clause 3, Article 148 of the Enterprise Law and the Company's Internal Governance Regulations.

3. Except for the cases specified in Clauses 1 and 2 of this Article, resolutions of the General Meeting of Shareholders on other matters shall be passed if approved by more than 50% of the total voting rights of all shareholders attending and voting at the meeting.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective, even if the procedures for convening the meeting and passing such resolutions violate the provisions of the Enterprise Law and the Company's Charter.

Article 21. Authority and Procedure for Obtaining Shareholders' Opinions in Writing to Pass Resolutions of the General Meeting of Shareholders

1. The Board of Directors has the authority to obtain shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except in cases specified in Clause 2, Article 19 of this Charter.

2. The Board of Directors shall prepare the opinion form, draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders entitled to vote at least ten (10) days before the deadline for returning the completed opinion forms. The list of shareholders to whom the opinion forms are sent shall be prepared in accordance with point a, Clause 2,

Article 16 of this Charter. The requirements and methods for sending the opinion forms and accompanying documents shall comply with Clause 3, Article 16 of this Charter, except for the time requirement.

3. The opinion form must contain the following key details:

- a. Name, address of the principal office, and company code;
- b. Purpose of obtaining opinions;
- c. Full name, contact address, nationality, and number of legal identification document for individual shareholders; or name, enterprise code or number of legal identification document, and address of the principal office for organizational shareholders; or full name, contact address, nationality, and number of legal identification document of the representative of an organizational shareholder; the number of shares of each type and the number of voting rights of the shareholder;
- d. Issues requiring opinions for approval;
- e. Voting options, including approval, disapproval, and no opinion for each issue;
- f. Deadline for returning the completed opinion form to the Company;
- g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return the completed opinion form to the Company by mail, fax, or email, subject to the following provisions:

a. If sent by mail, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an organizational shareholder. The opinion form sent to the Company must be enclosed in a sealed envelope and must not be opened by anyone before the vote counting;

b. If sent by fax or email, the opinion form sent to the Company must remain confidential until the vote counting;

c. Opinion forms received by the Company after the deadline specified in the form, or those opened (if sent by mail) or disclosed (if sent by fax or email), shall be deemed invalid. Opinion forms not returned shall be considered as not participating in the voting.

5. The Board of Directors shall count the votes and prepare a vote-counting record in the presence of the Supervisory Board or a shareholder who does not hold a managerial position in the Company. The vote-counting record must contain the following key details:

- a. Name, address of the principal office, and company code;
- b. Purpose and issues requiring opinions for passing resolutions;
- c. Number of shareholders and total voting rights participating in the voting, distinguishing between valid and invalid votes and the method of submission, accompanied by an appendix listing the participating shareholders;
- d. Total number of votes for approval, disapproval, and no opinion for each issue;

e. Issues approved and the corresponding approval voting ratio;

f. Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote-counting supervisor.

Members of the Board of Directors, the vote counter, the legal representative of the Company, and the vote-counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote-counting record and jointly liable for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote-counting record and resolution must be published on the Company's website within twenty-four (24) hours from the completion of vote counting and disclosed in accordance with securities market regulations.

7. Completed opinion forms, the vote-counting record, the full text of the approved resolution, and related documents sent with the opinion forms must be retained at the Company's principal office.

8. Resolutions on the following matters, passed by obtaining shareholders' opinions in writing, require the approval of shareholders holding at least 65% of the total voting rights of all shareholders entitled to vote:

a. Types of shares and the total number of shares of each type offered for sale;

b. Changes in business lines, sectors, and fields;

c. Changes in the Company's organizational and management structure;

d. Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements.

9. Except for the matters specified in Clause 8 of this Article, resolutions on other matters passed by obtaining shareholders' opinions in writing must be approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

10. Resolutions passed by obtaining shareholders' opinions in writing under this Article shall have the same validity as resolutions passed at a General Meeting of Shareholders.

Article 22. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, and may also be prepared in a foreign language, containing the following key details:

a. Name, address of the principal office, and company code;

b. Time and venue of the General Meeting of Shareholders;

c. Meeting agenda and content;

d. Full name of the chairperson and secretary;

e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;

f. Number of shareholders and total voting rights of attending shareholders, with an appendix listing registered shareholders and their representatives, including the number of shares and corresponding votes;

g. Total number of votes for each voting issue, specifying the voting method, total valid and invalid votes, votes for approval, disapproval, and no opinion, and the corresponding ratio to the total voting rights of attending and voting shareholders;

h. Issues approved and the corresponding approval voting ratio;

i. Full name and signature of the chairperson and secretary; if the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required details under this Clause; the minutes shall note the refusal of the chairperson or secretary to sign. The signatories of the minutes shall be jointly responsible for the accuracy and truthfulness of the contents recorded in the Board of Directors' meeting minutes. The chairperson and the minute taker shall bear personal liability for any damage caused to the company due to their refusal to sign the minutes, in accordance with Enterprise Law, the Company's Charter, and relevant legal regulations.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson, secretary, or other signatories of the minutes shall be jointly responsible for the truthfulness and accuracy of the minutes' content.

3. Resolutions, minutes of the General Meeting of Shareholders, all attached documents (if any), and related documents accompanying the meeting invitation notice must be published on the Company's website within twenty-four (24) hours from the meeting's conclusion and disclosed in accordance with securities market regulations.

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix listing registered shareholders with their signatures, powers of attorney for meeting attendance, all attached documents (if any), and related documents accompanying the meeting invitation notice must be retained at the Company's principal office.

Article 23. Request for Cancellation of Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution, minutes of the General Meeting of Shareholders, or vote-counting record for obtaining opinions, a shareholder or group of shareholders as specified in Clause 2, Article 11 of this Charter may request a Court or Arbitration to review and cancel a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and this Charter, except in cases specified in Clause 4, Article 20 of this Charter.

2. The content of the resolution violates the law or this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 24. Nomination and Candidacy for Members of the Board of Directors

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website, allowing shareholders to learn about the candidates prior to voting. Candidates for the Board of Directors must provide a written commitment confirming the truthfulness and accuracy of their disclosed personal information and must pledge to perform their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. The information related to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth;
- b. Professional qualifications;
- c. Work experience;
- d. Other managerial positions (including positions on the Board of Directors of other companies);
- e. Interests related to the Company and its related parties;
- f. Information about companies where the candidate currently holds a position as a member of the Board of Directors, other managerial roles, and any interests related to the Company (if applicable).

2. Shareholders have the right to combine their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 20%, up to two (02) candidates; from 20% to less than 30%, up to three (03) candidates; from 30% to less than 40%, up to four (04) candidates; from 40% to less than 50%, up to five (05) candidates; from 50% to less than 65%, up to six (06) candidates; and from 65% or more, up to seven (07) candidates.

3. If the number of candidates for the Board of Directors through nomination and candidacy remains insufficient as required by Clause 1, Article 25 of this Charter, the incumbent Board of Directors may introduce additional candidates. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes on the election of Board members.

Article 25. Composition and Term of Members of the Board of Directors

1. The number of members of the Board of Directors is seven (07).
2. The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for a maximum of two (02) consecutive terms. If all members of the Board of Directors

complete their terms simultaneously, they shall continue to serve as members until new members are elected to replace them and assume their duties.

3. The structure of the Board of Directors is as follows:

The composition of the Company's Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall limit, to the greatest extent possible, members of the Board of Directors from concurrently holding executive positions in the Company to ensure the independence of the Board. The total number of independent members of the Board of Directors must include at least two (02) independent members.

4. A member of the Board of Directors shall no longer hold their position if removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.

5. The appointment of members of the Board of Directors must be disclosed in accordance with regulations on information disclosure in the securities market.

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

a. Not fall under the categories specified in Clause 2, Article 17 of the Enterprise Law;

b. Possess professional qualifications and experience in business administration or in the field, sector, or industry of the Company's operations, and not necessarily be a shareholder of the Company;

c. May concurrently serve as a member of the Board of Directors of no more than five (05) other companies;

d. Must not be a related person of:

— The General Director or other managers of the Company;

— Managers or persons authorized to appoint managers of Sonadezi Corporation.

7. Independent members of the Board of Directors must meet the following standards and conditions:

a. Not currently employed by the Company, its parent company, or subsidiaries; and not having worked for the Company, its parent company, or subsidiaries for at least the preceding three (03) consecutive years;

b. Not receiving a salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to under regulations;

c. Not having a spouse, biological or adoptive parent, biological or adoptive child, or biological sibling who is a major shareholder of the Company, or a manager of the Company or its subsidiaries;

d. Not directly or indirectly owning at least 1% of the total voting shares of the Company;

e. Not having served as a member of the Board of Directors or Supervisory Board of the Company for at least the preceding five (05) consecutive years, except in cases of being appointed for two (02) consecutive terms.

8. Independent members of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions specified in Clause 7 of this Article and shall automatically cease to be independent members from the date they no longer meet these standards and conditions. The Board of Directors must report the case of an independent member no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member within six (06) months from the date of receiving the relevant independent member's notification.

9. Removal, dismissal, replacement, and supplementation of members of the Board of Directors:

a. The General Meeting of Shareholders may remove a member of the Board of Directors if that member no longer meets the standards and conditions under Clause 6 of this Article or submits a resignation letter that is accepted;

b. The General Meeting of Shareholders may dismiss a member of the Board of Directors if that member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

c. When deemed necessary, the General Meeting of Shareholders may decide to replace, remove, or dismiss a member of the Board of Directors outside the cases specified in points a and b of Clause 9 of this Article;

d. The Board of Directors must convene a General Meeting of Shareholders to elect additional members if the number of members decreases by more than one-third (1/3) of the number stipulated in this Charter. In such cases, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of members decreases by more than one-third (1/3);

e. Except in the case specified in point d of this Clause, the General Meeting of Shareholders shall elect a new member to replace a member who has been removed or dismissed at the nearest meeting.

Article 26. Powers and Duties of the Board of Directors

1. The Board of Directors is the Company's management body, with full authority to act on behalf of the Company to decide and exercise the Company's rights and duties, except for those under the authority of the General Meeting of Shareholders.

2. The rights and duties of the Board of Directors are stipulated by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

a. Decide on the Company's strategy, medium-term development plan, and annual business plan;

- b. Propose the types of shares and the total number of shares of each type authorized for issuance;
- c. Decide on the sale of unsold shares within the authorized number of shares of each type; decide on additional capital mobilization through other methods;
- d. Determine the selling price of the Company's shares and bonds;
- e. Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Enterprise Law;
- f. Decide on investment plans and projects within its authority and limits as prescribed by law;
- g. Decide on solutions for market development, marketing, and technology;
- h. Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or greater than 50% of the Company's charter capital, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in point d, Clause 2, Article 14, and Clause 5, Article 44 of this Charter;
- i. Elect, remove, or dismiss the Chairman of the Board of Directors; appoint, remove, sign contracts, terminate contracts, and determine salaries, bonuses, and other benefits for the General Director, Head of the Internal Audit Committee, and other executives; appoint representatives for the Company's capital contributions in other enterprises and determine their bonuses and other benefits;
- j. Supervise and direct the General Director and other managers in the daily business operations of the Company;
- k. Decide on the Company's organizational structure, except for the management structure stipulated in Article 10 of this Charter; establish internal management regulations, except for those under the authority of the General Meeting of Shareholders; decide on the establishment of subsidiaries, branches, representative offices, capital contributions, and the purchase of shares in other enterprises;
- l. Approve the agenda and documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or obtain opinions for the General Meeting of Shareholders to pass resolutions;
- m. Submit audited annual financial statements to the General Meeting of Shareholders;
- n. Propose the dividend payout level; decide on the timing and procedures for dividend payments or handling losses incurred during business operations;
- o. Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;
- p. Decide on the issuance of the Operating Regulations of the Board of Directors and the Internal Governance Regulations after approval by the General Meeting of Shareholders; decide on the issuance of the Operating Regulations of the Audit

Committee under the Board of Directors and the Regulations on Information Disclosure of the Company;

q. Other rights and duties as stipulated by the Enterprise Law, Securities Law, other legal provisions, and this Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on its activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government.

