DONG NAI PROVINCIAL
PEOPLE'S COMMITTEE
SONADEZI CORPORATION
No: 204/SNZ-QTTH

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

Dong Nai, dated 03rd April, 2025

INFORMATION DISCLOSURE

To:
- The State Securities Commission;
- Hanoi Stock Exchange.

I. Name of company: SONADEZI CORPORATION

- Ticker symbol: SNZ

- Address of head office: No.1, Road 1, Bien Hoa I Industrial Park, An Bình Ward, Biên Hòa City, Đồng Nai Province.

- Telephone: (0251) 8860561 Fax: (0251) 8860573

- Email: contact@sonadezi.com.vn

-II. Content of Disclosure:

- Invitation for the Annual General Meeting for the year 2025;

- The Draft Annual General Meeting Materials for the year 2025

III. This information was disclosed on the Sonadezi Corporation's website on 03/4/2025 at the following link: http://sonadezi.com.vn/quan-he-co-dong/.

Attached documents:

- Announcement regarding the invitation for the Annual General Meeting No. 203/TB-SNZ-QTTH dated 03/4/2025;

- The Draft Annual General Meeting Materials for the Year 2025.

We certify the truthfulness of the information disclosed above and take full responsibility before the law for the content of the disclosed information.

Sincerely.

Recipients:
- As above;
- Archived: Office, General Department.

ON BEHALF OF THE GENERAL DIRECTOR
PERSON AUTHORIZED TO
DISCLOSE INFORMATION

TỔNG CÔNG TY CỔ PHẦN PHÁT TRIỂN KHU CÔNG NGHIỆP

Phạm Trần Hòa Hiệp

SONADEZI
TỔNG CÔNG TY CỔ PHẦN PHÁT TRIỂN KHU CÔNG NGHIỆP
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PEOPLE'S COMMITTEE OF
DONG NAI PROVINCE
SONADEZI CORPORATION

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

(Draft)

Dong Nai, 2025-04-...

WORKING REGULATIONS OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Article 1. General Provisions

1. These working regulations apply to the organization of the 2025 Annual General Meeting of Shareholders (GMS) of Sonadezi Corporation.

2. These regulations specify the rights and obligations of meeting participants, conditions and procedures for conducting the meeting, voting methods, and election procedures.

3. Shareholders or their representatives attending the meeting will be collectively referred to as shareholders.

4. Shareholders and participants are responsible for complying with these regulations.

Article 2. Chairperson – Rights and Obligations of the Chairperson

1. The Chairperson of the meeting is the Chairman of the Board of Directors.

2. The Chairperson has the following rights and obligations:

- Implement necessary and reasonable measures to organize and conduct the GMS in an orderly manner, according to the approved agenda and reflecting the wishes of the majority of participants;

- Guide shareholder discussions;

- Present drafts and conclude on matters requiring a GMS vote;

- Respond to shareholder inquiries;

- Decide on the order, procedures, and events arising outside the GMS agenda.

Article 3. Meeting Registration and Verification of Meeting Conditions

1. The Organizing Committee must carry out procedures for shareholders to register for the meeting, receive meeting materials, and continue registration until all eligible shareholders present have registered.

2. The Organizing Committee will compile and report to the GMS on the results of the verification of meeting conditions.

Article 4. Secretary

1. The Secretary, introduced by the Chairperson, is responsible to the Chairperson and the GMS for their duties.

2. Duties of the Secretary:

- Record the meeting content fully and accurately;

- Assist the Chairperson in announcing the draft Minutes and Resolutions of the GMS.

Article 5. Ballot Counting Committee

1. The Ballot Counting Committee is nominated by the Chairperson and approved by the GMS.

2. The Ballot Counting Committee has the following duties:

- Check and supervise the voting of shareholders;

- Organize the counting of voting ballots;

- Prepare a ballot counting report and announce it to the GMS;

- Return the voting ballots and the Ballot Counting Report to the Chairperson.

