

**NOMINATION - CANDIDACY - ELECTION GUIDELINES
SUPPLEMENTARY ELECTION OF MEMBER
OF THE BOARD OF SUPERVISORS
SONADEZI CHAU DUC SHAREHOLDING COMPANY**

CHAPTER I. GENERAL PROVISIONS

Article 1. Objectives, Scope of Application, and Subjects of Application

1.1. These guidelines are established to stipulate the specific principles and methods for the nomination, application, and election of a supplementary Member of the Board of Supervisors (BOS) for the remaining term of Term IV (2022 – 2027) of Sonadezi Chau Duc Shareholding Company at the 2025 Annual General Meeting of Shareholders (AGM).

1.2. These guidelines apply to all Shareholders holding shares of Sonadezi Chau Duc Shareholding Company (according to the list finalized on March 14, 2025) and their authorized legal representatives present at the AGM session. Rights and obligations of Shareholders/ authorized representatives attending the 2025 AGM of Sonadezi Chau Duc Shareholding Company.

Article 2. Rights and obligations of the shareholders/authorized representatives attending the 2025 Annual General Meeting of Shareholders of Sonadezi Chau Duc Shareholding Company

2.1. Each Shareholder/ authorized representative attending the AGM will receive a ballot for the supplementary election of a Member of the Board of Supervisors (BOS), clearly indicating the number of shares held by the Shareholder/ authorized representative and the corresponding number of voting rights for the election.

2.2. Shareholders must comply with the conditions and procedures specified in these guidelines and as directed by the Ballot Counting Committee and the Chairperson of the AGM at the 2025 AGM of Sonadezi Chau Duc Shareholding Company.

**CHAPTER II. REGULATIONS ON NOMINATION AND CANDIDACY
FOR MEMBERSHIP OF THE BOARD OF SUPERVISORS**

Article 3. Number and criteria of BOS members

3.1. The number of supplementary elected BOS members is 01 member.

3.2. Criteria and conditions for BOS members:

a. Not belonging to the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b. Having training in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the enterprise;

c. Not being a family member of:

- Board of Directors' members, General Director, and other managers of the Company;
- Board of Directors' members, General Director, and other managers of Sonadezi Corporation;
- The state capital representative at Sonadezi Corporation;
- The representative of Sonadezi Corporation's capital at the Company.

d. Not being a manager of the Company; not necessarily being a Shareholder or employee of the Company;

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

f. Not being a member or employee of the independent audit firm that audited the company's financial statements in the three consecutive years prior.

Article 4. Right to nominate and apply to be a BOS member

4.1. Shareholders holding voting shares have the right to combine their voting rights to nominate BOS candidates. The number of candidates each group can nominate depends on the number of candidates decided by the AGM and the shareholding percentage of each group. Shareholders or shareholder groups holding (as of the record date of March 14, 2025):

A Shareholder or a group of Shareholders holding from 10% to less than 25% of the total voting shares may nominate 01 candidate; from 25% to less than 50% may nominate a maximum of 02 candidates; from 50% or more may nominate a maximum of 03 candidates.

4.2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is still insufficient according to Clause 1, Article 35 of the Company's Charter, the incumbent Board of Supervisors shall introduce additional candidates. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors.

4.3. Self-nominated and nominated candidates for the Member of the Board of Supervisors (hereinafter collectively referred to as candidates) must submit valid application dossiers on time as prescribed (10 days before the 2025 Annual General Meeting of Shareholders).

Article 5. Application documents for nomination and self-nomination to be elected as Member of the Board of Supervisors:

5.1. The application dossier for nomination and self-nomination of candidates for election to the Member of the Board of Supervisors includes:

- a. A copy of the candidate's personal legal documents;
- b. 01 4x6 portrait photo;
- c. Copies of relevant diplomas and certificates;

- d. Curriculum Vitae (including personal work history);
- e. 02 Curriculum Vitae (according to Appendix III - Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Minister of Finance);
- f. Other information (If any).

5.2. The nomination dossier must be sent to Sonadezi Chau Duc Shareholding Company no later than 16:00 on March 31, 2025 at the following address:

- Sonadezi Chau Duc Shareholding Company, Ms. Ngoc Mai – Head of General Planning Department (Telephone: 0933308182)

- Address: 9th Floor, Sonadezi Building, No. 1, Street 1, Bien Hoa 1 Industrial Park, Bien Hoa City, Dong Nai Province

- Telephone: 0251 8860788 Fax: 0251 8860783

- Email: maintn@sonadezichauduc.com.vn

In case the submitted documents are faxed or scanned copies, the original documents must be submitted when registering to attend the Meeting before the commencement of the meeting.

5.3. Only nomination dossiers that meet the nomination requirements, and candidates who meet the corresponding requirements for membership in the Board of Supervisors will be included in the list of candidates announced at the General Meeting of Shareholders session.