Article 27. Remuneration, Salaries, and Other Benefits of Members of the Board of Directors

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Non-full-time members of the Board of Directors shall receive remuneration from the remuneration fund for non-full-time managers, as decided by the General Meeting of Shareholders.

3. The full-time Chairman of the Board of Directors shall receive a salary. The salary of the full-time Chairman shall be proposed by the Board of Directors and decided by the General Meeting of Shareholders.

4. Members of the Board of Directors shall receive bonuses from the bonus fund for managers, as decided by the General Meeting of Shareholders based on production and business performance. The bonus levels for the Chairman and each member shall be determined by the Board of Directors.

5. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with corporate income tax regulations, recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

6. Members of the Board of Directors holding executive positions, working in subcommittees of the Board of Directors, or performing tasks beyond the normal scope of duties of a Board member may receive additional remuneration in the form of a lump-sum payment per task, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

7. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred while performing their responsibilities, including costs related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.

Article 28. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors may not concurrently serve as the General Director.

3. The Chairman of the Board of Directors has the following rights and duties:
 - a. Develop programs and plans for the activities of the Board of Directors;
 - b. Prepare the agenda, content, and materials for meetings; convene, chair, and act as the chairperson of Board of Directors meetings;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. Chair the General Meeting of Shareholders;
 - f. Other rights and duties as stipulated by the Enterprise Law and this Charter.
4. If the Chairman of the Board of Directors submits a resignation letter or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or the removal/dismissal decision.
5. If the Chairman 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 duties of the Chairman. If no one is authorized, or if the Chairman dies, goes missing, is detained, is serving a prison sentence, is undergoing compulsory administrative measures at a rehabilitation or educational facility, has fled their residence, has limited or lost civil capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding office or practicing certain professions or tasks, the remaining members shall elect one among themselves to serve as Chairman based on a majority vote until a new decision is made by the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The first meeting of the term of the Board of Directors to elect the Chairman must be held within seven (07) working days from the end of the election of that term's Board of Directors. This meeting shall be convened by the member with the highest number of votes. If more than one member has the highest number of votes, the members shall select one among them to convene the meeting based on a majority vote.
2. The Board of Directors must 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. At the request of the Supervisory Board or an independent member of the Board of Directors;
 - b. At the request of the General Director or at least five (05) other managers;
 - c. At the request of at least two (02) members of the Board of Directors;
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting within seven(07) working days from the date of receiving the request specified in Clause 3 of

this Article. If the Chairman fails to convene the meeting as requested, they shall be responsible for any damages incurred by the Company; the requester may replace the Chairman in convening the meeting.

6. The Chairman of the Board of Directors or the convener must send meeting invitations at least three (03) working days before the meeting date. The invitation must specify the time, venue, agenda, issues to be discussed, and decisions. The invitation must include the meeting materials and voting forms for members. The invitation may be sent by written notice, phone message, email, fax, or other electronic means ensuring delivery to the registered contact address of each member of the Board of Directors.

7. The Chairman of the Board of Directors or the convener shall send meeting invitations and accompanying materials to members of the Supervisory Board in the same manner as to members of the Board of Directors. Members of the Supervisory Board may attend Board of Directors meetings, participate in discussions, but may not vote.

8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total members attend. If a meeting convened under this Clause does not have the required number of attendees, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In this case, the meeting shall proceed if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote as stipulated in Clause 11 of this Article;
- c. Attending and voting via an online conference, electronic voting, or other electronic means;
- d. Sending a voting form to the meeting by mail, fax, or email;

10. If a voting form is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (01) hour before the meeting commences. The voting form shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by a majority of the Board of Directors' members.

12. The Board of Directors shall pass resolutions and decisions by voting at the meeting or obtaining written opinions. Each member of the Board of Directors has one vote. A resolution or decision of the Board of Directors shall be passed if approved by a majority of members; in case of a tie, the final decision shall favor the side supported by the Chairman of the Board of Directors.

Article 30. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to handle matters related to development policies, human resources, remuneration, internal audit, and risk management. The number of members of a subcommittee, decided by the Board of Directors, must be at least two (02), including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of a subcommittee shall only take effect when a majority of attending members vote in favor at the subcommittee's meeting.

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

Article 31. Corporate Governance Officer

1. The Board of Directors of the Company must appoint at least one (01) corporate governance officer to assist with corporate governance activities. The corporate governance officer may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The corporate governance officer must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The corporate governance officer has the following rights and duties:

a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters related to the Company and its shareholders;

b. Prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;

c. Advise on meeting procedures;

d. Attend meetings;

e. Advise on procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;

f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Supervisory Board;

g. Monitor and report to the Board of Directors on the Company's information disclosure activities;

h. Serve as the point of contact with stakeholders;

i. Maintain confidentiality of information in accordance with legal regulations and this Charter.

CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32. Organization of the Management Structure

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company

shall have a General Director and other executives. The appointment, removal, and dismissal of executive positions must be approved through resolutions or decisions of the Board of Directors.

Article 33. Executives of the Company

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications suitable to the structure and management regulations of the Company as stipulated by the Board of Directors. The Company's executives are responsible for supporting the Company in achieving its set objectives in operations and organization.

2. The General Director shall receive a salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

3. The salaries of executives shall be included in the Company's business expenses in accordance with corporate income tax regulations, recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, Removal, Duties, and Powers of the General Director

1. The Board of Directors shall appoint one of its members or another individual as the General Director.

2. The General Director is responsible for managing the daily business operations of the Company, is subject to the supervision of the Board of Directors, and is accountable to the Board of Directors and the law for the exercise of their assigned rights and duties.

3. The term of the General Director is five (05) years and may be reappointed for an unlimited number of terms.

4. The General Director must meet the following standards and conditions:

a. Not fall under the categories specified in Clause 2, Article 17 of the Enterprise Law;

b. Not be a related person of:

- Managers or members of the Supervisory Board of Sonadezi Corporation;
- Managers or members of the Supervisory Board of the Company;
- Representatives of the state's capital contribution at Sonadezi Corporation;
- Representatives of Sonadezi Corporation's capital contribution at the Company;

c. Possess professional qualifications and experience in the Company's business administration.

5. The General Director has the following rights and duties:

a. Decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

- b. Organize the implementation of resolutions and decisions of the Board of Directors;
- c. Organize the implementation of the Company's business plans and investment strategies;
- d. Propose organizational structures and internal management regulations of the Company;
- e. Appoint, remove, or dismiss managerial positions within the Company, except for positions under the authority of the Board of Directors;
- f. Determine salaries and other benefits for the Company's employees, including managers appointed by the General Director;
- g. Recruit employees;
- h. Propose plans for dividend payments or handling business losses;
- i. Other rights and duties as stipulated by law, this Charter, and resolutions or decisions of the Board of Directors.

6. The Board of Directors may remove the General Director when a majority of attending members with voting rights at the meeting approve and appoint a new General Director as a replacement.

CHAPTER IX. SUPERVISORY BOARD

Article 35. Nomination and Candidacy for Supervisory Board Members

1. The identification of candidates for the Supervisory Board and the disclosure of information shall be carried out in the same manner as stipulated in Clause 1, Article 24 of this Charter.

2. Shareholders have the right to combine their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 5% to less than 25% of the total voting shares may nominate one (01) candidate; from 25% to less than 50%, up to two (02) candidates; and from 50% or more, up to three (03) candidates.

3. If the number of candidates for the Supervisory Board through nomination and candidacy is insufficient as required, the incumbent Supervisory Board may nominate additional candidates. The nomination of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes on the election of Supervisory Board members in accordance with legal regulations.

4. Members of the Supervisory Board must meet the following standards and conditions:

- a. Not fall under the categories specified in Clause 2, Article 17 of the Enterprise Law;

b. Have been trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business activities;

c. Not be a related person of:

- Members of the Board of Directors, General Director, or other managers of Sonadezi Corporation;
- Members of the Board of Directors, General Director, or other managers of the Company;
- Representatives of the state's capital contribution at Sonadezi Corporation;
- Representatives of Sonadezi Corporation's capital contribution at the Company;

d. Not be a manager of the Company; not necessarily be a shareholder or employee of the Company;

e. Not work in the accounting or finance department of the Company;

f. Not be a member or employee of an independent auditing firm that has audited the Company's financial statements in the preceding three (03) consecutive years.

Article 36. Composition and Term of the Supervisory Board

1. The Supervisory Board of the Company shall consist of three (03) members. The term of a Supervisory Board member shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. A Supervisory Board member shall be removed in the following cases:

a. No longer meeting the standards and conditions to serve as a Supervisory Board member as stipulated in Clause 4, Article 35 of this Charter;

b. Submitting a resignation letter that is accepted;

3. A Supervisory Board member shall be dismissed in the following cases:

a. Failing to complete assigned tasks or duties;

b. Failing to exercise their rights and duties for six (06) consecutive months, except in cases of force majeure;

c. Committing multiple or serious violations of the duties of a Supervisory Board member as stipulated by the Enterprise Law and this Charter;

d. Other cases as decided by a resolution of the General Meeting of Shareholders.

Article 37. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, removal, or dismissal shall follow the majority principle. More than half of the Supervisory Board members must be permanent residents in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business activities.

2. Rights and duties of the Head of the Supervisory Board:
 - a. Convene meetings of the Supervisory Board;
 - b. Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
 - c. Prepare and sign the Supervisory Board's report after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 38. Rights and Duties of the Supervisory Board

The Supervisory Board has the following rights and duties:

1. Supervise the Board of Directors, General Director, and other executives in the management and operation of the Company; oversee the Company's financial situation; and be accountable to shareholders for its supervisory activities;
2. Inspect the reasonableness, legality, truthfulness, and diligence in the management and operation of business activities; and the systematic nature, consistency, and appropriateness of accounting, statistical work, and financial reporting;
3. Verify the completeness, legality, and truthfulness of the Company's business performance reports, annual and semi-annual financial statements, and the Board of Directors' management evaluation reports, and submit verification reports at the annual General Meeting of Shareholders; review and provide recommendations on contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders;
4. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning systems;
5. Examine the Company's accounting books, records, and other documents, as well as the management and operational activities, when deemed necessary, or pursuant to a resolution of the General Meeting of Shareholders, or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter;
6. Conduct an inspection within seven (07) working days from the date of receiving a request from a shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter; within 15 days from the completion of the inspection, report to the Board of Directors and the requesting shareholder or group of shareholders on the matters requested for inspection; inspections under this Clause must not hinder the normal operations of the Board of Directors or disrupt the Company's business activities;
7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure, supervision, and management of the Company's business operations;
8. Upon detecting legal violations or breaches of this Charter by a member of the Board of Directors, General Director, or other executive, notify the Board of Directors

in writing within 48 hours, request the violator to cease the violation, and propose remedial measures;

9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, Board of Directors, and other Company meetings;

10. Utilize independent consultants and the Company's internal audit department to perform assigned tasks;

11. Consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

12. Propose and recommend to the General Meeting of Shareholders the approval of a list of independent auditing organizations to audit the Company's financial statements; decide on an independent auditing organization to inspect the Company's activities and dismiss an independent auditor when deemed necessary;

13. Ensure coordination with the Board of Directors, General Director, and shareholders;

14. Develop and issue the Operating Regulations of the Supervisory Board after approval by the General Meeting of Shareholders;

15. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government;

16. Have the right to access the Company's records and documents stored at the principal office, branches, and other locations; have the right to visit the workplaces of managers and employees during working hours;

17. Have the right to request the Board of Directors, its members, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company;

18. Other rights and duties as stipulated by law and this Charter.

Article 39. Meetings of the Supervisory Board

1. The Supervisory Board must hold at least two (02) meetings per year, with the attendance of at least two-thirds (2/3) of its members. Minutes of Supervisory Board meetings must be detailed and clear. The minute-taker and attending Supervisory Board members must sign the meeting minutes. Minutes of Supervisory Board meetings must be retained to determine the responsibilities of each member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend and address issues requiring clarification.