Article 6. Rights and Obligations of Shareholders Attending the GMS

1. Shareholders who own voting shares of Sonadezi Corporation, according to the final registration list on 2025-03-26, have the right to attend the 2025 Annual GMS. Shareholders can participate in the GMS in one of the following ways:

- Attend and vote directly at the meeting;

- Authorize a representative to attend and vote at the meeting;

- Send voting ballots to the meeting via mail, fax, or email.

2. Each shareholder, upon registration, must present personal legal documents such as a Citizen Identity Card/ID card or Passport.

3. Each attending shareholder shall receive meeting materials, including reports, proposals, voting cards, voting ballots, blank paper, and pens. The voting cards and voting ballots will display the shareholder's name, serial number, number of shares owned, and ownership representative. Shareholders should immediately inform the Organizing Committee of any errors related to their registration information.

4. During the meeting, shareholders must comply with the Chairperson's guidance, behave civilly and politely, and refrain from causing disorder. If shareholders need to leave the meeting room for personal reasons, shareholders must maintain order to avoid disturbing other shareholders, disrupting the meeting's progress, and the Chairperson's work.

5. Shareholders are required to maintain confidentiality and adhere to the prescribed procedures for document usage and preservation.

6. Shareholders wishing to discuss or engage in discussion shall raise their hands, and commence speaking only when invited by the Chairperson. Statements should be concise, succinct, clear, and avoid repetition. Shareholders may write down their comments and submit them to the Secretariat and the Chairperson.

7. Shareholders arriving after the meeting has commenced may still register and have the right to vote immediately after registration. In such cases, the validity of previously voted matters shall remain unchanged.

8. Attending shareholders must strictly comply with these regulations. Any violation will be subject to review by the Chairperson, who will determine appropriate disciplinary actions in accordance with point b, clause 7, Article 146 of the Law on Enterprises, and the Corporation's Charter.

Article 7. Meeting Conduct Conditions

1. The General Meeting of Shareholders shall proceed when the number of attending shareholders represents more than 50% of the total voting shares of the Corporation.

2. If the first meeting fails to meet the conditions for proceeding as stipulated in clause 1 of this Article, the second meeting shall be convened in accordance with Article 17 of the Corporation's Charter and Article 145 of the Law on Enterprises.

Article 8. Voting Procedures

1. All shareholders who have the right to attend the meeting are entitled to vote on matters within the authority of the General Meeting of Shareholders, with voting rights corresponding to their owned shares and any authorized shares.

2. Shareholders shall vote on matters at the meeting by raising their voting card and completing the corresponding box on the voting ballot (as instructed on the Ballot).

3. A Resolution on the agenda items will be approved if more than 50% of the total votes cast by all shareholders attending and voting at the meeting are in favor.

4. After the General Meeting of Shareholders has voted on the issues on the voting ballot, the Ballot Counting Committee will collect the voting ballots for counting. The Head of the Ballot Counting Committee will announce the vote count results to the General Meeting of Shareholders for each item and issue voted upon.

5. In case of inquiries regarding voting results, the Chairperson will review and make a decision directly at the meeting.

6. Voting ballot regulations:

a. Voting ballots falling under any of the following circumstances are deemed invalid:

- Voting ballots submitted via mail, fax, or email after 08:30 on 2025-04-25;

- Ballots that do not conform to the contents issued by the Organizing Committee;

- Ballots without the shareholder's signature;

- Torn or incomplete ballots with missing sections for filling or insufficient information for verification and counting.

b. Other cases:

- Ballots not filled in any box or filled in two or more boxes for one voting content shall be considered as "Abstention" for that content;

- Ballots with incorrect markings or erasures not following the instructions on the Ballot, leading to the inability to determine the voting opinion shall be considered "Abstention" for that content.

Article 9. Minutes of Meeting and Resolution of the General Meeting of Shareholders

The Secretary shall record the contents of the meeting.

The Minutes of Meeting and Resolution of the General Meeting of Shareholders must be announced and approved before the closing of the meeting.

Article 10. Implementation Clause

Immediately after being approved by the General Meeting of Shareholders of Sonadezi Corporation, the Organizing Committee and all shareholders attending the 2025 Annual General Meeting of Shareholders shall be responsible for implementing these regulations.

