

Ho Chi Minh City, 17 April 2026

No.: 58.../2026/QĐ-SZC-HĐQT

DECISION

**Regarding the promulgation of the Internal Regulations on Corporate Governance of Sonadezi Chau Duc Shareholding Company
(Second amendment and supplementation)**

**THE BOARD OF DIRECTORS OF SONADEZI CHAU DUC
SHAREHOLDING COMPANY**

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

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented by Law No. 03/2022/QH15 dated 11 January 2022 and Law No. 76/2025/QH15 dated 17 June 2025;

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

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

Pursuant to Government Decree No. 245/2025/NĐ-CP dated 11 September 2025 amending and supplementing a number of articles of Government Decree No. 155/2020/NĐ-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Sonadezi Chau Duc Shareholding Company as approved by the General Meeting of Shareholders;

Pursuant to the Meeting Minutes and Resolution of the 2026 Annual General Meeting of Shareholders of Sonadezi Chau Duc Shareholding Company dated 16 April 2026.



HEREBY DECIDES

Article 1. To promulgate together with this Decision the Internal Regulations on Corporate Governance of Sonadezi Chau Duc Shareholding Company (Second amendment and supplementation).

Article 2. This Decision takes effect from the date of signing and replaces any previous decisions that are contrary to this Decision.

Article 3. Members of the Board of Directors, the Board of General Directors, the Company's capital representatives at subsidiaries and other enterprises, and relevant individuals are responsible for implementing this Decision.

Recipients:

- As stated in Article 3;
- Filed: Admin Office, BOD.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



Ho Chi Minh City, April 17, 2026

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
*(Issued pursuant to Decision No. 58/2026/QĐ-SZC-HĐQT dated April 17, 2026
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 and Law No. 76/2025/QH15 dated June 17, 2025;

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

Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government, which provides detailed regulations for the implementation of certain provisions of the Law on Securities;

Pursuant to the Charter of Sonadezi Chau Duc Shareholding Company;

Pursuant to Resolution No. 04/2026/NQ-SZC-ĐHĐCĐ dated April 16, 2026 of the General Meeting of Shareholders.

The Board of Directors promulgates the Internal Regulations on Corporate Governance - Sonadezi Chau Duc Shareholding Company (amended and supplemented for the 2nd time) including the following contents:

Article 1. Governing scope and applicable entities

1. Governing Scope: This Charter on Corporate Governance stipulates the roles, rights, and obligations of the General Meeting of Shareholders (GMS), the Board of Directors, and the General Director; the procedures for GMS meetings; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, the General Director, and other activities as prescribed in the company's Charter and other applicable regulations of law.

2. Applicable Entities: This Charter applies to members of the Board of Directors, the Board of Supervisors, the General Director, and related parties.

Article 2. General Meeting of Shareholders

1. Roles, rights and obligations of the GMS:

– Role: The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company.

– Rights and obligations of the General Meeting of Shareholders: As prescribed in Clause 1, Article 14 of the Company's Charter.

2. The procedures for the General Meeting of Shareholders to pass resolutions through voting at the GMS meeting include the following main contents:

a) Authority to convene the GMS:

The General Meeting of Shareholders shall be convened as prescribed in Clause 1, Article 16 of the Company's Charter.

b) Compiling the Shareholder list:

– The Shareholder list entitled to attend the General Meeting of Shareholders is compiled based on the company's shareholder register. The Shareholder list is compiled no later than 10 days before the date of sending the invitation to the GMS meeting.

– The Shareholder list of Shareholders eligible to attend the General Meeting of Shareholders must include full name, contact address, nationality, personal legal document number for individual Shareholders; name, enterprise code, or legal document number, head office address for institutional Shareholders; the number of shares of each type, the shareholder registration number and date for each Shareholder.

– Shareholders have the right to inspect, search, extract, and copy the names and contact addresses of Shareholders on the Shareholder list eligible to attend the General Meeting of Shareholders; request corrections to inaccurate information or additions of necessary information about themselves on the Shareholder list eligible to attend the General Meeting of Shareholders. The company administrator must promptly provide information from the shareholder register, amend, and supplement inaccurate information as requested by Shareholders.

c) Notification of the last registration date to exercise the right to attend the General Meeting of Shareholders:

– The Board of Directors shall issue a Resolution on the last registration date for compiling the list of shareholders entitled to attend the General Meeting of Shareholders and must publish the information at least 20 days before the expected last registration date.

