SONADEZI CORPORATION
SONADEZI CHAU DUC SHAREHOLDING COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Draft

REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS

(Issued together with Decision No.......2025/QD-SZC-HDQT dated April 11, 2025 of the Board of Directors of Sonadezi Chau Duc Shareholding Company)

Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019, amended by Law No. 56/2024/QH15 dated November 29, 2024;

Pursuant to Law on Enterprise No. 59/2020/QH14 dated June 17, 2020, amended by Law No. 03/2022/QH15 dated January 11, 2022;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of several articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding several articles on corporate governance applied to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of several articles of the Law on Securities;

Pursuant to the Charter of Sonadezi Chau Duc Shareholding Company;

Pursuant to the Resolution of the General Meeting of Shareholders No........2025/NQ-SZC-DHDCD dated April 11, 2025.

The Board of Directors promulgates the Regulations on Operation of the Board of Directors of Sonadezi Chau Duc Shareholding Company (amended and supplemented for the 1st time) including the following contents:

CHAPTER I
GENERAL PROVISIONS

Article 1. Governing scope and applicable entities

1. Governing scope: This Regulation guides several details regarding the organization and operation of the Company's Board of Directors not yet stipulated in the Company's Charter and the internal regulations on corporate governance.

2. Applicable entities: This Regulation is applied to the Board of Directors and its Members.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors operates under the principle of collective leadership and decides by majority.

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

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

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

CHAPTER II
MEMBER OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of Member of the Board of Directors

1. A Member of the Board of Directors has full rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Company's Charter, including the right to reserve personal opinions.

2. A Member of the Board of Directors has the obligations stipulated in the company's Charter and the following obligations:

a) Perform their duties honestly and carefully for the best interests of the shareholders and the Company;

b) Attend all meetings of the Board of Directors and express opinions on the issues raised for discussion;

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

d) Report to the Board of Directors at the nearest meeting all transactions between the Company, its subsidiaries, other companies in which the Company holds a controlling interest of 50% or more of the Regulations capital, with the Member of the Board of Directors and their related persons; transactions between the Company and a company in which a Member of the Board of Directors is a founding member or business manager during the 03 years immediately preceding the transaction;

e) Publicly disclose information when conducting transactions of the Company's shares as prescribed by law.

3. Independent Members of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors.

Article 4. Right to Information of Members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide

information and documents regarding the financial status and business activities of the Company and its departments, divisions, and enterprises.

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

Article 5. Chairman of the Board of Directors

As stipulated in Article 28 of the Company's Regulations and some regulations as follows:

1. The Chairman of the Board of Directors exercises the rights and fulfills the obligations as stipulated in the law, the Company's Regulations and the following rights and obligations:

a) Ha the right to suspend General Director’s decisions that are contrary to the decisions and resolutions of the Board of Directors;

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

c) Approves business trips of the Member of the Board of Directors within and outside the country using the company's funds.

2. For the smooth operation of management and timely resolution of urgent matters , the Board of Directors authorizes the Chairman of the Board to communicate with Members of the Board of Directors and on behalf of the Board of Directors to resolve urgent matters directly related to the Company's activities of production and business, while also reporting on the results of resolved tasks at the nearest Board of Directors meeting.

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

a) Support the organization of meetings for the General Meeting of Shareholders (GMS) and the Board of Directors; record the minutes of the meetings.

b) Support the Members of the Board of Directors in exercising their assigned rights and fulfilling their obligations.

c) Support the Board of Directors in applying and implementing the corporate governance principles.

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

e) Perform other rights and obligations as decided by the Board of Directors.

CHAPTER III
BOARD OF DIRECTORS

Article 6. Rights and obligations of the Board of Directors

1. The Board of Directors exercises its rights and obligations in accordance with the laws, the Company's Regulations, the General Meeting of Shareholders' regulations, and the following rights and obligations:

a) Decide the base price for products and services;

b) Decide on joint ventures and cooperation plans with other entities;

c) Giving directions on proposals that the company's capital representatives request;

d) Ratifying and enacting internal management regulations and rules of the company, except for the following regulations and rules:

- Internal Spending Regulations;
- Accounting Procedures and Financial Reporting;
- Company's Internal Rules, Collective Labor Agreement of the company;
- Regulations on the functions and duties of departments, divisions, and units directly under the Company (excluding the Regulations on the functions, duties, organization, and operation of the Internal Audit Board);
- Regulations on personnel recruitment at the company;
- Regulations on training at the company;
- Regulations on implementing democracy at the workplace;
- Regulations on dialogue at the workplace;
- Regulations on organizing Employee Conferences;
- Regulations on spokespersons, information provision, and document confidentiality of the company;
- Regulations on the format, technical presentation, and titles of the company's documents;
- Regulations and processes applied according to the quality and environmental management system ISO 9001:2015 & 14001:2015;
- Regulations that the Board of Directors has authorized the General Director to approve and issue.