Article 40. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members

1. Non-full-time Supervisory Board members shall receive remuneration from the remuneration fund for non-full-time managers, as decided by the General Meeting of

Shareholders. The annual operating budget of the Supervisory Board shall be determined by the General Meeting of Shareholders.

2. The full-time Head of the Supervisory Board shall receive a salary as decided by the General Meeting of Shareholders.

3. Supervisory Board members shall receive bonuses from the bonus fund for managers, as decided by the General Meeting of Shareholders based on production and business performance; the bonus levels for the Head and each member shall be determined by the Board of Directors.

4. Supervisory Board members shall be reimbursed for accommodation, travel, and costs of using independent consulting services within the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders.

5. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with corporate income tax regulations and other relevant legal provisions, and recorded as a separate item in the Company's annual financial statements.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR, AND OTHER EXECUTIVES

Article 41. Duty of Care

Members of the Board of Directors, Supervisory Board members, the General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, with honesty and diligence in the best interests of the Company.

Article 42. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisory Board members, the General Director, and other managers must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.

2. Members of the Board of Directors, Supervisory Board members, the General Director, other managers, and their related persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, Supervisory Board members, the General Director, and other executives are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between themselves or their related persons and the Company or its subsidiaries, as required by law. The Company must disclose information in accordance with securities laws regarding resolutions of the General Meeting of Shareholders or the Board of Directors approving such transactions.

4. Members of the Board of Directors, Supervisory Board members, the General Director, other managers, and their related persons must not use or disclose internal information to others for the purpose of conducting related transactions.

Article 43. Disclosure of Related Interests

The disclosure of interests and related persons of the Company shall comply with the following provisions:

1. Members of the Board of Directors, Supervisory Board members, the General Director, and other managers of the Company must declare their related interests to the Company, including:

a. Name, enterprise code, principal office address, and business sector of enterprises in which they own capital contributions or shares; the percentage and date of ownership of such capital contributions or shares;

b. Name, enterprise code, principal office address, and business sector of enterprises in which their related persons jointly or individually own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendments or supplements must be reported to the Company within seven (07) working days from the date of such changes.

3. Members of the Board of Directors and the General Director, acting on their own behalf or on behalf of others, who perform any work within the scope of the Company's business operations must explain the nature and content of such work to the Board of Directors and the Supervisory Board and may only proceed with the approval of the majority of the remaining members of the Board of Directors; if such work is conducted without declaration or approval from the Board of Directors, all income derived from that activity shall belong to the Company.

Article 44. Contracts and Transactions with Related Persons

1. The Company shall not provide loans or guarantees to any shareholders or their related persons.

2. The Company shall not provide loans or guarantees to any managers of the Company or their related persons, except as provided in Clause 3 of this Article.

3. The Company may provide loans or guarantees to its subsidiaries after approval by the General Meeting of Shareholders or the Board of Directors as stipulated in Clauses 5 and 6 of this Article.

4. The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the Company and the following parties:

a. Shareholders or their authorized representatives holding more than 10% of the Company's total common shares and their related persons;

b. Members of the Board of Directors, Supervisory Board members, the General Director, other managers, and their related persons;

c. Enterprises that members of the Board of Directors, Supervisory Board members, the General Director, and other managers must declare under Clause 1, Article 43 of this Charter.

5. The following contracts and transactions must be approved by the General Meeting of Shareholders:

a. Contracts and transactions under Clauses 3 and 4 of this Article with a value of 35% or more, or transactions that result in a total transaction value within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the Company's most recent financial statements;

b. Contracts and transactions with a value exceeding 10% of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or their related persons; In cases of approving contracts or transactions under this Clause, the Company's representative signing the contract or transaction must notify the Board of Directors and Supervisory Board members of the related parties involved and provide a draft contract or a summary of the transaction's key contents. The Board of Directors shall submit the draft contract, transaction, or explanation of its key contents to the General Meeting of Shareholders or obtain shareholders' opinions in writing. In such cases, shareholders with related interests in the contracts or transactions shall not have voting rights.

6. The following contracts and transactions must be approved by the Board of Directors:

a. Contracts and transactions under point a, Clause 5 of this Article with a value less than 35% of the total asset value recorded in the most recent financial statements;

b. Contracts and transactions under point b, Clause 5 of this Article with a value less than or equal to 10% of the total asset value recorded in the most recent financial statements;

In cases of approving contracts or transactions under this Clause, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and Supervisory Board of the related parties involved and provide a draft contract or the transaction's key contents. The Board of Directors shall decide on the approval within 15 days from the date of notification. Members of the Board of Directors with related interests in the contracts or transactions, or whose related persons have such interests, shall not have voting rights.

Article 45. Liability for Damages and Compensation

1. Members of the Board of Directors, Supervisory Board members, the General Director, and other executives who violate their duties of loyalty and care or fail to fulfill their responsibilities shall be liable for damages caused by their violations.

2. The Company shall compensate individuals who have been, are, or may become parties to complaints, lawsuits, or legal proceedings (including civil and administrative cases, but not lawsuits initiated by the Company) if such individuals were or are

members of the Board of Directors, Supervisory Board members, the General Director, other executives, employees, or authorized representatives of the Company, or were acting on behalf of the Company, provided they acted honestly and diligently in the Company's interests in compliance with the law and there is no evidence confirming a breach of their responsibilities.

3. Compensation costs include court judgments, fines, and actual payments arising (including legal fees) during the resolution of such cases within the scope permitted by law. The Company may purchase insurance for these individuals to mitigate the aforementioned compensation liabilities.

CHAPTER XI. RIGHT TO ACCESS BOOKS AND RECORDS

Article 46. Right to Access Books and Records

1. Common shareholders have the right to access books and records as stipulated in points e and f, Clause 1, Article 11, and point b, Clause 2, Article 11 of this Charter.

2. In cases where an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of such power of attorney.

3. Members of the Board of Directors, Supervisory Board members, the General Director, and other executives have the right to access the shareholder register, shareholder list, books, and other records of the Company for purposes related to their positions, provided such information remains confidential.

4. The Company must retain this Charter and its amendments, the Business Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at its principal office or another location, provided shareholders and the Business Registration Authority are informed of the storage location.

5. This Charter must be published on the Company's website.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 47. Employees and Trade Union

1. The General Director shall submit to the Board of Directors for approval policies regarding recruitment, termination, salaries, social insurance, welfare, rewards, and discipline for employees and executives of the Company.

2. The General Director shall submit to the Board of Directors for approval policies regarding the Company's relationship with trade union organizations in accordance with the Trade Union Law, the Trade Union Charter, and applicable legal regulations.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 48. Profit Distribution

1. The Company shall allocate funds from its annual after-tax profits, after offsetting previous years' losses (if any), including: development investment fund, employee welfare and reward fund, managerial bonus fund, community social work fund, bonus fund for related individuals and entities, and other funds if approved by the General Meeting of Shareholders.

2. The General Meeting of Shareholders shall decide the annual dividend payout level and method from the Company's retained profits.

3. The Company shall not pay interest on dividends or payments related to any class of shares.

4. The Board of Directors may propose to the General Meeting of Shareholders the approval of paying all or part of dividends in shares, and the Board of Directors shall be the body to implement such a decision.

5. The Board of Directors may decide to make advance dividend payments within the scope of the plan approved by the General Meeting of Shareholders if such payments are deemed consistent with the Company's profitability.

6. In cases where dividends or other payments related to a class of shares are paid in cash, the Company must make payments in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds according to the bank details provided by a shareholder and the shareholder does not receive the funds, the Company shall not be liable for the transferred amount. Dividend payments for shares may be processed through securities companies or the Vietnam Securities Depository and Clearing Corporation.

7. Pursuant to the Enterprise Law and Securities Law, the Board of Directors shall adopt a resolution determining a specific date to finalize the shareholder list. Based on that date, registered shareholders or holders of other securities shall be entitled to receive cash or stock dividends, notices, or other documents.

8. Principles for handling business losses:

In the event of a financial year-end loss, the Board of Directors must propose to the General Meeting of Shareholders one of the following two options:

a. Carry forward the loss to the following year in accordance with applicable regulations, and the General Meeting of Shareholders must decide on remedial measures;

b. If the Company incurs prolonged losses over multiple years without resolution, the General Meeting of Shareholders shall consider and decide on measures in accordance with the Bankruptcy Law.

9. Other matters related to profit distribution shall be implemented in accordance with legal regulations.

CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 49. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.

2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts overseas in accordance with legal regulations.

Article 50. Fiscal Year

The Company's fiscal year begins on the first day of January each year and ends on December 31. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31 of the following year.

Article 51. Accounting Regime

1. The Company shall adopt the enterprise accounting regime or a specific accounting regime issued or approved by the competent authority.

2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with laws on accounting and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The Company shall use the Vietnamese Dong as the accounting currency.

CHAPTER XV. ANNUAL REPORTS, FINANCIAL STATEMENTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 52. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare annual financial statements in accordance with legal regulations, and these statements must be audited as stipulated in Article 54 of this Charter. The Company shall disclose audited annual financial statements in accordance with securities laws and submit them to the competent state authority.

2. Annual financial statements must include all reports, appendices, and explanatory notes as required by laws on enterprise accounting. They must truthfully and objectively reflect the Company's operational situation.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with securities market regulations and submit them to the competent state authority.

Article 53. Annual Report

The Company must prepare and disclose an Annual Report in accordance with regulations on securities and the securities market.

CHAPTER XVI. AUDITING

Article 54. Auditing

1. The annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor auditing the Company's financial statements may attend General Meetings of Shareholders, receive notices and other information related to the meetings, and express opinions at the meetings on matters related to the audit of the financial statements.

CHAPTER XVII. COMPANY SEAL

Article 55. Company Seal

1. The Company's seal includes a physical seal made at an authorized seal-making facility or a digital signature seal in accordance with laws on electronic transactions.

2. The Board of Directors shall decide on the type, number, form, and content of the seal of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable legal regulations.

CHAPTER XVIII. DISSOLUTION OF THE COMPANY

Article 56. Dissolution of the Company

1. The Company may be dissolved in the following cases:

a. Dissolution pursuant to a resolution or decision of the General Meeting of Shareholders;

b. Revocation of the Business Registration Certificate, except where otherwise provided by the Tax Administration Law;

c. Other cases as stipulated by law.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

3. Procedures and process for dissolution:

The dissolution of the Company under Clause 1 of this Article shall be carried out as follows:

a. The General Meeting of Shareholders shall adopt a resolution or decision to dissolve the Company. In cases of dissolution due to revocation of the Business Registration Certificate or a court decision, within 10 days from receiving the revocation decision or the effective court ruling, the Company must convene a General Meeting of Shareholders to adopt a resolution for dissolution;

b. The dissolution resolution or decision must include the following key contents:

- Name and principal office address of the Company;
- Reason for dissolution;
- Deadline and procedures for liquidating contracts and settling the Company's debts;
- Plan for handling obligations arising from labor contracts;
- Full name and signature of the Chairman of the Board of Directors;

c. The Board of Directors shall establish a liquidation committee for the Company's assets;

d. Within seven (07) working days from adoption, the dissolution resolution or decision and meeting minutes must be sent to the Business Registration Authority, tax authority, and Company employees. The dissolution resolution or decision must be posted on the National Business Registration Portal and publicly displayed at the Company's principal office, branches, and representative offices. If the Company has outstanding financial obligations, the dissolution resolution or decision and debt settlement plan must be sent to creditors and persons with related rights, obligations, and interests. The debt settlement plan must include the creditors' names and addresses, debt amounts, deadlines, locations, and methods of payment, as well as the process and deadline for handling creditor complaints;

e. The legal representative shall submit the dissolution dossier to the Business Registration Authority within five (05) working days from the date all Company debts are settled.