– To prepare the list of shareholders entitled to attend the General Meeting of Shareholders in accordance with Clause 2, Article 16 of the Company's Charter and the Regulation on the exercise of rights for securities holders at the Vietnam Securities Depository and Clearing Corporation.

d) Notice of convening the General Meeting of Shareholders:

Notice of convening the General Meeting of Shareholders as prescribed in Clause 3, Article 16 of the Company's Charter.

e) Agenda and Contents of the General Meeting of Shareholders:

– Person responsible for preparing the agenda:

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

- + Compiling the list of Shareholders eligible to attend the meeting;
- + Providing information and resolving complaints related to the Shareholder list;
- + Establishing the agenda and Content of the meeting;
- + Preparing documents for the meeting;
- + Drafting resolutions of the General Meeting of Shareholders according to the intended Content of the meeting; list and details of candidates in case of electing members of the Board of Directors, members of the Board of Supervisors;
- + Determining the time and venue of the meeting;
- + Sending meeting invitations to each Shareholder eligible to attend the meeting as prescribed by the Law on Enterprises;
- + Other tasks serving the meeting.
- Content of the General Meeting of Shareholders : The annual General Meeting of Shareholders discusses and approves matters as prescribed in Clause 2, Article 14 of the Company's Charter.
- Regulations concerning shareholder proposals for inclusion in the meeting agenda: Governed by Clauses 4, 5, and 6 of Article 16 of the Company Charter.
- f) Authorization for proxy attendance at the General Meeting of Shareholders : as prescribed in the provisions of Clause 2, Article 15 of the Company Charter.
- g) Registration procedures for attending the General Meeting of Shareholders :
 - The registration procedures for the GMS are detailed in the Notice of the GMS, including direct contact or submission of the Registration/Proxy Form (as attached to the Notice of the GMS or through a written proxy authorization prepared as prescribed in civil law regulations) to the Company.
 - Shareholders register their intended mode of participation in the GMS as indicated in the notice, including:
 - + Attending and voting/electing in person at the meeting.
 - + Authorizing another representative to attend and vote/elect at the meeting. Authorization is conducted as outlined in point e of this Article.
 - + Submitting voting/election ballots to the meeting via mail, fax, or email.
- h) Conditions for convening: Stipulated in Article 17 of the Company Charter.
- i) Methods for ratifying resolutions of the GMS:
 - The GMS ratifies resolutions within its purview by voting at the meeting.
 - Resolutions of the GMS on matters stipulated in Clause 2, Article 19 of the Company Charter must be ratified through voting at the GMS.
- k) Voting procedures:
 - The GMS deliberates and votes on each item on the agenda. Voting is conducted by raising cards or direct balloting.

– Shareholders or their authorized representatives cast their votes to Approve, Disapprove, or Abstain on a matter put to a vote at the GMS by raising their voting cards or filling in the options on the ballot.

– For the election of members of the Board of Directors and the Board of Supervisors: Each shareholder or authorized representative shall have a total number of votes equal to the total number of shares owned or represented multiplied by the number of members to be elected. Shareholders or authorized representatives may cast all their votes for one or several candidates. In case of erroneous selection, shareholders or authorized representatives should contact the Vote Counting Committee to be issued a new ballot and must submit the old ballot to the Organizing Committee.

– Method of marking ballots: Each shareholder or authorized representative shall be issued ballots. Instructions for marking ballots are detailed as follows:

+ Delegates elect a maximum number of candidates equal to the number of elected candidates;

+ If the number of votes cast is not equal for several candidates, the delegate shall clearly indicate the number of votes in the "Number of Votes" box corresponding to each candidate.

l) Vote counting procedures:

– Vote counting is carried out by collecting the ballots/cards/voting slips in favor of the resolution, then collecting the cards/voting slips against, and finally tallying the votes in favor, against, and abstentions.

– Principles for election of members of the Board of Directors and Board of Supervisors:

+ The elected persons are determined by the number of votes received, ranked from highest to lowest, commencing with the candidate possessing the most votes and continuing until the requisite number of members is attained.