CHAPTER III. ELECTION OF MEMBERS OF THE BOARD OF SUPERVISORS

Article 6. Selection of Candidates

Based on the nomination papers of Shareholders, groups of Shareholders, and the accompanying documents of the candidates, the Organizing Committee of the General Meeting of Shareholders will compile a list of candidates who meet the prescribed conditions for election to supplement the Member of the Board of Supervisors.

Article 7. Election Principles

The election to supplement members of the Board of Supervisors shall be conducted in accordance with the following principles:

- Compliance with current laws on enterprises in Vietnam;
- Ensuring transparency, democracy, and the legitimate interests of all Shareholders.

Article 8. Eligible Voters

Eligible voters at the General Meeting of Shareholders are Shareholders holding shares or individuals authorized by Shareholders holding shares to attend the meeting (according to the Company's Shareholder list as of 14/03/2025) present at the General Meeting of Shareholders session.

Article 9. Form and Method of Election

9.1. The election to supplement members of the Board of Supervisors of Sonadezi Chau Duc Shareholding Company will be conducted directly at the General Meeting using the cumulative voting method.

9.2. After the General Meeting approves the list of candidates for the supplementary election of Members of the Board of Supervisors (BOS) and approves the election procedures, each delegate attending the General Meeting will be given one (01) ballot for the supplementary election of BOS members by the Organizing Committee. Shareholders/authorized representatives of shareholders are responsible for checking the information on the ballot, and if there are any errors, they must immediately notify the Organizing Committee.

9.3. The ballot clearly states the list of candidates arranged in alphabetical order; the number of shares owned/or represented, the number of voting rights, bearing the affixed seal of Sonadezi Chau Duc Shareholding Company.

9.4. Each shareholder has a total number of voting rights corresponding to the total number of shares owned (including both owned shares and/or authorized shares) multiplied by the number of BOS members to be elected. Specifically, according to the following formula:

Total voting rights = Total voting shares x Number of BOS members to be elected.

9.5. Shareholders have the right to mark all of their voting rights for one candidate or divide their total votes among several candidates.

9.6. The total number of votes cast for candidates by a Shareholder may not exceed the total number of votes permitted for that Shareholder (equal to the number of shares multiplied by the number of members to be elected).

Article 10. Organization and Supervision of the Election

10.1. Ballot Counting Committee:

a. The organization and supervision of the election shall be carried out by the Ballot Counting Committee on behalf of the General Meeting of Shareholders in accordance with the provisions of this Guide;

b. The Ballot Counting Committee shall consist of one (01) Head, one (01) Deputy Head, and one (01) member approved by the AGM as proposed by the Presidium;

c. Members of the Ballot Counting Committee must not be on the nomination list or be candidates for supplementary election to the BOS.

10.2. The Ballot Counting Committee must ensure integrity, objectivity, and confidentiality of information regarding vote counting and elections.

10.3. The Ballot Counting Committee has the following duties:

a. Check and announce the list of BOS candidates;

b. Disseminate election regulations and guide Shareholders on voting procedures;

c. Distribute and collect ballots;

d. Check and supervise the voting of Shareholders/Shareholder representatives;

e. Conduct vote counting, prepare minutes of the vote count, and announce the vote count results before the General Meeting of Shareholders;

f. Hand over the minutes of the vote count and all ballots to the Secretariat of the AGM;

g. Together with the Presidium, consider and resolve complaints and accusations regarding candidates as well as election results (if any) and report to the General Meeting of Shareholders for decision;

h. Other related tasks;

i. The Ballot Counting Committee is fully responsible before the law and the General Meeting of Shareholders for complying with this Guide and for the accuracy of the vote counting results.

Article 11. Ballots and Ballot marking

11.1. Ballots:

a. Ballots are issued by Sonadezi Chau Duc Shareholding Company, uniformly printed, bearing the company's affixed seal, the Shareholder's name, and the total number of shares owned/authorized to represent, and the total voting rights;

b. Shareholders/authorized representatives are given 01 ballot for the supplementary election of BOS members (yellow);

c. When receiving a ballot, Shareholders or their representatives must check the information printed on it, and if there are any errors, the Shareholders must immediately notify the Ballot Counting Committee to exchange it for another ballot.

11.2. How to mark ballots:

a. Shareholders/authorized representatives of Shareholders shall vote for a maximum number of candidates equal to the number required to be elected to the BOS.

b. If casting all votes for one candidate or dividing their votes equally among multiple candidates, the Shareholder/Shareholder's authorized representative records the total number of votes cast for one candidate (in the case of selecting 01 candidate) or divided equally/proportionally among the candidates (in the case of more than 01 candidate).

c. If casting unequal votes for candidates, the Shareholder/Shareholder's authorized representative clearly records the specific number of votes in the "Number of votes" box for each corresponding candidate. For candidates not selected, the Shareholder/Shareholder's authorized representative enters "0".

e. The total number of votes for a candidate from one Shareholder/Shareholder's authorized representative must not exceed the total number of permitted votes of that Shareholder/Shareholder's authorized representative (equal to the number of shares multiplied by the number of members to be elected).

f. In case of incorrect entry, the Shareholder requests the Organizing Committee to exchange for a different ballot.

g. The Shareholder/Shareholder's authorized representative must sign and clearly state their full name on the ballot to confirm the election of BOD members.