Article 57. Liquidation

1. After the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All liquidation-related costs shall be prioritized for payment by the Company before other debts.

2. The Liquidation Committee shall report to the Business Registration Authority on its establishment date and start of operations. From that point, the Liquidation Committee shall represent the Company in all matters related to liquidation before courts and administrative agencies.

3. Proceeds from liquidation shall be paid in the following order:
- a. Liquidation costs;
 - b. Salaries, severance allowances, social insurance, and other benefits owed to employees under collective labor agreements and signed labor contracts;
 - c. Tax debts;
 - d. Other debts of the Company;

e. The remaining amount after settling all debts from points a to d above shall be distributed to shareholders. Preferred shares (if any) shall be prioritized for payment first.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal Dispute Resolution

1. In the event of a dispute or claim related to the Company's operations or the rights and obligations of shareholders under this Charter, the Enterprise Law, or other legal regulations between:

a. A shareholder and the Company;

b. A shareholder and the Board of Directors, Supervisory Board, General Director, or other executives, the involved parties shall attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman shall preside over the dispute resolution and require each party to present factual elements related to the dispute within fifteen (15) working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman, either party may request the Head of the Supervisory Board to appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. If no mediation decision is reached within six (06) weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to a competent court.

3. Each party shall bear its own costs related to the negotiation and mediation process. Court costs shall be paid in accordance with the court's judgment or decision.

CHAPTER XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 59. Amendments and Supplements to the Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where legal provisions related to the Company's operations are not addressed in this Charter, or new legal provisions conflict with the terms of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

CHAPTER XXI. EFFECTIVE DATE

Article 60. Effective Date

1. This Charter, consisting of 21 chapters and 60 articles, was adopted by the General Meeting of Shareholders of Sonadezi Long Thanh Shareholding Company on April 17, 2025, replacing the Charter adopted on November 30, 2023.

2. This Charter must be retained at the Company's principal office, with one copy registered with the Business Registration Authority.

3. This Charter is the sole and official Charter of the Company. The Charter is prepared in two versions Vietnamese and English. In the event of any discrepancies, the Vietnamese version shall prevail as the reference document.

4. Copies or excerpts of this Charter shall be valid when signed by the Chairman of the Board of Directors or the General Director.

Long Thanh, April 17, 2025.

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**

Pham Anh Tuan

APPENDIX NO. 01/PLĐL

Attached to the Charter of Sonadezi Long Thanh Shareholding Company

No.	Industry Name	Industry Code
1.	Real estate business, land use rights owned by owners, users, or leased	6810
2.	Consulting, brokerage, real estate auctions, land use rights auctions: Real estate brokerage, real estate trading floors, real estate consulting, real estate auctions, real estate advertising, real estate management	6820
3.	Construction of residential buildings	4101
4.	Construction of non-residential buildings	4102
5.	Construction of railway works	4211
6.	Construction of road works	4212
7.	Construction of electrical works	4221
8.	Construction of water supply and drainage works	4222
9.	Construction of telecommunications and communication works	4223
10.	Construction of other public utility works	4229
11.	Construction of other civil engineering works	4299
12.	Demolition	4311
13.	Site preparation	4312
14.	Installation of electrical systems	4321
15.	Installation of water supply, drainage, heating, and air conditioning systems	4322
16.	Installation of other construction systems	4329
17.	Completion of construction works	4330
18.	Other specialized construction activities	4390
19.	Water extraction, treatment, and supply	3600
20.	Wastewater drainage and treatment	3700
21.	Collection of non-hazardous waste	3811
22.	Collection of hazardous waste	3812

23.	Treatment and disposal of non-hazardous waste	3821
24.	Treatment and disposal of hazardous waste	3822
25.	Short-term accommodation services: Hotel and guesthouse operations	5510
26.	Recycling of scrap materials	3830
27.	Pollution treatment and other waste management activities	3900
28.	Wholesale of solid, liquid, gaseous fuels and related products: Wholesale of gasoline, oil, liquefied petroleum gas	4661
29.	Retail sale of motor fuel in specialized stores	4730
30.	Architectural and related technical consulting activities: Industrial and civil architectural design; industrial and civil construction design; urban technical construction design; supervision of civil and industrial construction and completion; supervision of road construction and completion; project management consulting; investment project preparation and management consulting; supervision of technical infrastructure construction	7110
31.	Management consulting activities	7020
32.	Freight transport by road	4933
33.	Warehousing and storage of goods	5210
34.	Travel agency activities	7911
35.	Tour operator activities	7912
36.	Support services related to tourism promotion and tour organization	7920
37.	Activities of amusement parks and theme parks: Entertainment and amusement park operations	9321

**SONADEZI CORPORATION
SONADEZI LONG THANH
SHAREHOLDING COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No.:/TTr-SZL-BOD

Long Thanh, ... April 2025

PROPOSAL

Regarding Amendments to the Internal Corporate Governance Regulation

To: The Annual General Meeting of Shareholders in 2025

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;

Pursuant to 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;

Pursuant to the Internal Corporate Governance Regulations of Sonadezi Long Thanh Shareholding Company.

Based on a review of the current Internal Corporate Governance Regulations, the Board of Directors recognizes the need to amend and supplement certain provisions to align with the Enterprise Law. Therefore, we respectfully submit to the Annual General Meeting of Shareholders in 2025 for approval of the amendments and supplements to the Internal Corporate Governance Regulations of Sonadezi Long Thanh Shareholding Company, specifically as follows:

No.	Current Content	Proposed Amendments	Explanation
1	<p>Article 3. Board of Directors</p> <p>...</p> <p>2. Nomination, Candidacy, Election, Dismissal, and Removal of Board Members</p> <p>...</p> <p>d. Method of Electing Board Members:</p> <ul style="list-style-type: none"> - The list of candidates for the Board of Directors election must be approved by the General Meeting of Shareholders before the election. - Before voting, each shareholder or their authorized representative will receive a voting ballot containing the shareholder's identification number, full name, or authorized representative's name, the number of voting rights, and the list of candidates. 	<p>Article 3. Board of Directors</p> <p>...</p> <p>2. Nomination, Candidacy, Election, Dismissal, and Removal of Board Members</p> <p>...</p> <p>d. Method of electing Board members:</p> <ul style="list-style-type: none"> - Before voting, each shareholder or their authorized representative will receive a voting ballot containing the shareholder's identification number, full name, or authorized representative's name, the number of voting rights, and the list of candidates. - The election of Board members 	Adjusted to comply with the Law on Enterprises

No.	Current Content	Proposed Amendments	Explanation
	<ul style="list-style-type: none"> - The election of Board members must follow the cumulative voting method, whereby each shareholder has a total number of voting rights equal to the total shares owned multiplied by the number of Board members to be elected. Shareholders may allocate all or part of their votes to one or multiple candidates. - The elected Board members are determined in descending order based on the highest number of votes, starting with the candidate with the most votes until the required number of members stipulated in the Company's Charter is reached. If two or more candidates receive the same number of votes for the last available position on the Board, a re-election will be conducted among those candidates. 	<p>must follow the cumulative voting method, whereby each shareholder has a total number of voting rights equal to the total shares owned multiplied by the number of Board members to be elected. Shareholders may allocate all or part of their votes to one or multiple candidates.</p> <ul style="list-style-type: none"> - The elected Board members are determined in descending order based on the highest number of votes, starting with the candidate with the most votes until the required number of members stipulated in the Company's Charter is reached. If two or more candidates receive the same number of votes for the last available position on the Board, a re-election will be conducted among those candidates. 	
2	<p>Article 4. Supervisory Board</p> <p>...</p> <p>2. Term, Number, Composition, and Structure of the Supervisory Board</p> <p>...</p> <p>d. Method of Electing Supervisory Board Members</p> <ul style="list-style-type: none"> - The list of candidates for the Supervisory Board election must be approved by the General Meeting of Shareholders before the election. - Before voting, each shareholder or their authorized representative will receive a voting ballot containing the shareholder's identification number, full name, or authorized representative's name, the number of voting rights, and the list of candidates. - The election of Supervisory Board members must follow the 	<p>Article 4. Supervisory Board</p> <p>...</p> <p>2. Term, Number, Composition, and Structure of the Supervisory Board</p> <p>...</p> <p>d. Method of electing Supervisory Board members:</p> <ul style="list-style-type: none"> - Before voting, each shareholder or their authorized representative will receive a voting ballot containing the shareholder's identification number, full name, or authorized representative's name, the number of voting rights, and the list of candidates. - The election of Supervisory Board members must follow the cumulative voting method, 	Adjusted to align with the Enterprise Law

No.	Current Content	Proposed Amendments	Explanation
	<p>cumulative voting method, whereby each shareholder has a total number of voting rights equal to the total shares owned multiplied by the number of Supervisory Board members to be elected. Shareholders may allocate all or part of their votes to one or multiple candidates.</p> <p>- The elected Supervisory Board members are determined in descending order based on the highest number of votes, starting with the candidate with the most votes until the required number of members stipulated in the Company's Charter is reached. If two or more candidates receive the same number of votes for the last available position on the Supervisory Board, a re-election will be conducted among those candidates.</p>	<p>whereby each shareholder has a total number of voting rights equal to the total shares owned multiplied by the number of Supervisory Board members to be elected. Shareholders may allocate all or part of their votes to one or multiple candidates.</p> <p>- The elected Supervisory Board members are determined in descending order based on the highest number of votes, starting with the candidate with the most votes until the required number of members stipulated in the Company's Charter is reached. If two or more candidates receive the same number of votes for the last available position on the Supervisory Board, a re-election will be conducted among those candidates.</p>	

The Internal Corporate Governance Regulations of Sonadezi Long Thanh Shareholding Company, after amendments and supplements, consist of 07 articles (*Draft Internal Regulations attached*).

Respectfully, 

Recipients:

- As mentioned above;
- To be archived: General Meeting of Shareholders (GMS).

On behalf of the Board of Directors 



Chairman

Nguyễn Văn Tuấn

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness



DRAFT



SONADEZI
LONG THANH
MEMBER OF SONADEZI

INTERNAL CORPORATE GOVERNANCE REGULATIONS
SONADEZI LONG THANH SHAREHOLDING COMPANY

Address: Long Thanh IZ, Tam An Commune, Long Thanh Dist, Dong Nai Province

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 , 2025

INTERNAL CORPORATE GOVERNANCE REGULATIONS

*(Issued in accordance with Decision No. /QD-SZL-HĐQT dated / ... /2025
by the Board of Directors of Sonadezi Long Thanh Shareholding Company)*

*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, issued by
the Minister of Finance, guiding certain provisions on corporate governance 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 Charter of Sonadezi Long Thanh Shareholding Company;

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

The Board of Directors hereby issues the Internal Corporate Governance
Regulations of Sonadezi Long Thanh Shareholding Company.

The Internal Corporate Governance Regulations of Sonadezi Long Thanh
Shareholding Company include the following contents:

Article 1. Scope of Regulation and Subjects of Application

1. Scope of Regulation: The Internal Corporate Governance Regulations define the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening and conducting meetings of the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, and the General Director; and other activities in accordance with the Company's Charter and applicable legal regulations.

2. Subjects of Application: These Regulations apply to members of the Board of Directors, the Supervisory Board, the General Director, and related persons.

Article 2. General Meeting of Shareholders

1. Role, Rights, and Obligations of the General Meeting of Shareholders:

- Role: The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company.
- Rights and Obligations of the General Meeting of Shareholders:

The rights and obligations of the General Meeting of Shareholders are stipulated in Article 14 of the Company's Charter.