+ In instances where two or more candidates achieve an equal number of votes for the final position, a subsequent election shall be conducted among the candidates with identical vote counts.

m) Conditions for Resolution Approval: As stipulated in Article 20 of the Company Charter.

n) Announcement of Ballot Counting Results:

The Ballot Counting Committee shall examine, synthesize, and report the results of the count for each matter to the Chairperson. The Chairperson shall announce the ballot counting results immediately prior to the meeting's adjournment.

o) Method for Objecting to Resolutions of the General Meeting of Shareholders (as stipulated in Article 132 of the Law on Enterprises):

– Shareholders who voted against the resolution regarding the company's reorganization or modifications to shareholder rights and obligations as outlined in the Company Charter possess the right to request the company to repurchase their shares. This request must be submitted in writing, clearly stating the shareholder's name,



address, the quantity of each share type, the intended selling price, and the rationale for the repurchase request. This request must be submitted to the company within 10 days of the GMS's approval of the resolutions pertaining to the matters specified in this clause.

– The company is obligated to repurchase shares upon the shareholder's request, as stipulated in the above section, at market value or a value calculated as prescribed in the principles outlined in the Company Charter, within 90 days of receiving the request. In cases where an agreement on price cannot be reached, the involved parties may request a valuation from a valuation organization. The company shall propose a minimum of three valuation organizations for the shareholder's selection, and this selection shall be considered final.

p) Preparation of the GMS Minutes: As stipulated in Clauses 1, 2, and 3 of Article 22 of the Company Charter.

q) Announcement of GMS Resolutions:

The GMS Resolutions shall be Announced on the Company's website and reported to the disclosure websites of the State Securities Commission and the Ho Chi Minh City Stock Exchange within 24 hours of the meeting's conclusion.

3. The sequence and procedures for the GMS to pass resolutions through written opinion include the following key contents:

a) Cases where written opinions are and are not permitted:

As stipulated in Clause 1, Article 21 of the Company Charter.

b) Sequence and procedures for the GMS to adopt Resolutions through written opinions:

– The finalization of the list of Shareholders eligible to vote shall be conducted according to Clause 1, Article 3 of these Regulations.

– The Board of Directors shall prepare the ballot papers, the draft GMS Resolutions, explanatory documents for the draft Resolutions, and forward them to all Shareholders with voting rights no later than 10 days before the deadline for returning the completed ballots.

– Ballot papers must contain the information stipulated in Clause 3, Article 21 of the Company Charter.

– Shareholders may submit their completed ballot papers to the Company as stipulated in Clause 4, Article 21 of the Company Charter.

– The Board of Directors shall count the ballots and prepare the ballot counting minutes as stipulated in Clause 5, Article 21 of the Company Charter.

– Subsequent matters shall be executed according to the provisions of Clauses 6, 7, 8, 9, and 10 of Article 21 of the Company Charter.

4. The procedures for the General Meeting of Shareholders to adopt resolutions via online conference (when the Company possesses adequate infrastructure and if it's assessed that conducting an in-person GMS meeting might be infeasible due to the epidemic situation, a decision by a competent state regulatory body, or other force majeure events) are as follows:



a) Notice of the online GMS meeting:

– The notice convening the online GMS meeting is disseminated to all Shareholders, as per the final shareholder list provided by the Vietnam Securities Depository (VSD), following the same delivery method and timeframe as for in-person GMS meetings. The notice shall specify the access link for the online GMS meeting system (provided by the service provider with which the Company has contracted to furnish the online GMS meeting software).

– The notice convening the online GMS meeting shall also be published on the Company's website and on the online GMS meeting software system.

b) Registration procedures for participating in the online GMS meeting:

– Upon receiving the meeting invitation, each Shareholder shall be furnished with an account, comprising a username and password for accessing the online GMS meeting system, with the exception of institutional Shareholders holding 10% or more of the total shares, who may appoint more than one representative and shall receive a corresponding number of accounts.

– Shareholders are responsible for safeguarding the username and password provided by the Company, ensuring that only the Shareholder may register for attendance, participate in voting, and elections within the Company's online GMS meeting system.

– Shareholders shall utilize the provided username and password to access the online GMS meeting system within the designated timeframe stipulated in the meeting invitation and register for participation or delegate another individual (which could be the Chairman of the Board of Directors or the Company's General Director or another individual appointed by the Shareholder) to participate in the online GMS meeting.

c) Proxy authorization for attending the online GMS meeting:

– Granting proxy authorization for attendance at the online GMS meeting adheres to the provisions outlined in Article 15 of the Company's Charter.

– Based upon the Shareholders' proxy authorization documents, the Company shall allocate a commensurate quantity of accounts. Proxy attendees at the online GMS meeting will employ the allocated accounts to access the system, engage in voting, participate in discussions, and offer input online.

d) Conditions for conducting the meeting:

The online meeting may proceed if Shareholders representing over 50% of the total voting shares, as determined by the shareholder list compiled at the time of the GMS meeting convocation and supplied by the Vietnam Securities Depository (VSD), have registered for participation.

e) Methods for ratifying resolutions of the online GMS:

– Resolutions of the online GMS shall be ratified through electronic voting with options to vote in favor, against, or abstain.