Recipients:
- The 2025 Annual General Meeting of Shareholders;
- Archives: Administrative Office, General Management.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Truong Dinh Hiep

DONG NAI PROVINCIAL
PEOPLE'S COMMITTEE
SONADEZI CORPORATION

No: /BC-SNZ-QTTH
(Draft)

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Dong Nai, ...2025

REPORT
On the Business Performance in 2024 and the Plan for 2025

To: The General Meeting of Shareholders

A. Business performance in 2024:

According to the General Statistics Office, Vietnam's GDP in 2024 is estimated to increase by 7.09% compared to 2023, exceeding the target of 6.5%, primarily driven by the services and industrial production sectors.

In the context of Vietnam's economic recovery, with the direction and attention of the Provincial Party Committee and the Provincial People's Committee, the collective of officials and employees of Sonadezi Corporation has achieved the following goals for 2024:

I. Business performance in 2024 according to the Audited Financial Statements:

Unit: Million VND

No.	Items	Plan	Actual	% Actual/Plan
	Charter capital	3,765,000	3,765,000	100.00%
	Parent company (Separate)			
1	Total Revenue	695,038	773,017	111.22%
2	Profit before tax	504,578	525,360	104.12%
3	Profit after tax	462,012	515,323	111.54%
4	State budget contribution	60,019	64,857	108.06%
5	Return on equity	11.96%	13.21%	110.48%
	Consolidated			
1	Total Revenue	6,366,350	6,172,195	96.95%
2	Profit before tax	1,631,421	1,946,883	119.34%
3	Profit after tax	1,370,394	1,619,396	118.17%
4	State Budget Contribution	651,314	752,180	115.49%
5	Return on Equity	15.27%	18.74%	122.72%

There are 03 companies that did not fulfill the revenue plan: Industrial Urban Development Joint Stock Company No. 2 achieved 94.65%; Sonadezi Environment Joint

Stock Company achieved 92.11%; Sonadezi Binh Thuan Shareholding Company only achieved 34.42% due to the delay in site handover.

However, only Dong Nai Material & Building Investment Joint Stock Company incurred a loss of 7,072 million VND compared to the planned loss of 7,240 million VND due to retrospective collections from previous years.

As of 2024-05-21, Sonadezi Giang Dien Shareholding Company is no longer a subsidiary but only an associate, so the consolidated revenue figure only reached 96.95% of the plan. However, because the parent company and other member companies all exceeded the plan, the consolidated profit after tax figure exceeded the plan by 18.17%.

II. Divestment in Other Enterprises:

On 2024-01-16, the General Meeting of Shareholders issued Resolution No. 08/NQ-SNZ-QTTH approving the Corporation's Restructuring Plan for the 2021-2025 period.

1. Divestment at Amata Bien Hoa Urban Joint Stock Company:

On 2024-10-25, the Dong Nai Provincial People's Committee issued Official Letter No. 13350/UBND-KTNS regarding the divestment at Amata Bien Hoa Urban Joint Stock Company.

The Corporation has disclosed the information, but after the prescribed deadline (2024-11-15), no investors were interested in registering to receive the share transfer, so the divestment at Amata Bien Hoa Urban Joint Stock Company has not been completed (Sonadezi Corporation still maintains its ownership ratio of 10%).

2. Regarding the Private Placement of Shares to increase the Charter Capital of Dong Nai Materials & Building Investment Joint Stock Company (DNC):

Pursuant to Official Letter No. 3009/STC-TCDN dated 2024-05-17 of the Department of Finance and Official Letter No. 5621/UBND-KTNS dated 2024-05-20 of the Dong Nai Provincial People's Committee, DNC has completed the private placement of shares and has been granted Business Registration Certificate No. 3600359352, 8th amendment registration on 2024-12-16 with a charter capital of 128,340,000,000 VND by The Business Registration Office.

Thus, Sonadezi Corporation's ownership ratio in DNC decreased from 52.29% to 35.99%, approximately reaching the holding ratio according to the Corporation's Restructuring Plan for the period 2021-2025 (36%).