2. Procedures for Convening and Conducting the General Meeting of Shareholders and Passing Resolutions by Voting at the Meeting, Including the Following Main Contents:

- a) Authority to Convene the General Meeting of Shareholders:
Implemented in accordance with Article 13 of the Company's Charter.
- b) Preparation of the List of Shareholders Entitled to Attend the Meeting:
 - The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the Company's shareholder register. The list must be compiled no later than ten (10) days before the notice of the General Meeting of Shareholders is sent.
 - The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal identification number for individual shareholders; the name, enterprise identification number or legal identification number, and head office address for institutional shareholders; as well as the number of shares held by each shareholder, and the shareholder registration number and date.
 - Shareholders have the right to inspect, access, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders. They may also request corrections of erroneous information or additions of necessary details about themselves in the list. The company's management is responsible for promptly providing information from the shareholder register and making necessary corrections or updates as requested by shareholders.
- c) Notification of Finalization of the List of Shareholders Entitled to Attend the General Meeting of Shareholders:
 - The Board of Directors shall issue a resolution on the record date for preparing the list of shareholders entitled to attend the General Meeting of Shareholders and must disclose this information at least 20 days before the scheduled record date.
 - Procedures for Preparing the Vietnam Securities Depository and Clearing Corporation (VSDC):
 - No later than eight (08) consecutive working days before the record date, the Company must send a notification to VSDC regarding the record date using Form 07/THQ - Regulations on Exercising Rights for Securities Holders and attach the required documents as stipulated in Clause 2, Article 9 of the Regulations on Exercising Rights for Securities Holders.
 - Within two (02) working days from the record date, VSDC shall provide the Company with the consolidated list allocating voting rights to securities holders (Form

09/THQ). (This list will be sent via email to the address registered by the Company with VSDC.)

- If the Company does not approve the information in the consolidated list allocating voting rights to securities holders, it must send a written notice to VSDC stating the reasons within eight (08) working days from the record date.

- If the Company authorizes VSDC to send invitation letters, act as an agent for electronic voting, or perform other tasks related to organizing the General Meeting of Shareholders and collecting shareholder opinions in writing..., these activities shall be conducted in accordance with the agreement signed between VSDC and the Company.

- The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no later than ten (10) days before the notice of the General Meeting is sent.

- The notification regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders shall be published on the Company's website, the State Securities Commission of Vietnam (SSC), and the Stock Exchange.

d) Notification of Convening the General Meeting of Shareholders:

As stipulated in Article 16 of the Company's Charter.

d) Agenda and Content of the General Meeting of Shareholders:

- Person Responsible for Preparing the Agenda:

The convener of the General Meeting of Shareholders is responsible for preparing the agenda and must perform the following tasks:

- Prepare the list of shareholders entitled to attend the meeting;
- Provide information and address complaints related to the shareholder list;
- Develop the agenda and content of the meeting;
- Prepare meeting documents;
- Draft resolutions of the General Meeting of Shareholders based on the proposed meeting agenda; provide the list and detailed information of candidates in case of electing Board of Directors members or Supervisory Board members;
- Determine the meeting time and venue;
- Send meeting invitations to each eligible shareholder in accordance with the Law on Enterprises;
- Perform other tasks necessary for organizing the meeting.

- Content of the General Meeting of Shareholders:

The Annual General Meeting of Shareholders shall discuss and approve matters stipulated in Article 14 of the Company's Charter.

- Regulations on Shareholders' Proposals to be Included in the Meeting Agenda:

- A shareholder or a group of shareholders owning at least 5% of the total ordinary shares has the right to propose matters to be included in the General Meeting of Shareholders' agenda. The proposal must be made in writing and sent to the Company at least five (05) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the name of the shareholder,

the number of shares of each type held, and the issue proposed to be included in the meeting agenda.

- If the convener of the General Meeting of Shareholders refuses the above-mentioned proposal, a written response stating the reason for the refusal must be provided at least two (02) working days before the opening date of the General Meeting of Shareholders. The convener may only refuse the proposal in the following cases:

- ✓ The proposal was submitted in an incorrect manner;
- ✓ The proposed issue is not under the authority of the General Meeting of Shareholders;
- ✓ Other cases as stipulated in the Company's Charter.

- The convener of the General Meeting of Shareholders must accept and include the proposal in the tentative meeting agenda and content. The proposal will be officially included in the agenda and content of the meeting if approved by the General Meeting of Shareholders.

- The shareholder or group of shareholders whose proposal is approved for inclusion in the meeting agenda must provide the Chairperson of the Board of Directors with the necessary documents so that the Meeting Organizing Committee can prepare, print, and distribute them to shareholders attending the meeting for reference and discussion. Additionally, they must prepare a draft resolution on the proposed matter.

e) Authorization for a Representative to Attend the General Meeting of Shareholders: Implemented in accordance with Article 15 of the Parent Company's Charter.

g) Registration Method for Attending the General Meeting of Shareholders:

- The method for registering attendance at the General Meeting of Shareholders is specified in the Notice of the General Meeting of Shareholders, including direct contact with the Company or submitting a Registration/Authorization Form (attached to the Notice of the General Meeting of Shareholders or a written authorization in accordance with civil law regulations).

- Shareholders must register their method of attendance as specified in the notice, which includes:

- Attending and voting/electing directly at the meeting.
- Authorizing a representative to attend and vote/elect at the meeting.
- Submitting voting/election ballots to the meeting via mail, fax, or email.

h) Conditions for Holding the Meeting:

- The conditions for convening the General Meeting of Shareholders shall be implemented in accordance with Article 17 of the Company's Charter.

- Only the General Meeting of Shareholders has the authority to decide on changes to the meeting agenda that was sent with the Notice of the General Meeting of Shareholders, as stipulated in Article 142 of the Law on Enterprises.

i) Forms of Passing Resolutions at the General Meeting of Shareholders:

The forms of passing resolutions at the General Meeting of Shareholders shall be implemented in accordance with Article 19 of the Company's Charter.

k) Voting Method:

- The General Meeting of Shareholders shall elect a Vote Counting Committee based on the proposal of the Chairperson of the meeting.

- Attendees shall use the Voting Card issued to them to vote on each matter requiring a decision in the meeting agenda.

- The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by raising voting cards or casting direct ballots.

- Shareholders or their authorized representatives attending the meeting shall vote in favor, against, or abstain from a resolution by raising their Voting Card or marking their choice on the Voting Ballot.

- Shareholders or their authorized representatives who arrive after the meeting has commenced are still allowed to register and participate in voting immediately after registration. However, the Chairperson is not responsible for pausing the meeting for late-arriving shareholders to register, and the validity of previously passed resolutions remains unchanged.

- Election of Board of Directors and Supervisory Board Members: The election of Board of Directors and Supervisory Board members shall be conducted using cumulative voting. Each shareholder shall have a total number of votes equal to the number of shares they own multiplied by the number of members to be elected for the Board of Directors or Supervisory Board. Shareholders may allocate all or part of their votes to one or multiple candidates. In case of any mistakes in selection, shareholders or their authorized representatives shall contact the Vote Counting Committee to be issued a new ballot, and they must return the old ballot to the Meeting Organizing Committee.

- Instructions for Completing the Election Ballot: Each shareholder or their authorized representative shall receive election ballots. The method for filling out the ballots is specified as follows:

- Delegates may vote for a maximum number of candidates equal to the number of seats available.

- If a delegate chooses to allocate votes unevenly among multiple candidates, they must clearly indicate the number of votes allocated in the "Number of Votes" box corresponding to each candidate.

l) Vote Counting Method:

- The vote counting process shall be conducted by collecting election ballots / voting cards / voting ballots. The Vote Counting Committee shall then verify the number of collected voting cards against the number of distributed voting cards.

- The verification process shall first count the votes in favor, followed by the votes against and abstentions.

- Principles for Electing Members of the Board of Directors and Supervisory Board:

- Elected candidates are determined based on the highest number of votes received, starting from the candidate with the highest number of votes until the required number of members is reached.

- In case two (02) or more candidates receive the same number of votes for the final available position, a re-election shall be conducted among those candidates with an equal number of votes.

m) Conditions for Resolution Approval:

Implemented in accordance with Article 20 of the Company's Charter.

n) Announcement of Vote Counting Results:

The Vote Counting Committee shall check, summarize, and report the results of each matter to the Chairperson. The vote counting results shall be announced by the Chairperson before the meeting is adjourned.

o) Method of Opposing Resolutions of the General Meeting of Shareholders:

- Shareholders who have voted against a resolution regarding the reorganization of the company or changes to the rights and obligations of shareholders as stipulated in the Company's Charter have the right to request the Company to repurchase their shares. The request must be made in writing and must clearly state the shareholder's name, address, the number of shares of each type, the proposed selling price, and the reason for requesting the Company to repurchase the shares. The request must be sent to the Company within ten (10) days from the date the General Meeting of Shareholders approves the relevant resolution.

- The Company must repurchase the shares upon request from shareholders as stipulated in the above section at market price or a price determined based on the principles set forth in the Company's Charter within ninety (90) days from the date of receiving the request. If the parties fail to reach an agreement on the price, they may request a valuation organization to determine the price. The Company shall introduce at least three (03) valuation organizations for the shareholder to choose from, and the shareholder's choice shall be considered final and binding.

p) Preparation of the Minutes of the General Meeting of Shareholders:

- The General Meeting of Shareholders must have meeting minutes recorded and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, with an additional version in a foreign language if deemed necessary by the Company, and must include the following key contents:

- Company name, headquarters address, enterprise registration number;
- Time and location of the General Meeting of Shareholders;
- Agenda and content of the meeting;
- Names of the Chairperson and Secretary;
- Summary of the meeting proceedings and statements made at the General Meeting of Shareholders regarding each item on the agenda;
- Number of shareholders and total voting shares of the attending shareholders, including an appendix listing the registered shareholders and shareholder

representatives attending the meeting, along with their corresponding shares and voting rights;

- Total number of votes cast for each voting item, specifying the voting method, total number of valid and invalid votes, votes in favor, votes against, and abstentions, as well as the corresponding percentage of the total voting rights of attending shareholders;

- Resolutions passed and the corresponding approval voting percentage;

- Names and signatures of the Chairperson and Secretary. If the Chairperson or Secretary refuses to sign the minutes, the minutes remain valid if signed by all other Board of Directors members attending the meeting and contain all required content as stipulated in this clause. The minutes must explicitly state the refusal of the Chairperson or Secretary to sign the minutes.

- The minutes of the General Meeting of Shareholders must be completed and approved before the meeting adjourns.

- The Chairperson and Secretary of the meeting, or any other signatories of the minutes, shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes.

- 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.

- The minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the date the meeting concludes; alternatively, the minutes and vote counting report may be published on the Company's website.

- The minutes of the General Meeting of Shareholders, the appendix listing registered shareholders, approved resolutions, and relevant documents attached to the meeting notice must be retained at the Company's headquarters.

q) Disclosure of Resolutions and Minutes of the General Meeting of Shareholders:

The Resolutions and Minutes of the General Meeting of Shareholders shall be published on the Company's website and submitted to the online information disclosure platforms of the State Securities Commission of Vietnam (SSC) and the Ho Chi Minh City Stock Exchange (HoSE) within 24 hours after the conclusion of the meeting.

3. Procedures for the General Meeting of Shareholders to Pass Resolutions by Written Consultation, Including the Following Main Contents:

a) Cases Where Written Consultation is Allowed or Not Allowed:

The Board of Directors has the right to seek shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for cases specified in Clause 2, Article 19 of the Company's Charter.

b) Procedures for the General Meeting of Shareholders to Pass Resolutions by Written Consultation:

- The Board of Directors shall prepare the consultation ballots, the draft resolution of the General Meeting of Shareholders, and the explanatory documents related to the draft resolution. These shall be sent to all shareholders with voting rights no later than ten (10) days before the deadline for returning the consultation ballots. The preparation of the shareholder list for sending the consultation ballots shall be carried out in accordance with Point a, Clause 2, Article 16 of the Company's Charter. The requirements and methods for sending consultation ballots and accompanying documents shall be implemented in accordance with Clause 3, Article 16 of the Company's Charter.

- The consultation ballots must include the contents specified in Article 21 of the Company's Charter.