– Resolutions of the General Meeting of Shareholders will be passed when approved by Shareholders possessing more than 50% of the total voting shares of all Shareholders or Shareholder representatives, except for cases specified in Clause 1,



Article 20 of the Company's Charter, which are passed if approved by Shareholders representing 65% or more of the total voting shares of all Shareholders.

f) Online voting method:

- For each matter submitted for voting, Shareholders or their authorized representatives vote by selecting one of the following options: Agree, Disagree, or Abstain, displayed on the online GMS system interface.

- For elections, Shareholders choose the cumulative voting method or numbered voting method for candidates as instructed on the online GMS system interface.

- In case of matters arising outside the meeting agenda sent to Shareholders: Shareholders may vote or hold additional elections. If Shareholders do not vote or hold elections on arising matters, their votes shall be considered abstentions for these matters.

- Shareholders can change their voting and election choices during the online GMS, the online system will record the final voting and election results at the time the Chairman announces the end of the voting period to proceed with vote counting.

- The online voting and election period begins from when the Shareholder receives access information until the end of the online voting and election period specified in the online GMS system notification. After the specified time, the system will not record any further online voting and election results from Shareholders.

g) Online vote counting method:

The online GMS system will automatically tally and summarize the vote counting report for the contents based on the Agree, Disagree, or Abstain choices of participating Shareholders in electronic voting.

h) Vote counting results announcement:

The Ballot Counting Committee exports the report and immediately announces the vote counting results on the online GMS system software so that Shareholders can monitor and update the results immediately.

i) Preparing Minutes of the GMS:

- The Minutes of the online GMS are prepared by the Meeting Secretariat, recording the online meeting process including matters discussed by Shareholders, comments made through the online broadcasting system, matters approved at the meeting, vote counting results, and election results.

- The Minutes must be completed before the end of the online GMS and sent in full to all Shareholders through the online GMS system. They are also posted on the Company's website, the information disclosure websites of the State Securities Commission, and HOSE within 24 hours of the end of the online meeting.

k) Announcement of GMS Resolutions:

- The online GMS Resolution must be completed before the end of the meeting and must be approved by electronic voting of the Shareholders attending the online GMS.

- The announcement of online GMS Resolutions is carried out similarly to that of in-person GMS meetings.

5. The procedures for the General Meeting of Shareholders to adopt resolutions through a combination of in-person and online meetings (only when the Company deems it necessary to combine the two methods to ensure the participation rate in voting) are as follows:

a) Notice of convening the GMS:

The notice convening the GMS shall be carried out in combination with point d, Clause 2 and point a, Clause 4 of this Article.

b) Methods for registering to attend the GMS:

The methods for registering to attend the GMS are applied according to the provisions of point g, Clause 2 and point b, Clause 4 of this Article.

c) Authorizing a representative to attend the GMS:

Authorizing a representative to attend the GMS shall be carried out according to the provisions of point e, Clause 2 and point c, Clause 4 of this Article.

d) Conditions for conducting:

The meeting shall be conducted through the online GMS system and at the meeting venue that has been notified to all shareholders. The GMS shall be held when attended by shareholders representing more than 50% of the total voting shares in both online and in-person formats.

e) Methods for ratifying resolutions of the GMS:

Resolutions of the GMS shall be adopted by raising voting cards, filling in selections on ballot papers, filling in the number of votes for candidates (for shareholders participating directly at the meeting venue), and electronic voting with options to approve, disapprove, or abstain.

f) Voting methods:

The voting methods are as prescribed in point k, Clause 2 and point f, Clause 4 of this Article.

g) Ballot counting methods:

Ballot counting methods shall be carried out according to the provisions of point l, Clause 2 and point g, Clause 4 of this Article.

h) Announcing ballot counting results:

– The Ballot Counting Committee will check the number of votes in favor, against, and abstentions for each item by consolidating the ballot counting results from both the in-person and online formats.