III. Projects:

1. Projects of the parent company:

1.1. Industrial land business investment project at Chau Duc Industrial Park:

- Transfer of land lease rights: In December 2023, 01 customer signed a contract with an area of 10,000m2 and the land was handed over in January 2024. In 2024, 04 Land Lease Rights Transfer Contracts were signed with an area of 95,732.5m^2.

- Factory for Lease: 04 factories (No. 1, 2, 3, 4) have been completed with a total floor area of 26,899.16m2. In 2024, Sonadezi Corporation signed 02 more Factory Lease Contracts (No. 1, 4), bringing the total number of leased factories to 03 (No. 1, 3, 4). Currently, Factory No. 2 remains unleased.

1.2. Regarding the Bien Hoa 1 Industrial Park functional conversion project:

On 2024-02-05, the People's Committee of Dong Nai province issued Decision No. 324/QD-UBND approving the Project of converting Bien Hoa 1 Industrial Park into an Urban - Commercial - Service Area and environmental improvement. Currently, Sonadezi Corporation is still coordinating with departments and agencies to implement the project as directed by the Provincial People's Committee.

1.3. Xuan Hoa Quarry:

Revenue from the Xuan Hoa quarry in 2024 is estimated to reach 101% of the plan. Sonadezi Corporation is still coordinating with Cuong Thuan Idico Investment and Development Joint Stock Company to carry out procedures to extend the project's exploitation time.

2. Projects of the Subsidiary companies:

With the policy of prioritizing resources for projects that create socio-economic impacts for the locality and sustainable development, the Sonadezi system continues to improve the capacity and output of the port system, water supply system, environmental services, and promotes the implementation of social housing projects.

Currently, in addition to investing in and operating 12 Industrial Parks, the Sonadezi system is providing more than 85% of the domestic and industrial water supply in the province; treating waste for FDI enterprises in many Industrial Parks and treating more than 75% of domestic waste in Dong Nai province; serving the exploitation and transportation of nearly 18 million tons of goods through the port annually...

In 2024, the Sonadezi system implemented several social housing projects with a total estimated investment of more than 2,000 billion VND. Including:

+ The A6-A7 Social Housing Project in Quang Vinh Ward, Bien Hoa City, Dong Nai Province, invested by Dong Nai Housing Business Joint Stock Company. The project has a scale of 19 floors, 1 basement, including 348 social housing units for sale and 87 social housing units for rent. The project was technically handed over on 2024-12-24.

+ The Sonadezi Huu Phuoc Residential Area Social Housing Project (belonging to Chau Duc Urban Area) in Suoi Nghe Ward, Chau Duc District, Ba Ria - Vung Tau Province, invested by Sonadezi Chau Duc Shareholding Company. The project has a total of 1,213 apartments, divided into 2 investment phases. Phase 1 with 210 apartments is expected to be completed in Quarter 2/2025.

+ The social housing project in Loc An Residential Area, Long Thanh District, with a scale of 1,155 apartments, total investment capital of about 1,200 billion VND, invested by D2D Company. D2D is currently carrying out investment procedures.

3. Regarding new project development:

3.1. Ninh Diem 3 Industrial Park, Khanh Hoa province:

The Corporation has been coordinating with the Management Board of Van Phong Economic Zone in establishing investment policies for Ninh Diem 3 Industrial Park project in Van Phong Economic Zone, Khanh Hoa province.

On 2024-11-26, the Dong Nai Provincial People's Committee of Dong Nai province issued Official Letter No. 14551/UBND-KTNS on the establishment of an enterprise to invest in Ninh Dien 3 Industrial Park project in Khanh Hoa province by Sonadezi Corporation.

Currently, Sonadezi Corporation is carrying out procedures to establish Sonadezi Khanh Hoa Joint Stock Company to invest in the construction and business of infrastructure of Ninh Diem 3 Industrial Park.

3.2. The Corporation is cooperating with departments and related agencies to research and propose projects:

- Hang Gon Industrial Park: 300ha;

- Hang Gon Urban Area and Long Khanh Golf Course: 140ha, of which 90ha is golf course area and 50ha is urban area;

- Xuan Hoa Ward Industrial Park (phase up to 2030): 500ha;

- Bau Xeo 2 Industrial Park: 380ha.