- Shareholders may submit their completed consultation ballots to the Company via mail, fax, or email in accordance with the following provisions:

- For mail submission: The completed consultation ballot must bear the signature of the shareholder (if an individual), the authorized representative, or the legal representative (if a corporate shareholder). The consultation ballot must be enclosed in a sealed envelope, and no one is allowed to open it before the vote counting process.

- For fax or email submission: The consultation ballot must remain confidential until the vote counting process.

- Consultation ballots received after the deadline specified in the ballot or those that have been opened (in the case of mailed ballots) or disclosed (in the case of faxed or emailed ballots) shall be deemed invalid. Consultation ballots that are not returned shall be considered non-participating votes.

- The Board of Directors shall count the votes and prepare a vote counting report under the supervision of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote counting report must include the following key contents:

- Company name, headquarters address, enterprise registration number;
- Purpose and matters for which shareholder opinions were sought to pass the resolution;

- Number of shareholders and total voting rights participating in the voting process, specifying valid and invalid votes, as well as the method of ballot submission, accompanied by an appendix listing the shareholders who participated in the voting;

- Total votes in favor, against, and abstentions for each issue;
- Issues that have been approved and the corresponding voting percentage;
- Names and signatures of the Chairperson of the Board of Directors, the vote counter, and the vote-counting supervisor.

Members of the Board of Directors, the vote counter, and the vote-counting supervisor shall be jointly responsible for the accuracy and truthfulness of the vote counting report and shall be liable for any damages resulting from dishonesty or inaccuracies in the vote counting process.

- The vote counting report and the resolution must be sent to shareholders within 15 days from the date of vote counting completion. Alternatively, the report and resolution may be published on the Company's website within 24 hours of the vote counting completion.

- Completed consultation ballots, the vote counting report, approved resolutions, and relevant documents attached to the consultation ballots must be kept at the Company's headquarters.

- A resolution passed by written consultation shall be considered valid if approved by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights and shall have the same legal effect as a resolution passed at a General Meeting of Shareholders.

4. Procedures for the General Meeting of Shareholders to pass Resolutions via Online Meetings:

Based on actual circumstances (when the Company has sufficient infrastructure conditions and if it is assessed that holding a physical General Meeting of Shareholders may not be feasible due to a pandemic, decisions by competent state authorities, or other force majeure reasons), the Board of Directors may decide to convene the General Meeting of Shareholders in the form of an online meeting. In the case of an online meeting, the Meeting Organizing Committee, established by the Board of Directors, shall be responsible for implementing the necessary procedures as stipulated below:

a) Notification of Convening the Online General Meeting of Shareholders:

- The Notification of Convening the Online General Meeting of Shareholders shall be sent to all shareholders based on the final record date list provided by the Vietnam Securities Depository (VSDC). The form and timing of the notification shall be the same as for an in-person General Meeting of Shareholders. The notification shall include the web link to access the Online General Meeting of Shareholders system (provided by the service provider with whom the Company has contracted for online meeting software).

- The Notification of Convening the Online General Meeting of Shareholders shall also be published on the Company's website and on the online meeting platform used for the General Meeting of Shareholders.

b) Method of Registering for the Online General Meeting of Shareholders:

- Each shareholder, upon receiving the Notice of the General Meeting of Shareholders, shall be provided with one (01) account, which includes a Username and Password to access the Online General Meeting of Shareholders system, except for corporate shareholders owning 10% or more of the total shares, who may designate multiple representatives and will receive a corresponding number of accounts.

- Shareholders are responsible for keeping their Username and Password confidential, as issued by the Company, to ensure that only the shareholder has the right to register for participation, vote, and elect on the Company's Online General Meeting of Shareholders system.

- Shareholders shall use the provided Username and Password to log into the Online General Meeting of Shareholders system within the specified timeframe, as stated in the Notice of the General Meeting of Shareholders, and select either to register for attendance or authorize another person (who may be the Chairperson of the Board of Directors, the General Director, or another individual designated by the shareholder) to attend the Online General Meeting of Shareholders.

c) Authorization for a Representative to Attend the Online General Meeting of Shareholders:

- Shareholders owning up to but less than 10% of the total shares may authorize one (01) representative.
- Shareholders owning from 10% to less than 20% of the total shares may authorize up to two (02) representatives.
- Shareholders owning from 20% to less than 30% of the total shares may authorize up to three (03) representatives.
- Shareholders owning from 30% to less than 40% of the total shares may authorize up to four (04) representatives.
- Shareholders owning from 40% to less than 50% of the total shares may authorize up to five (05) representatives.
- Shareholders owning from 50% to less than 60% of the total shares may authorize up to six (06) representatives.
- Shareholders owning 60% or more of the total shares may authorize up to seven (07) representatives.

Based on the written authorization provided by the shareholder, the Company shall issue the corresponding number of accounts for the authorized representatives. The authorized representatives shall use the assigned accounts to access the Online General Meeting of Shareholders system, participate in discussions, vote, and provide input.

d) Conditions for Conducting the Meeting:

The General Meeting of Shareholders shall be conducted when shareholders registering for attendance represent more than 50% of the total voting shares, based on the shareholder list prepared at the time of convening the General Meeting of Shareholders, as provided by the Vietnam Securities Depository (VSDC).

The Online Meeting and Electronic Voting System must meet the following conditions:

- The system's connection at the main venue must be continuous and stable, ensuring uninterrupted participation of shareholders. If the meeting is disrupted at the main venue, the Meeting Organizing Committee or Chairing Committee must summarize and recap the disrupted portion of the meeting.
- The main venue must ensure proper conditions regarding sound, lighting, internet connection, power supply, electronic devices, and other necessary equipment as required for the nature of the online meeting.
- The system must ensure information security and confidentiality of account access. All information received and provided on the system must comply with

information security principles and adhere to the regulations of the Law on Cybersecurity.

- Electronic data from the Online General Meeting must be stored and retrievable from the system

d) Method of Approving Resolutions in the Online General Meeting of Shareholders:

- Resolutions of the Online General Meeting of Shareholders shall be approved through Electronic Voting, where shareholders may vote in favor, against, or abstain.

- Resolutions of the General Meeting of Shareholders shall be approved when shareholders owning more than 50% of the total voting shares, or their representatives, vote in favor, except for the following cases, which require approval by shareholders representing at least 65% of the total voting shares of all shareholders voting in favor:

- Types of shares and total number of shares of each type to be offered;
- Changes to the Company's business sectors and industries;
- Changes to the Company's management structure;
- Investment projects or transactions involving the purchase or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
- Reorganization or dissolution of the Company.

e) Online Voting Method:

- For each issue put to a vote, shareholders or their authorized representatives shall vote by selecting one of the following options displayed on the Online General Meeting of Shareholders system interface: In Favor, Against, or Abstain. The Vote Counting Committee shall report the voting results to the meeting immediately after completing the vote counting process.

- Shareholders eligible to vote are those who have registered for the Online General Meeting of Shareholders up to the time of voting, and this number of shareholders shall be used as the basis for calculating the voting ratio. If a shareholder has registered for the Online General Meeting of Shareholders but does not participate in the voting, it shall be understood that the shareholder has voted "Abstain" for the corresponding matters presented for voting.

- In the event that additional matters arise beyond the agenda previously sent to shareholders, shareholders shall have the option to vote or elect additional candidates. If a shareholder does not participate in the voting or election for these additional matters, their voting or election ballot shall be considered as "Abstain" for those matters.

- For elections, shareholders shall choose between cumulative voting or vote allocation for candidates, following the instructions on the Online General Meeting of Shareholders system interface.

- Shareholders may modify their voting and election choices during the Online General Meeting of Shareholders. The online system shall record the final voting or election result at the time the Chairperson announces the end of the voting period to proceed with the vote counting.

- The online voting and election period shall begin once shareholders receive login information and shall end at the time specified in the notification on the Online General Meeting of Shareholders system. After the designated voting period ends, the system shall no longer accept additional voting or election results from shareholders.

- During the meeting, the Chairing Committee must announce the voting deadline on the System so that shareholders can exercise their voting rights. If a shareholder encounters technical difficulties in casting their vote via the System, they may contact the Meeting Organizing Committee for assistance in completing their voting process.

g) Online Vote Counting Method:

The Online General Meeting of Shareholders system shall automatically compile and generate vote-counting reports for each agenda item based on the voting choices of shareholders (In Favor, Against, or Abstain) who participate in electronic voting.

h) Announcement of Vote Counting Results:

The Vote Counting Committee shall extract the voting results report and immediately announce the results on the Online General Meeting of Shareholders system, enabling shareholders to track and update the results in real-time.

i) Preparation of the Minutes of the Online General Meeting of Shareholders:

- The Minutes of the Online General Meeting of Shareholders shall be prepared by the Meeting Secretariat and must record the entire online meeting proceedings, including shareholder discussions, contributions made via the online broadcasting system, resolutions approved during the meeting, voting results for each matter, and election results.

- The minutes must be finalized before the conclusion of the Online General Meeting of Shareholders and shall be sent in full to all shareholders via the Online General Meeting of Shareholders system. Additionally, the minutes shall be published on the Company's website and disclosed on the information portals of the State Securities Commission of Vietnam (SSC) and the Ho Chi Minh City Stock Exchange (HOSE) within 24 hours from the conclusion of the online meeting.

k) Disclosure of Resolutions of the General Meeting of Shareholders:

- The Resolution of the Online General Meeting of Shareholders must be finalized before the conclusion of the meeting and must be approved through electronic voting by the shareholders attending the Online General Meeting of Shareholders.

- The disclosure of the resolution of the Online General Meeting of Shareholders shall be conducted in the same manner as for an in-person General Meeting of Shareholders.

5. Procedures for the General Meeting of Shareholders to pass Resolutions through a Hybrid Format (In-Person and Online Meetings):

Based on actual circumstances (when the Company has sufficient infrastructure and deems it necessary to combine both formats to ensure a higher participation rate in voting), the Board of Directors may decide to convene the General Meeting of

Shareholders in a hybrid format, combining both an in-person meeting and an online meeting, in accordance with the Company's Charter, as follows:

a) Notification of Convening the General Meeting of Shareholders:

The Notification of Convening the General Meeting of Shareholders shall be conducted in accordance with Article 16 of the Company's Charter and Point a, Clause 4 of this Article, combining both in-person and online meeting formats.

b) Method of Registering for the General Meeting of Shareholders:

The method of registration for attending the General Meeting of Shareholders shall be implemented in accordance with Point g, Clause 2 and Point b, Clause 4 of this Article.

c) Authorization for a Representative to Attend the General Meeting of Shareholders:

The authorization for a representative to attend the General Meeting of Shareholders shall be conducted in accordance with Article 15 of the Company's Charter and Point c, Clause 4 of this Article.

d) Conditions for Conducting the Meeting:

The General Meeting of Shareholders shall be conducted when shareholders representing more than 50% of the total voting shares are in attendance. The meeting shall take place through the Online General Meeting of Shareholders system and at the designated physical meeting location as notified to all shareholders.

d) Method of Approving Resolutions at the General Meeting of Shareholders:

Resolutions of the General Meeting of Shareholders shall be approved using the following methods: Raising voting cards, filling out voting ballots, and entering votes for candidates (for shareholders attending in person at the meeting venue) and Electronic voting, where shareholders may choose In Favor, Against, or Abstain.

e) Voting Method:

The voting method shall be implemented in accordance with Point k, Clause 2 and Point e, Clause 4 of this Article.

g) Vote Counting Method:

The vote counting method shall be implemented in accordance with Point l, Clause 2 and Point g, Clause 4 of this Article.

h) Announcement of Vote Counting Results:

- The Vote Counting Committee shall verify the number of votes In Favor, Against, or Abstain for each item by consolidating the vote counting results from both the in-person and online formats.

- A representative of the Vote Counting Committee shall present the summary of the voting results at the in-person General Meeting of Shareholders. For the online General Meeting of Shareholders, the summary of the voting results shall be published on the system, allowing shareholders participating online to view the results on the system interface.

i) Preparation of the Minutes of the General Meeting of Shareholders:

The Minutes of the General Meeting of Shareholders shall be prepared in accordance with Point p, Clause 2 and Point i, Clause 4 of this Article.

k) Disclosure of the Resolution of the General Meeting of Shareholders:

The Resolution of the General Meeting of Shareholders shall be disclosed in accordance with Point q, Clause 2 and Point k, Clause 4 of this Article.