– A representative of the Ballot Counting Committee will present a consolidated report on the voting results at the in-person GMS. For the online GMS, the consolidated ballot counting results report will be posted on the system, and online shareholders can view it on the system interface.

i) Preparing the minutes of the GMS:

The minutes of the GMS shall be prepared as prescribed in the provisions of point p, Clause 2 and point i, Clause 4 of this Article.

k) Announced Resolution of the GMS:

The Resolution of the GMS shall be announced pursuant to 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, responsibilities of Board members:

– Role of the Board of Directors: The Board of Directors is the company's management body, having full authority on behalf of the company to decide and exercise the company's rights and obligations, except for the rights and obligations under the authority of the GMS.

– Rights and obligations of the Board of Directors, responsibilities of Board members: As stipulated in Clause 2, 3, Article 26 of the Company's Charter.

2. Nomination, candidacy, election, relieving from duty, and removal of members of the Board of Directors:

a) Term and number of members of the Board of Directors: As prescribed in Clauses 1 and 2, Article 25 of the Company Charter.

b) Structure, standards, and conditions of members of the Board of Directors:

– The structure of the Board of Directors is as stipulated in Clause 3, Article 25 of the Company Charter.

– Standards and conditions for members of the Board of Directors: As prescribed in Clause 4, Article 24 of the Company Charter.

– Standards and conditions for independent members of the Board of Directors: As prescribed in Clause 4, Article 25 of the Company Charter.

c) Nomination and candidacy for the Board of Directors: Pursuant to Clauses 1, 2, and 3, Article 24 of the Company Charter.

d) Method of electing members of the Board of Directors:

– Before the election, each shareholder or shareholder representative shall be given a ballot paper stating the shareholder code, full name of the shareholder / full name of the authorized representative and the number of voting shares and the list of candidates.

– The election of members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares held multiplied by the number of members to be elected to the Board of Directors. Shareholders have the right to cast all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election will be held among the candidates with the same number of votes.

e) Cases of relieving from duty, removal, and supplementation of members of the Board of Directors: Pursuant to Clause 5, Article 25 of the Company Charter.

f) Notification of the election, relieving from duty, and removal of Board members:

After a decision is made to elect, relieve from duty, or remove a member of the Board of Directors, the Company is responsible for disclosing information internally, to relevant authorities, through mass media, and on the company's website according to prescribed procedures and current law.

g) Procedures for nominating Board candidates:

– Shareholders or shareholder groups as specified in Clause 2, Article 24 of the Company Charter have the right to nominate and introduce candidates for the Board of Directors by sending a written introduction of the candidate to the company's headquarters address.

– The candidate introduction document can follow the template issued by the Company, or it can be drafted by the Shareholder or shareholder group as stipulated in Clause 2, Article 24 of the Company Charter, provided it ensures full candidate information as prescribed in Clause 1, Article 24 of the Company Charter.

h) Electing, relieving from duty, and removing the Chairman of the Board of Directors:

– The Chairman of the Board of Directors is elected, relieved from duty, and removed by the Board of Directors from among its members.

– The Chairman of the Board of Directors shall be relieved from duty or removed in the cases specified in Point e, Clause 2 of this Article.

– In the event the Chairman of the Board of Directors submits a resignation letter or is relieved from duty or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the decision to relieve or remove.

3. Remuneration and other benefits for Members of the Board of Directors: As stipulated in Article 27 of the Company Charter.

4. Procedures for organizing Board of Directors meetings:

a) Number of Board of Directors meetings as prescribed in Clauses 1 and 2, Article 29 of the Company Charter.

b) Circumstances requiring the convening of extraordinary Board of Directors meetings: Implemented according to the provisions of Clauses 3, 4, and 5, Article 29 of the Company Charter.

c) Notice of Board of Directors meetings: As stipulated in Clauses 6 and 7, Article 29 of the Company Charter.

d) Right of the members of the Board of Supervisors to attend Board of Directors meetings:

The members of the Board of Supervisors have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.

e) Conditions for holding Board of Directors meetings: As stipulated in Clause 8, Article 29 of the Company Charter.

f) Voting methods: As stipulated in Clauses 9 and 10, Article 29 of the Company Charter.

g) Method of passing resolutions of the Board of Directors: As stipulated in Clause 12, Article 29 of the Company Charter. Resolutions in the form of written opinions are passed based on the approval of the majority of the Board of Directors members with voting rights and have the same effect and value as resolutions passed at meetings.

h) Authorization for another person to attend the meeting on behalf of a Member of the Board of Directors:

A Member of the Board of Directors may authorize another person to attend the meeting and vote if approved by the majority of the Board of Directors.

i) Preparation of minutes of Board of Directors meetings:

– All Board of Directors meetings must be recorded in minutes, and may be audio-recorded, video-recorded, or stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language (if the Company deems it necessary), including the following main contents:

- + Name, address of the head office, and the enterprise code;
- + Time and venue of the meeting;
- + Purpose, agenda, and content of the meeting;
- + Full name of each attendee or authorized representative and method of attendance; full name of absent members and reasons for absence;
- + Matters discussed and voted on at the meeting;
- + Summarizing the opinions of each member present at the meeting according to the chronological order of the meeting;
- + Voting results, clearly stating the members who agreed, disagreed, and abstained;
- + Matters approved and corresponding approval rates;
- + Full name and signature of the chairperson and the minute-taker, unless the chairperson or the minute-taker refuses to sign the minutes.

– The chairperson, the minute-taker, and the signatories of the minutes are responsible for the truthfulness and accuracy of the content of the minutes of the Board of Directors meeting.

– Minutes of Board of Directors meetings and documents used in the meetings must be kept at the company's headquarters.

– Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.



k) In case the chairman and/or the minute-taker refuses to sign the Minutes of the Board of Directors Meeting:

In cases where the chairperson or minute-taker refuses to sign the minutes, but all other members of the Board of Directors present at the meeting sign and agree on the minutes with full content as prescribed above, the minutes are valid. The minutes clearly state the refusal of the chairman and/or minute-taker to sign. The signatory is jointly responsible for the accuracy and truthfulness of the minutes. The chairman and minute-taker are personally liable for any damages to the company due to their refusal to sign, as stipulated in the Law on Enterprise, the Company Charter, and relevant laws.

l) Notification of Resolutions/Decisions of the Board of Directors:

The Company is responsible for publicizing information regarding the Resolutions/Decisions of the Board of Directors on mass media, the Company's website, and the information disclosure platforms of the State Securities Commission and the Ho Chi Minh City Stock Exchange, following the procedures and regulations of the law on information disclosure.

5. Selection, Appointment, and Dismissal of the Corporate Governance Officer:

a) Standards for the Corporate Governance Officer:

- The Corporate Governance Officer must not concurrently work for an approved auditing organization that is auditing the Company's financial statements;
- Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- Other standards as prescribed by law, the Company's Charter, and decisions of the Board of Directors.

b) Appointment of the Corporate Governance Officer: As stipulated in Clause 1, Article 30 of the Company's Charter.

c) Cases of Dismissal of the Corporate Governance Officer:

- The Corporate Governance Officer submits a resignation letter and it is approved by the Board of Directors;
- No longer meets the conditions as prescribed in Point a, Clause 5 of this Article;
- The Board of Directors may dismiss the Corporate Governance officer when necessary, but not in violation of current Labor Code.

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 information as prescribed by securities laws, other legal regulations, and the Company's Charter.

e) Rights and Obligations of the Corporate Governance Officer: As stipulated in Clause 3, Article 30 of the Company's Charter.

Article 4. Board of Supervisors

1. Roles, Rights, and Obligations of the Board of Supervisors, Responsibilities of members of the Board of Supervisors:

– Role of the Board of Supervisors: The Board of Supervisors plays a role in inspecting and supervising the activities of both the Board of Directors and the General Meeting of Shareholders to ensure the Company's operations are transparent for the benefit of shareholders and the Company.

– Rights and Obligations of the Board of Supervisors, Responsibilities of members of the Board of Supervisors: As stipulated in Article 37 of the Company's Charter.

2. Term, Number, Composition, and Structure of members of the Board of Supervisors:

a) Term, Number, Composition, and Structure of members of the Board of Supervisors:

– The number and term of members of the Board of Supervisors shall be as stipulated in Clause 1, Article 35 of the Company's Charter.

– The structure of the Board of Supervisors comprises 01 Head and 02 members.

b) Standards and Conditions for members of the Board of Supervisors: As stipulated in Clause 4, Article 34 of the Company's Charter.

c) Nomination and candidacy for members of the Board of Supervisors: As prescribed in Clauses 1, 2, and 3, Article 34 of the Company's Charter.

d) Method of electing members of the Board of Supervisors:

– Before the election, each shareholder or shareholder's representative receives a ballot indicating the shareholder's code, the shareholder's full name/authorized representative's full name, the number of voting shares, and the list of candidates.