2. The Board of Directors may utilize the company's apparatus, material and technical facilities, and seals to perform its management functions.

3. In the event that a resolution or decision approved by the Board of Directors violates the law, the resolution of the General Meeting of Shareholders, or This

Regulations, causing damage to the company, the members who approve such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the company for the damage; members who object to the aforementioned resolution or decision shall be exempted from liability. In this case, the company's shareholders have the right to request the Court to suspend the implementation or annul the aforementioned resolution or decision.

Article 7. Sub-committees assisting the Board of Directors

1. When necessary, the Board of Directors may establish or dissolve sub-committees under its authority to assist the Board of Directors. Personnel of these sub-committees can be appointed by the Board of Directors from the company's concurrent personnel or experts hired if deemed necessary.

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

CHAPTER IV
REPORTING, DISCLOSING INTERESTS

Article 8. Annual Reporting

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

a) Company's income statement;

b) Audited annual financial statements;

c) Report evaluating the management and administration of the Company;

d) Appraisal report of the Board of Supervisors.

2. The reports stipulated in points a, b, and c, clause 1 of this Article must be sent to the Board of Supervisors for appraisal no later than 23 days before the opening date of the Annual General Meeting of Shareholders.

3. The reports stipulated in clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the Company’s head office no later than 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who have continuously held the Company’s shares for at least one year have the right by themselves or with a lawyer, an accountant, or a certified auditor directly examine the reports stipulated in this Article.

Article 9. Operating Cost of the Board of Directors

1. Operating cost of the Board of Directors is implemented as stipulated in current regulations and included in the company's management cost, settled annually, stated in Financial Statements.

2. In addition to remuneration and salaries, the operating Cost of the Board of

Directors also includes:

- Board of Directors meeting cost, travel expenses, accommodation costs during meetings;

- Cost of domestic and international market research;

- Consulting Cost.

3. The yearly operating cost of the Board of Directors is planned in the Company's total annual cost approved by the General Meeting of Shareholders and based to implement.

CHAPTER V
RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 10. Management Mechanism of the Board of Directors for the Company's Branches and Representative Offices

1. Board of Directors does not directly manage the Company's branches and representative offices. General Director manages these units and is responsible for reporting to the Board of Directors on their operational situations, results, and arising issues under the Board of Directors' authority to resolve.

2. When necessary, Board of Directors will request Branch Directors and Heads of Representative Offices to provide information according to Article 4 of the Regulations on Operation of the Board of Directors.

Article 11. Relationship between Members of the Board of Directors

1. The relationship between the Member of the Board of Directors is coordination, Members of the Board of Directors are responsible for informing each other about relevant matters during processing assigned tasks.

2. During the process of task handling, the assigned Member of the Board of Directors must proactively coordinate to handle matters in charge, particularly if matters relate to areas under other Members of the Board of Directors' responsibility. In case there are different opinions among Members of the Board of Directors, the primarily responsible Member of the Board of Directors shall report to Chairperson of the Board of Directors for consideration and decision according to his/her authority, or organize a meeting or solicit opinions from Members of the Board of Directors according to the provisions of law, the Company Charter and Regulations.

3. Members of the Board of Directors must report to the Board of Directors results of performing assigned tasks. In special cases, they must promptly report to the Chairman of the Board of Directors for review and resolution.

4. In case of reassignment among the Members of the Board of Directors, Members of the Board of Directors must handover tasks, related documents and materials. This handover must be documented in writing and reported to Chairman of the Board of

Directors.

Article 12. Relationship with the Board of Management

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

Article 13. Relationship with the Board of Supervisors

1. The relationship between Board of Directors and Board of Supervisors is a collaborative relationship. The working relationship between Board of Directors and Board of Supervisors follows the principles of equality and independence, closely coordinating and supporting together in the performance of their duties.

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

CHAPTER VI
AMENDMENTS AND SUPPLEMENTS

Article 14. Amendments and Supplements

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

2. In the event that the law has provisions related to the operation of the Board of Directors not mentioned in the Regulations or in the event of new legal provisions that differ from the contents of the clauses in Regulations, such provisions shall naturally apply and govern the Company's management activities.

CHAPTER VII
IMPLEMENTATION CLAUSES

Article 15. Effective Date

The Regulations on Operation of the Board of Directors of Sonadezi Chau Duc Shareholding Company (1st amendment and supplement), consisting of 07 chapters and 15 articles, was unanimously approved by the General Meeting of Shareholders on April 11, 2025, thereby ratifying the full effect of these Regulations. Prior conflicting provisions are hereby repealed.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Dinh Ngoc Thuan