Article 3. Board of Directors

1. Role, Rights, and Obligations of the Board of Directors, and Responsibilities of Board Members:

- Role of the Board of Directors: The Board of Directors is the governing body of the Company and has 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 that fall under the authority of the General Meeting of Shareholders.

- Rights and Obligations of the Board of Directors, Responsibilities of Board Members: These are stipulated in Article 26 of the Company's Charter.

2. Nomination, Candidacy, Election, Dismissal, and Removal of Board Members:

a) Term and Number of Board Members:

- The term of a Board member shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. However, an individual may be elected as an independent Board member of a company for no more than two (02) consecutive terms. In the event that all Board members' terms expire simultaneously, they shall continue to serve as Board members until new members are elected and take over their responsibilities.

- The total number of Board members shall be seven (07) members.

b) Structure, Standards, and Conditions for Board Members:

- The structure of the Board of Directors must ensure that at least one-third (1/3) of the total Board members are non-executive members. The Company limits the number of Board members concurrently holding executive positions to ensure the independence of the Board of Directors. The total number of independent Board members must be at least two (02) independent members.

- Standards and Conditions for Board Members:

Implemented in accordance with Article 25 of the Company's Charter.

- Standards and Conditions for Independent Board Members:

Implemented in accordance with Article 25 of the Company's Charter.

c) Nomination and Candidacy for Board Members:

The nomination and candidacy for Board members shall be conducted in accordance with Article 24 of the Company's Charter.

d) Method of Electing Board Members:

- Before the election, each shareholder or their authorized representative shall be issued a voting ballot, which includes the shareholder identification number, full name of the shareholder / full name of the authorized representative, number of voting rights, and the list of candidates.

- The election of Board members shall be conducted using the cumulative voting method. Accordingly, each shareholder shall have a total number of votes equal to the total shares they own multiplied by the number of Board members to be elected. Shareholders may allocate all or part of their votes to one or multiple candidates. The elected Board members shall be determined in descending order based on the number of votes received, starting with the candidate with the highest number of votes until the required number of Board members, as stipulated in the Company's Charter, is filled. In the event that two (02) or more candidates receive the same number of votes for the last available Board position, a re-election shall be conducted among those candidates who received the equal number of votes.

d) Cases of Dismissal, Removal, and Supplementation of Board Members:

Implemented in accordance with Article 25 of the Company's Charter.

e) Notification of Election, Dismissal, and Removal of Board Members:

After a decision has been made regarding the election, dismissal, or removal of a Board member, the Company is responsible for disclosing the information internally, notifying the relevant authorities, and publishing it on mass media channels and the Company's website, following the procedures and regulations of the applicable law.

g) Method of Introducing Candidates for the Board of Directors:

- Shareholders or groups of shareholders, as specified in Clause 2, Article 24 of the Company's Charter, have the right to nominate and introduce candidates for the Board of Directors by sending a written nomination to the Company's headquarters.

- The nomination document may follow the template issued by the Company or be prepared by the shareholder or group of shareholders, as specified in Clause 2, Article 24 of the Company's Charter, but it must include all necessary candidate information as required in Clause 1, Article 24 of the Company's Charter.

- The nomination document for a Board member candidate must be submitted to the Company at least ten (10) days before the General Meeting of Shareholders.

h) Election, Removal, and Dismissal of the Chairperson of the Board of Directors:

- The Chairperson of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.

- The Chairperson of the Board of Directors may be removed or dismissed under the conditions specified in Article 25 of the Company's Charter.

- In the event that the Chairperson submits a resignation letter or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter, removal, or dismissal decision.

3. Remuneration and Other Benefits of Board Members:

Implemented in accordance with Article 27 of the Company's Charter.

4 Procedures and Order for Organizing Board Meetings:

a) The Board of Directors must meet at least once per quarter and may convene extraordinary meetings.

b) Cases Requiring the Convening of an Extraordinary Board Meeting: The Chairperson of the Board of Directors shall convene an extraordinary Board meeting in cases specified in Article 29 of the Company's Charter.

c) Notification of the Board of Directors Meeting:

- The Chairperson of the Board of Directors or the convener of the Board meeting must send the meeting invitation no later than three (03) working days before the meeting date. The meeting invitation must specify the time and venue of the meeting, agenda, discussion topics, and decisions to be made. The meeting invitation must include supporting documents and voting ballots for Board members. The meeting invitation may be sent by paper, phone, fax, or electronic means and must be delivered to the registered contact address of each Board member at the Company.

- The Chairperson of the Board of Directors or the convener must send the meeting invitation and accompanying documents to the members of the Supervisory Board, in the same manner as for Board members.

d) Right of Supervisory Board Members to Attend Board Meetings:

Members of the Supervisory Board have the right to attend Board of Directors meetings and may participate in discussions; however, they do not have voting rights.

d) Conditions for Holding Board Meetings:

A Board meeting shall be conducted when at least three-fourths (3/4) of the total Board members are present. If the meeting is convened but does not meet the required attendance, it may be reconvened within seven (07) days from the date of the initially scheduled meeting. In this case, the reconvened meeting shall proceed if more than half of the Board members are present.

e) Voting Methods:

A Board member shall be considered as attending and voting in a Board meeting in the following cases:

- Attending and voting directly at the meeting;
- Authorizing another person to attend and vote on their behalf, as stipulated in Point h of this Article;
- Attending and voting via an online conference, electronic voting, or other electronic means;
- Sending a voting ballot to the meeting via mail, fax, or email. In the case of sending a voting ballot via mail, the ballot must be sealed in an envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the meeting starts. The ballot shall only be opened in the presence of all meeting attendees.

- In case the voting ballot is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than (01) one hour before the meeting begins. The voting ballot shall only be opened in the presence of all attendees.

g) Method of Approving Resolutions of the Board of Directors:

- Resolutions and decisions of the Board of Directors shall be approved if the majority of attending Board members vote in favor. In case of a tie vote, the final decision shall be determined based on the opinion of the Chairperson of the Board of Directors.

- Resolutions passed through written consultation shall be approved based on the majority opinion of voting Board members. Such resolutions shall have the same validity and effect as those passed in a physical Board meeting.

h) Authorization for Another Person to Attend a Board Meeting on Behalf of a Board Member:

A Board member may authorize another person to attend and vote on their behalf, provided that the majority of the Board of Directors approve the authorization.

i) Preparation of the Minutes of the Board of Directors Meeting:

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

- Company name, headquarters address, and enterprise registration number;
- Date, time, and location of the meeting;
- Purpose, agenda, and content of the meeting;
- Names of attending Board members or authorized representatives and their method of attendance; names of absent Board members and their reasons for absence;
- Issues discussed and voted on during the meeting;
- Summary of each attending member's opinions in chronological order of the meeting proceedings;
- Voting results, specifying members who voted in favor, against, or abstained;
- Approved resolutions and corresponding voting percentages;
- Names and signatures of the Chairperson and the minute taker, except in cases where they refuse to sign the minutes.

- The Chairperson, minute taker, and all signatories of the minutes shall be responsible for ensuring the accuracy and truthfulness of the contents of the Board meeting minutes.

- The minutes and all documents used in the Board meeting must be kept at the Company's headquarters.

- 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.

k) In case the chairperson and/or the secretary refuse to sign the Minutes of the Board of Directors meeting:

In case the chairperson and/or the minutes taker refuse to sign the minutes of the Board of Directors meeting, but all other attending members of the Board sign it and the minutes contain all required content as prescribed, the minutes shall remain valid.

l) Notification of Resolutions and Decisions of the Board of Directors:

The Company is responsible for disclosing information about the Resolutions and Decisions of the Board of Directors through public media, on the Company's website, and on the information disclosure platforms of the State Securities Commission of Vietnam (SSC) and the Ho Chi Minh City Stock Exchange (HOSE), in accordance with the procedures and regulations of the law on information disclosure.

5. Selection, Appointment, and Dismissal of the Corporate Governance Officer:

a) Qualifications of the Corporate Governance Officer:

- The Corporate Governance Officer must not simultaneously work for an approved auditing organization that is currently auditing the Company's financial statements.

- The Corporate Governance Officer must not fall under the restrictions stipulated in Clause 2, Article 17 of the Law on Enterprises.

- Other qualifications as prescribed by law, the Company's Charter, and the resolutions of the Board of Directors.

b) Appointment of the Corporate Governance Officer:

The Board of Directors must appoint at least one (01) Corporate Governance Officer to support corporate governance activities within the Company. The Corporate Governance Officer may concurrently serve as the Company Secretary, in accordance with Clause 5, Article 156 of the Law on Enterprises.

c) Cases of Dismissal of the Corporate Governance Officer:

- The Corporate Governance Officer submits a resignation letter, and the Board of Directors approves the resignation.

- The Corporate Governance Officer no longer meets the qualifications specified in Point a, Clause 5 of this Article.

- The Board of Directors may dismiss the Corporate Governance Officer when necessary, provided that it does not violate the current labor laws and regulations.

d) Notification of Appointment and Dismissal of the Corporate Governance Officer:

The Company must announce the appointment and dismissal of the Corporate Governance Officer and disclose the information in accordance with the securities laws, other legal regulations, and the Company's Charter.

d) Rights and Obligations of the Corporate Governance Officer:

Implemented in accordance with Article 31 of the Company's Charter.

Article 4. Supervisory Board

1. Role, Rights, and Obligations of the Supervisory Board, and Responsibilities of Its Members:

- Role of the Supervisory Board:

The Supervisory Board is responsible for inspecting and overseeing the activities of both the Board of Directors and the General Meeting of Shareholders to ensure that the Company's operations are transparent and conducted in the best interests of shareholders and the Company.

- Rights and Obligations of the Supervisory Board, and Responsibilities of Its Members:

The Supervisory Board has the rights and obligations as stipulated in Article 38 of the Company's Charter.

2. Term, Number, Composition, and Structure of the Supervisory Board Members:

a) Term, Number, Composition, and Structure of the Supervisory Board:

- The Supervisory Board of the Company shall consist of three (03) members.
- The term of a Supervisory Board member shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.
- The Supervisory Board shall include one (01) Head of the Supervisory Board and two (02) Supervisory Board members.

b) Qualifications and Conditions for Supervisory Board Members:

Implemented in accordance with Article 35 of the Company's Charter.

c) Nomination and Candidacy for Supervisory Board Members:

- The identification of candidates for the Supervisory Board and the information disclosure process shall be carried out in accordance with Article 24 of the Company's Charter.

- Shareholders have the right to aggregate their voting rights to nominate Supervisory Board candidates. Shareholders or groups of shareholders holding from 5% to less than 25% of the total voting shares may nominate one (01) candidate. Shareholders or groups of shareholders holding from 25% to less than 50% of the total voting shares may nominate up to two (02) candidates. Shareholders or groups of shareholders holding 50% or more of the total voting shares may nominate up to three (03) candidates.

- In the event that the number of nominated and self-nominated candidates for the Supervisory Board is insufficient, the incumbent Supervisory Board may nominate additional candidates. Any additional nominees introduced by the incumbent Supervisory Board must be publicly disclosed before the General Meeting of Shareholders votes on the election of Supervisory Board members, in accordance with legal regulations.

d) Method of Electing Supervisory Board Members:

- Before the election, each shareholder or their authorized representative shall be issued a voting ballot, which includes the shareholder identification number, full name of the shareholder / full name of the authorized representative, number of voting rights, and the list of candidates.