– The election of Board of Supervisors members must be conducted via cumulative voting. Each shareholder possesses a total number of votes equal to their total shares owned multiplied by the number of Board of Supervisors members being elected. A shareholder can allocate all or some of their votes to one or multiple candidates. Successful candidates are determined based on vote count, from highest to lowest, starting with the highest vote recipient, until the required number of members stipulated in the Company Charter is reached. If two or more candidates receive the same number of votes for the final position, a runoff election occurs between these tied candidates.

e) Cases of relieving from duty and removing members of the Board of Supervisors: As prescribed in Clauses 2 and 3, Article 35 of the Company's Charter.

f) Notification of the election, relieving from duty, and removal of members of the Board of Supervisors:

After the decision to elect, relieve from duty, or remove members of the Board of Supervisors, the Company is responsible for announcing the information internally

within the Company, to relevant authorities, in the mass media, and on the Company's website, according to the procedures and regulations of current law.

g) Salaries and other benefits of members of the Board of Supervisors: As prescribed in Article 39 of the Company's Charter.

Article 5. General Director

1. Role, responsibilities, rights, and obligations of the General Director:

– Role and responsibilities of the General Director: As prescribed in Clause 2, Article 33 of the Company's Charter.

– The General Director has the rights and obligations as prescribed in Clause 5, Article 33 of the Company's Charter.

2. Appointment, dismissal, contract signing, and termination of the contract with the General Director

a) Term of office, standards, and conditions for the General Director:

– Term of office of the General Director: As prescribed in Clause 3, Article 33 of the Company's Charter.

– Standards and conditions for the General Director: As prescribed in Clause 4, Article 33 of the Company's Charter.

b) Nomination, recommendation, relieving from duty, and removal of the General Director:

– Members of the Board of Directors or other individuals who meet the standards specified in Clause 4, Article 33 of the Company's Charter may be nominated for the position of General Director.

– The Board of Directors may relieve the General Director from duty when a majority of the members of the Board of Directors present at the meeting and entitled to vote are in agreement.

– The Board of Directors may remove the General Director when a majority of the members of the Board of Directors present at the meeting and entitled to vote are in agreement, and in the event that the General Director no longer meets the standards and conditions specified in Clause 4, Article 33 of the Company's Charter.

c) Appointment and signing of a labor contract with the General Director:

– The Board of Directors appoints a member of the Board of Directors or another person as General Director.

– The General Director is entitled to sign a labor contract and enjoy employee benefits as prescribed in the Labor Code.

d) Dismissal, termination of the labor contract with the General Director:

– The General Director will be considered for dismissal by the Board of Directors in the following cases:

+ No longer meets the standards and conditions as prescribed in Clause 4, Article 33 of the Company's Charter;

- + Has a resignation letter;
- + Violates the responsibilities and obligations of the executive prescribed in the Company's Charter;
- + Fails to complete assigned tasks;
- + According to the Decision of the Board of Directors.
- When there is a decision to dismiss the General Director, the Board of Directors shall simultaneously issue a decision to terminate the labor contract as prescribed in the provisions of the Labor Code.

e) Notification of appointment, dismissal, contract signing, and contract termination with the General Director:

The Company shall publicly disclose information regarding the appointment, dismissal, signing of contracts, and termination of contracts with the General Director on the Company's electronic information channels, to relevant agencies, the Securities Commission, and the Stock Exchange as prescribed in current regulations on information disclosure.

f) Salary and other benefits of the General Director:

- The General Director receives salary and bonus. The General Director's salary and bonus are decided by the Board of Directors.
- The General Director's salary is included in the company's business expenses as prescribed by the law on corporate income tax, is shown as a separate item in the company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 6. Other activities

1. Coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director:

a) Procedures, sequence of convening meetings, sending meeting invitations, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors, and the General Director:

- The Board of Supervisors shall receive meeting invitations, ballots of Board of Directors members, and accompanying documents at the same time and in the same manner as members of the Board of Directors.

- In case the General Director is invited to attend the Board of Directors meeting, they will receive the notice and accompanying documents (if any).

- The minutes of the Board of Directors meeting and the Board of Directors' Resolutions are sent to the Board of Supervisors and the General Director at the same time and in the same manner as for members of the Board of Directors.

b) Notification of the Board of Directors' Resolutions and Decisions to the Board of Supervisors:

Resolutions and Decisions of the Board of Directors, after being issued, shall be sent to the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors.

c) Notification of the Board of Directors' Resolutions and Decisions to the General Director:

Resolutions and Decisions of the Board of Directors, after being issued, shall be sent to the General Director at the same time and in the same manner as to members of the Board of Directors and the Board of Supervisors.

d) Cases where the General Director and the Board of Supervisors request to convene a meeting of the Board of Directors and matters requiring the Board of Directors' opinion:

– When detecting any member of the Board of Directors or the General Director violating legal regulations, the Board of Supervisors must prepare a written request to convene a meeting of the Board of Directors to request the violator to cease the violation and provide solutions to remedy the consequences.