IV. Continuing the implementation of digital transformation in 2024:

- Completing the Tableau BI Intelligent Corporate Governance Reporting Software and integration with Base software;

- Digitizing an additional 06 forms for annual production and business planning;

- Developing new applications on Base for work, specifically: Base Booking, Base TimeOff, Base Square, Base Payrol, Base Workflow…

- Officially transferring all data from Google to MS365, continuing to exploit and optimize the features of the MS365 software ecosystem: Onenote application - Electronic Notebook, Ms Teams application - Chat channel;

V. Training and human resource development:

- Organized 22 training courses on professional skills, operations, and management for 36 officials and employees of the parent company.

- Organized legal training courses and refresher courses for the entire Corporation, including: a seminar on improving corporate governance quality and information disclosure; IFRS accounting and auditing training course; training course on "Greenhouse gas inventory and reporting".

VI. Some achievements in 2024:

1. Parent Company - Sonadezi Corporation:

- Continued to be honored in the Top 10 Prestigious Industrial Real Estate Companies ranking announced by Vietnam Report;

- Achieved Top 10 Typical Cultural Enterprises in the Integration Period; Top 10 Typical Enterprises studying and following Ho Chi Minh's thought, morality, and style in building corporate culture in 2024;

- For the 4th consecutive time, achieved the Top 10 UPCoM Companies with good information disclosure and transparency by the Hanoi Stock Exchange (HNX).

2. Some member units:

- Dong Nai Port Joint Stock Company (PDN) and Sonadezi Giang Dien Shareholding Company (SZG) were awarded the Emulation Flag by Dong Nai Provincial People's Committee for outstanding achievements in the patriotic emulation movement in 2023.

- Sonadezi Long Binh Joint Stock Company (SZB) reached the Top 20 Business of Green Economy for Sustainable Development; Top 100 Vietnam Golden Star Award 2024; Gold Award for Vietnam's No. 1 Brand; Achieved the title of "Information Disclosure Standard Enterprise in 2024" co-organized by Vietstock with VAFE Association and Fili Magazine.

- Sonadezi Chau Duc Shareholding Company (SZC) reached the Top 20 Famous Vietnamese Brands in the Real Estate - Construction - Building Materials industry; listed among the 50 best listed companies in Vietnam according to Forbes Vietnam.

VII. Community social work of the Corporation and member units:

In 2024, Sonadezi Corporation and its member companies continued to cooperate with Dong Nai General Hospital to implement the Hospital Fee Support Program for poor patients with a contribution of 500 million VND, supporting 32 cases. Cumulatively from 2018 to the present, the Corporation and its member units have contributed 5.3 billion VND, and the Program has supported 523 cases.

Total expenditure on community social work of the Corporation and its member companies in 2024 was 16,461 million VND.

In addition, for the third year since 2022, the Corporation's managers continued to implement the support program for orphaned children due to the loss of parents from the

Covid-19 epidemic in Dinh Quan district, with a total contribution of 335,400,000 VND in 2024, and the total amount spent on support was 331,300,000 VND.

B. Business Plan for the year 2025:

The year 2024 has passed with many positive signals, but there are still some unresolved difficulties and obstacles, unpredictable risks, and new opportunities emerging domestically and internationally, such as:

The policy of reforming the state administrative apparatus and merging provincial-level administrative units;

Peace negotiations for the armed conflicts between Russia and Ukraine, and Israel and Hamas have shown new prospects, but there is still no end in sight;

Trade wars tend to spread globally, etc.

Based on the 2021-2025 5-Year Business and Investment Development Plan approved by the General Meeting of Shareholders in Resolution No. 09/NQ-SNZ-QTTH on 2024-01-16;

Based on the 2024 plan implementation of the Corporation and its member companies,

The Board of Directors presents to the General Meeting of Shareholders the business plan for the year 2025 as follows:

I. Parent Company – the Corporation:

1. Key items:

Unit: Million VND

No.	Items	2024 Actual	2025 Plan	2025 Plan /2024 Actual
1	Charter capital	3,765,000	3,765,000	100%
2	Total Revenue	773,017	793,647	102.67%
3	Profit before tax	525,360	522,052	99.37%
4	Profit after tax	515,323	510,477	99.06%
5	State Budget Contribution	64,857	59,387	91.57%
6	Return on Equity	13.21%	13.01%	98.49%

2. Main business activities:

- Continue to manage and operate Bien Hoa 1 Industrial Park to serve businesses within the Industrial Park until Dong Nai Provincial People's Committee implements the Bien Hoa 1 Industrial Park Conversion Project, while also researching and proposing participation as an investor in implementing the Project.