- The election of Supervisory Board members shall be conducted using the cumulative voting method. Accordingly, each shareholder shall have a total number of votes equal to the total shares they own multiplied by the number of Supervisory Board members to be elected. Shareholders may allocate all or part of their votes to one or multiple candidates. The elected Supervisory Board members shall be determined in descending order based on the number of votes received, starting with the candidate who has received the highest number of votes until the required number of Supervisory Board members, as stipulated in the Company's Charter, is filled. In the event that two (02) or more candidates receive the same number of votes for the last available Supervisory Board position, a re-election shall be conducted among those candidates with an equal number of votes.

d) Cases of Dismissal and Removal of Supervisory Board Members:

Implemented in accordance with Article 36 of the Company's Charter.

e) Notification of Election, Dismissal, and Removal of Supervisory Board Members:

After a decision has been made regarding the election, dismissal, or removal of a Supervisory Board member, the Company is responsible for disclosing the information internally, notifying the relevant authorities, and publishing it on mass media channels, the Company's website, and other relevant platforms in accordance with the procedures and legal regulations in force.

g) Salary and Other Benefits of Supervisory Board Members:

The salary, remuneration, bonuses, and other benefits of Supervisory Board members shall be implemented in accordance with Article 40 of the Company's Charter.

Article 5. General Director

1. Role, Responsibilities, Rights, and Obligations of the General Director:

- The General Director is responsible for managing the Company's daily business operations, operating under the supervision of the Board of Directors, and being accountable to the Board of Directors and under the law for the execution of assigned rights and obligations.

- The General Director has the rights and obligations as stipulated in Article 34 of the Company's Charter.

2. Appointment, Dismissal, Contract Signing, and Termination of the General Director

a) Term, Qualifications, and Conditions for the General Director:

- The term of the General Director is five (05) years and may be reappointed for an unlimited number of terms.

- The qualifications and conditions for the General Director are stipulated in Article 34 of the Company's Charter.

b) Candidacy, Nomination, Dismissal, and Removal of the General Director:

- A member of the Board of Directors or any other individual who meets the qualifications specified in Point a, Clause 2 of this Article may apply for the position of General Director.

- The Board of Directors may dismiss the General Director if the majority of voting Board members present at the meeting approve the decision.

- The Board of Directors may remove the General Director if the majority of voting Board members present at the meeting approve the decision, or in cases where the General Director no longer meets the qualifications and conditions as stipulated in Point a, Clause 2 of this Article.

c) Appointment and Employment Contract of the General Director:

- The Board of Directors shall appoint a Board member or hire an external individual to serve as the General Director.

- The General Director shall sign an employment contract and be entitled to employee benefits in accordance with the Labor Law.

d) Dismissal and Termination of the Employment Contract of the General Director:

- The General Director shall be considered for dismissal by the Board of Directors in the following cases:

- No longer meeting the qualifications and conditions as stipulated in Point a, Clause 2 of this Article;
- Submitting a resignation letter;
- Violating the responsibilities and obligations of an executive as prescribed in the Company's Charter;
- Failing to fulfill assigned duties;
- Based on a decision of the Board of Directors.

- Upon making a dismissal decision regarding the General Director, the Board of Directors shall also issue a decision to terminate the employment contract in accordance with the Labor Law.

d) Notification of Appointment, Dismissal, Contract Signing, and Termination of the General Director:

The Company shall disclose information regarding the appointment, dismissal, contract signing, and termination of the General Director on the Company's website, to the relevant authorities, the State Securities Commission, and the Stock Exchange, in accordance with the applicable information disclosure regulations.

e) Salary and Other Benefits of the General Director:

- The General Director shall receive a salary and bonuses. The salary and bonus of the General Director shall be determined by the Board of Directors.

- The salary of the General Director shall be accounted for as part of the Company's business expenses in accordance with the Corporate Income Tax Law, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 6. Other Activities

1. Coordination of Activities Among the Board of Directors, Supervisory Board, and General Director:

a) Procedures for Convening Meetings, Sending Meeting Invitations, Recording Minutes, and Announcing Meeting Results Between the Board of Directors, Supervisory Board, and General Director:

- The Supervisory Board shall receive the meeting invitations, Board of Directors member opinion ballots, and accompanying documents at the same time and in the same manner as the Board members.

- If the General Director is invited to attend a Board of Directors meeting, they shall receive the meeting invitation and any accompanying documents (if applicable).

- The minutes of the Board of Directors meetings and Board resolutions shall be sent to the Supervisory Board and the General Director at the same time and in the same manner as for Board members.

b) Notification of Resolutions and Decisions of the Board of Directors to the Supervisory Board:

Resolutions and decisions of the Board of Directors, once issued, shall be sent to the Supervisory Board at the same time and in the same manner as for Board members.

c) Notification of Resolutions and Decisions of the Board of Directors to the General Director:

Resolutions and decisions of the Board of Directors, once issued, shall be sent to the General Director at the same time and in the same manner as for Board members and the Supervisory Board.

d) Cases in which the General Director and the Supervisory Board May Request a Board Meeting and Matters Requiring Board Approval:

- If the Supervisory Board detects a violation of legal regulations by a Board member or the General Director, it must submit a written request to convene a Board meeting to demand that the violating party cease the violation and implement corrective measures.

- The General Director may request a Board meeting when seeking Board approval for business or investment decisions or for other matters falling under the authority of the Board of Directors.

- Additionally, the General Director may prepare a proposal on matters requiring Board approval and conduct a written consultation process to collect votes from Board members.

d) General Director's Report to the Board of Directors on the Implementation of Assigned Duties and Responsibilities:

At the quarterly Board of Directors meetings, the General Director shall present a report on the Company's business operations, including an analysis and assessment of the degree of completion of the targets and tasks assigned by the General Meeting of Shareholders and the Board of Directors.

e) Review of the Implementation of Resolutions and Other Authorizations of the Board of Directors by the General Director:

Annually, during the year-end Board of Directors meeting, the Board conducts a review, including self-assessment and critique. Through this process, the General Director acknowledges personal strengths and weaknesses to proactively enhance management effectiveness. The Board of Directors also evaluates the company's performance and votes on commendation titles for the company.

g) Matters the General Director must report, provide information on, and Methods of Notification to the Board of Directors and Supervisory Board:

- Matters under the authority of the Board of Directors as stipulated in the Company's Charter and the Law on Enterprises.
- Contracts and transactions involving related parties of the Company's insiders.
- The General Director shall prepare a written report on matters requiring consultation and submit it to the Chairperson of the Board of Directors and the Head of the Supervisory Board.

h) Coordination of Control, Management, and Supervision Activities Among Board Members, Supervisory Board Members, and the General Director in Their Specific Roles:

- The Board of Directors supervises the activities of the Executive Board through participation in Company briefings, periodic reports on business operations, and financial statements. The Supervisory Board is invited to attend meetings alongside the Board of Directors and the General Director to provide assessments and recommendations for the Company's operational direction.

- Annually, the Supervisory Board shall hold at least two (02) regular meetings to monitor and supervise the Company's activities. The General Director is responsible for fully providing relevant information, data, and documentation and for assisting the Supervisory Board in fulfilling its duties.

2. Regulations on the Annual Evaluation of Rewards and Disciplinary Actions for Board Members, Supervisory Board Members, the General Director, and Other Executives:

a) Annual Evaluation:

- Based on assigned functions and duties, the Board of Directors shall conduct performance evaluations of each Board member, the Head of the Supervisory Board, the General Director, and other executives.

- Based on assigned functions and duties, the Head of the Supervisory Board shall conduct performance evaluations of each Supervisory Board member.

b) Rewards:

- Based on business performance results, the Board of Directors shall submit a proposal to the Annual General Meeting of Shareholders to determine the allocation of a reward fund for the Board of Directors, General Director, executives, and the Supervisory Board.

- Based on the annual evaluation results, the Board of Directors shall decide on reward distributions to Board members, Supervisory Board members, the General Director, and other executives.

c) Disciplinary Actions:

- Based on the Law on Enterprises, the Company's Charter, and the Labor Code, the Board of Directors shall review and submit disciplinary actions for Board members to the General Meeting of Shareholders for a decision, in cases of violations. Disciplinary actions may include reminders, reprimands, warnings, dismissal, or removal.

- Based on the Law on Enterprises, the Company's Charter, and the Labor Code, the Supervisory Board shall review and submit disciplinary actions for Supervisory Board members to the General Meeting of Shareholders for a decision, in cases of violations. Disciplinary actions may include reminders, reprimands, warnings, dismissal, or removal.

- Based on the Law on Enterprises, the Company's Charter, and the Labor Code, the Board of Directors shall review and decide on disciplinary actions for the General Director and other executives in cases of violations. Disciplinary measures may include reminders, reprimands, warnings, salary increase delays, dismissal, or removal.

Article 7. Effective Date

The Internal Corporate Governance Regulations of Sonadezi Long Thanh Shareholding Company consist of seven (07) 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.

This Internal Corporate Governance Regulations were unanimously approved by the General Meeting of Shareholders on April 17, 2025. These regulations shall take effect from the date of signing./.

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

Nguyen Van Tuan

**SONADEZI CORPORATION
SONADEZI LONG THANH
SHAREHOLDING COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.:/TTr-SZL-BOD

Long Thanh, ... April 2025

PROPOSAL

Regarding Amendments to the Operational Regulations of the Board of Directors

To: The Annual General Meeting of Shareholders in 2025

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;

Pursuant to 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;

Pursuant to the Operational Regulations of the Board of Directors of Sonadezi Long Thanh Shareholding Company.

Based on a review of the Operational Regulations of the Board of Directors of the company, the Board of Directors recognizes that certain provisions need to be amended and supplemented in accordance with Law No. 03/2022/QH15, which came into effect on March 1, 2022. Therefore, we respectfully submit to the Annual General Meeting of Shareholders in 2025 for approval of the amendments and supplements to the Operational Regulations of the Board of Directors of Sonadezi Long Thanh Shareholding Company, specifically as follows:

Current Content	Proposed Amendments	Explanation
<p>Article 16. Minutes of the Board of Directors' Meetings</p> <p>...</p> <p>2. In case 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 sign it and it contains all the required contents as stipulated in points a, b, c, d, d, e, g, and h of Clause 1 of this Article.</p>	<p>Article 16. Minutes of the Board of Directors' Meetings</p> <p>...</p> <p>2. In case 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 approve and sign the minutes, provided that it contains all the required contents as stipulated in points a, b, c, d, d, e, g, and h of Clause 1 of this Article. The minutes shall explicitly state the refusal of the chairperson or the minute taker to sign the meeting minutes. The signatories of the minutes shall be jointly responsible for the accuracy and truthfulness of the contents recorded in the Board of Directors' meeting minutes. The chairperson and the minute taker shall bear personal liability for any damage caused to the company due to their refusal to sign the minutes, in accordance with Enterprise Law, the Company's Charter, and relevant legal regulations.</p>	<p>Amended in accordance with Clause 6, Article 7 of Law No. 03/2022/QH15 dated January 11, 2022</p>

The Operational Regulations of the Board of Directors of Sonadezi Long Thanh Shareholding Company, after amendments and supplements, consist of 07 chapters and 23 articles (*Draft Regulations attached*).

Respectfully /.

Recipients:

- As mentioned above;
- To be archived: General Meeting of Shareholders (GMS).

On behalf of the Board of Directors

Chairman



Nguyễn Văn Tuan

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

-----☸ ☪ ☹-----

DRAFT



SONADEZI
LONG THANH
MEMBER OF SONADEZI

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

Address: Long Thanh IZ, Tam An Commune, Long Thanh Dist, Dong Nai Province

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 , 2025

OPERATING REGULATIONS OF THE BOARD OF DIRECTORS

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

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:
 - o Internal expenditure regulations;
 - o Accounting procedures and preparation of consolidated financial statements;
 - o Company rules and Collective Labor Agreement;
 - o Recruitment policies and procedures;
 - o Training and development policies;
 - o Regulations on democratic practices in the workplace;
 - o Workplace dialogue regulations;
 - o Regulations on organizing employee conferences;
 - o Regulations on communication, information disclosure, and document confidentiality;
 - o Regulations on the format, technical presentation, and official document headings of the Company;
 - o 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