For example:

Shareholders with 15,000 shares x 1 BOD member to be elected = 15,000 votes

In the case of only 01 candidate for the supplementary election of BOD members, the Shareholder can mark all 15,000 votes for that candidate or a smaller number of votes than the 15,000 votes that Shareholder owns.

No.	Name	Number of Votes
1	Candidate A	$\leq 15,000$

In the case of more than 01 candidate participating in the supplementary election of BOD members, the Shareholder has the right to mark all 15,000 votes for 01 candidate of their choice or divide equally/proportionally the number of votes they own, however, they can only vote for a maximum of 01 candidate out of the total number of nominated candidates, specifically:

- If the Shareholder marks all 15,000 votes for 01 candidate:

No.	Name	Number of Votes
1	Candidate A	0
2	Candidate B	15,000
3	Candidate C	0

- If the Shareholder divides the votes equally among the candidates (however, they can only vote for one candidate):

No.	Name	Number of Votes
1	Candidate A	5,000
2	Candidate B	0
3	Candidate C	0

- If the Shareholder divides the votes proportionally according to their own choice (however, they are only allowed to vote for a single candidate):

No.	Name	Number of Votes
1	Candidate A	0
2	Candidate B	0
3	Candidate C	Enter any number of votes you want to vote (e.g., 6,000)

11.3. Valid ballots when meeting all of the following conditions:

- The ballot is for a candidate whose name is on the list and within the scope of the number of members to be elected;

b. The total number of votes is less than or equal to the total number of permitted votes of that Shareholder (equal to the number of shares multiplied by the number of members to be elected);

c. Not falling under the cases specified in Clause 11.4 of this Article.

11.4. Invalid ballots in one of the following cases:

a. The ballot is not issued by Sonadezi Chau Duc Shareholding Company and/or does not have the company's seal;

b. The ballot is crossed out, corrected, or supplemented with content not in accordance with regulations (in case of incorrect writing, a new ballot must be exchanged);

c. The ballot contains additional names or incorrect names that are not on the list of candidates announced before the election;

d. The ballot has a total number of votes cast for a candidate exceeding the total number of voting rights of that Shareholder (including ownership and authorized rights);

e. The ballot is not signed for confirmation by the Shareholder/Shareholder's authorized representative;

f. The ballot is cast for more candidates than the number required to be elected;

g. The ballot does not record the number of votes for any candidate.

Article 12. Voting and Ballot Counting

12.1. The election commences when the distribution of ballots is completed and concludes when the Ballot Counting Committee has collected all ballots;

12.2. The Ballot Counting Committee must conduct the vote counting in a separate area immediately after the collection of ballots is finished;

12.3. The Ballot Counting Committee shall not cross out, erase, or amend any ballot.

Article 13. Principles for Determining Election Results

13.1. The successful candidate for the Member of the Board of Supervisors shall be determined based on the number of votes from highest to lowest; the Candidate with the highest number of votes will be elected as a Member of the Board of Supervisors for the remaining duration of Term IV (2022 – 2027).

13.2. In the event that two or more Candidates receive the same highest number of votes, the individual who owns or represents the shareholder owning a greater number of shares shall be selected. If the number of shares owned or represented is equal, or if all such Candidates are not shareholders of the Company, a re-election shall be held among the Candidates with the same number of votes to make a selection.

Article 14. Preparation and Announcement of the Ballot Counting Minutes

14.1. Following the ballot count, the Ballot Counting Committee shall prepare the Ballot Counting Minutes.

14.2. The Ballot Counting Minutes shall contain the following principal contents:

a. Time and location of the preparation of the Ballot Counting Minutes;

b. Composition of the Ballot Counting Committee;

- c. Purpose and content of the vote;
- d. Total number of shareholders present and represented by proxy at the General Meeting; total number of votes cast, distinguishing between the number of valid votes and the number of invalid votes;
- e. Election Results;
- f. Signature of the Head of the Ballot Counting Committee.

14.3. The full text of the Ballot Counting Minutes shall be announced by the Ballot Counting Committee before the General Meeting and recorded in the Minutes of the General Meeting of Shareholders, and shall also be publicly disclosed to shareholders via the Company's website: www.sonadezichauduc.com.vn.

Article 15. Implementation Clause

15.1. The above are the Guidelines for the nomination, candidacy, and election of additional members to the Board of Supervisors of Sonadezi Chau Duc Shareholding Company at the 2025 Annual General Meeting of Shareholders, consisting of 15 Articles.

15.2. All shareholders, individuals authorized by shareholders to attend the 2025 Annual General Meeting of Shareholders, and relevant individuals shall be responsible for complying with these Guidelines.

**ON BEHALF OF THE ORGANIZING COMMITTEE
HEAD OF THE COMMITTEE**



Handwritten signature
**Nguyen Van Tuan
GENERAL DIRECTOR**