- At Chau Duc Industrial Park, transfer the lease rights of 10 hectares of land, invest in the construction of 4 factories, and lease out an additional 3 factories, bringing the total number of leased factories to 6.

- Continue exploiting and operating the Xuan Hoa quarry.

- Complete the acquisition of the Sonadezi Building and commence management, operation, and business activities from 2025-07.

- Manage financial investments in companies.

3. Divestment of the Corporation in other businesses:

On 2024-01-16, the General Meeting of Shareholders issued Resolution No. 08/NQ-SZ-QTTH, approving the Corporation Restructuring Plan for the 2021-2025 period.

Through the practical experience of divestment in recent years, for safety, valuation consulting companies always choose methods with the highest valuation results, leading to no investor interest and the inability to transfer shares for divestment.

For prudence, the estimated revenue from divestment in Dong Nai Transportation Construction Joint Stock Company and Dong Nai Industrial and Civil Construction Joint Stock Company No. 1 is only included in the 2025 business results plan.

II. Consolidated Corporation:

1. Key items:

Unit: Million VND

No.	Items	2024 Actual	2025 Plan	2025 Plan /2024 Actual
1	Charter capital	3,765,000	3,765,000	100%
2	Total Revenue	6,172,195	6,680,434	108.23%
3	Profit before tax	1,946,883	1,711,723	87.92%
4	Profit after tax	1,619,396	1,403,613	86.68%
5	State Budget Contribution	752,180	744,840	99.02%
6	Return on Equity	18.74%	15.46%	82.50%

2. Main business activities:

- Continue to manage, operate, and effectively exploit existing projects of each member unit according to 4 operating business lines: Industrial and Civil Real Estate, Construction and Construction Materials; Support Services; Water Supply;

- Continue to exploit the industrial land fund of Chau Duc Industrial Park; invest in the construction and leasing of factories in industrial parks;

- Carry out compensation for site clearance, and implement investment in Long Phuoc 1 Industrial Cluster;

- Invest in technical infrastructure and conduct business operations at Tan Duc Industrial Park;

- Complete procedures and conditions to implement investment projects in An Hoa 2 Residential Area, An Hoa 3 Residential Area, social housing in Loc An Residential Area, and D2D Apartment Building;

- Complete the procedures and conditions for the transfer of housing in the Loc An residential area and the Tam An 1 residential area.

- Continue investing in the Buu Long housing project (area 3); Complete the A6-A7 Social Housing Project.

- Market and conduct business operations in the Huu Phuoc residential area.

- Continue investing in and conducting business operations in the Vinh Tan waste treatment area and the Quang Trung waste treatment area.

3. New project development:

- Continue to develop Ninh Diem 3 Industrial Park in Khanh Hoa province, establish a business to implement the project, prepare an application for investment policy approval, and carry out necessary tasks during the project preparation phase.

- Continue researching and proposing the development of the following projects:

+ Hang Gon Industrial Park: 300ha.

+ Hang Gon Urban Area and Long Khanh Golf Course: 140ha, of which 90ha is for the golf course and 50ha for the urban area.

+ Xuan Hoa Ward Industrial Park (phase up to 2030): 500ha.

+ Bau Xeo 2 Industrial Park: 380ha.

+ Social Housing projects within and outside the province.

- Research participation in land auctions and investor selection bidding to develop new projects within and outside the province.

Sincerely.