– The General Director shall request a meeting of the Board of Directors when seeking the Board of Directors' opinion on business or investment strategies or other matters under the authority of the Board of Directors.

– In addition, the General Director may prepare a report on matters requiring the opinion of the Board of Directors and obtain written voting opinions from the Board members.

e) Report of the General Director to the Board of Directors on the implementation of assigned duties and powers:

Periodically, at the quarterly Board of Directors meeting, the General Director presents a report on the Company's production and business situation, including analysis and assessment of the level of completion of the targets assigned by the General Meeting of Shareholders and the Board of Directors.

f) Review of the implementation of resolutions and other matters authorized by the Board of Directors to the General Director:

Annually, at the year-end Board of Directors meeting, the Board of Directors conducts a review, criticism and self-criticism, whereby the General Director acknowledges personal strengths and weaknesses to proactively improve management. The Board of Directors also assesses the level of work completion and votes on emulation titles for the Company.

g) Issues the General Director must report, provide information and methods of notification to the Board of Directors and the Board of Supervisors:

– Matters under the authority of the Board of Directors as prescribed in the Company's Charter and the Enterprise Law.

– Contracts and transactions with affiliated persons of the Company's internal persons.

– The General Director drafts matters requiring opinions into a document and sends it to the Chairman of the BOD and the Head of the Board of Supervisors.

h) Coordination of control, administration, and supervision activities between members of the Board of Directors, members of the Board of Supervisors and the General Director according to the specific tasks of the above members:

– The Board of Directors supervises the activities of the Board of General Directors by attending company meetings and reviewing periodic reports on production and business activities, as well as financial reports. The Board of Supervisors is invited to attend meetings with the Board of Directors and the General Director to provide comments and propose directions for the Company's operations.

– Annually, the Board of Supervisors organizes at least 02 regular meetings to control and supervise the Company's operations. The General Director of the Company is responsible for providing adequate information, data, relevant documents and supporting the Board of Supervisors in performing their duties.

2. Regulations on annual assessment for commendation and discipline of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other enterprise executives:

a) Annual Evaluation:

– Based on assigned functions and tasks, the Board of Directors organizes an evaluation of the performance of each member of the Board of Directors, the Head of the Board of Supervisors, the General Director and other executives.

– Based on assigned functions and tasks, the Head of the Board of Supervisors organizes an evaluation of the performance of each member of the Board of Supervisors.

b) Commendation:

– Based on the production and business results and the annual evaluation results, members of the Board of Directors, the Supervisory Board, the General Director, and other executives shall be entitled to bonuses in accordance with the Company's prevailing regulations.

c) Discipline:

– Pursuant to the Law on Enterprises, the Company Charter, and the Labor Code, the Board of Directors shall review and submit disciplinary actions against any violating Board member to the General Meeting of Shareholders for decision. Disciplinary measures range from reprimand, rebuke, warning, dismissal, to removal from office.

– Pursuant to the Law on Enterprises, the Company Charter, and the Labor Code, the Board of Supervisors shall review and submit disciplinary actions against any violating Supervisor to the General Meeting of Shareholders for decision. Disciplinary measures range from reprimand, rebuke, warning, dismissal, to removal from office.

– Pursuant to the Law on Enterprises, the Company Charter, and the Labor Code, the Board of Directors shall review and decide on disciplinary actions against the General Director or any executive officer in case of violation. Disciplinary measures range from reprimand, rebuke, warning, extension of the salary increase period, dismissal, to removal from office.

Article 7. Amendment and Supplement

1. The amendment and supplement of this Charter must be considered by the 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 Company's governance activities that are not mentioned in this Charter or in the event of new legal regulations that differ from the Content of the provisions in this Charter, those regulations shall naturally apply and regulate the Company's governance activities.

Article 8. Effective Date

The Regulations on Corporate Governance - Sonadezi Chau Duc Shareholding Company (2nd amendment and supplement), consisting of 8 articles, were unanimously approved by the General Meeting of Shareholders on April 16, 2026 and the full text of this Charter was approved. All previous regulations contrary to this Charter are hereby repealed.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Dinh Ngoc Thuan