Recipients:
- As above;
- Archived: Administrative Office, General Management.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Truong Dinh Hiep

DONG NAI PROVINCIAL
PEOPLE'S COMMITTEE
SONADEZI CORPORATION

No.: ..... /BC-SNZ-QTTH
(Draft)

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Dong Nai, ...March 2025

REPORT OF THE BOARD OF DIRECTORS
On the activities in 2024 and the direction of activities for 2025

To: General Meeting of Shareholders

I. Member of the Board of Directors, term II (2021 – 2026):

No.	Name	Position
1	Do Thi Thu Hang	Chairman of the Board of Directors (Dismissed from 2024-04-16)
2	Truong Dinh Hiep	Chairman of the Board of Directors (Elected from 2024-04-16)
3	Tran Thanh Hai	Member of the Board of Directors
4	Nguyen Thi Hanh	Member of the Board of Directors
5	Dinh Ngoc Thuan	Member of the Board of Directors
6	Luong Minh Hien	Member of the Board of Directors
7	Nguyen Van Tuan	Non-Executive Member of the Board of Directors
8	Pham Quoc Chi	Non-Executive Member of the Board of Directors

II. Report on the Activities of the Board of Directors in 2024:

1. Summary of Board of Directors meetings and decisions:

In 2024, the Board of Directors of the Corporation held 08 meetings with the full participation of the members, 137 written opinions on matters within its competence, thereby issuing 53 Resolutions/Decisions to lead and manage the business operations of the parent company, directing, orienting, and supervising the operations of the entire ecosystem with some main contents as follows:

1.1 Business Operations:

- The Board of Directors has assigned annual operating tasks to the General Director and the group of Capital Representatives at the member companies.

- Approving the framework of land and factory lease transfer prices for lease at Chau Duc Industrial Park in 2024.

- Directing Capital Representatives at member companies on matters within their competence according to the Regulations on management of the Capital Representatives.

- Exercising the entire right to purchase shares of Sonadezi Chau Duc Shareholding Company.

- Approving the divestment plan by transferring the Corporation's capital contribution in Amata Bien Hoa Urban Joint Stock Company.

1.2 Personnel work:

- Dismissing the Vice General Director of the Corporation.

- Reviewing the planning of leadership and management personnel for the period 2020 – 2025 and 2025 – 2030 of Sonadezi Corporation.

- Appointing/dismissing Capital Representatives at member companies.

- Evaluating and classifying Managers and the Head of the Internal Audit Committee, and the level of completion of tasks of Capital Representatives.

In addition, during the year, the Board of Directors approved other contents within its competence (Details in the attached List of Board of Directors Resolutions/Decisions).

2. Salaries, remuneration, and operating expenses of the Board of Directors implemented in 2024:

No.	Content	Plan (VND/month)	Implemented (VND/month)
1	Salary of Chairman of the Board of Directors	88,900,000	138,364,469
2	Remuneration of each Member of the Board of Directors	12,000,000	22,456,186

3. Report on transactions between Sonadezi Corporation, subsidiaries, companies in which Sonadezi Corporation holds 50% or more of the charter capital, with members of the Board of Directors and their related persons:

Details are in Appendix 3 of the Report on Corporate Governance 2024 No. 48/BC-SNZ-QTTH dated 2025-01-23 of Sonadezi Corporation, which has been publicly disclosed.

4. Report on transactions between Sonadezi Corporation and companies in which members of the Board of Directors are founders or managers within the last 03 years prior to the transaction:

Details are in Appendix 4 of the Report on Corporate Governance 2024 No. 48/BC-SNZ-QTTH dated 2025-01-23 of Sonadezi Corporation, which has been publicly disclosed.

5. Directing and supervising the General Director:

In the course of exercising their powers and responsibilities, the Board of Directors always complies with the Charter, carefully considers, and makes recommendations and directions for the General Director to operate in the best way to ensure the maximum legal benefits of the Corporation and shareholders.

The General Director manages the Corporation's operations in accordance with the resolutions of the Board of Directors, regularly reporting and communicating with the Board of Directors and making timely adjustments to ensure the achievement of objectives with the highest efficiency.

The Board of Directors and the General Director collaborate closely, implementing the governance-management relationship in accordance with the Charter and internal regulations.

II. Orientation of the Board of Directors' Activities Plan for 2025:

In 2024, in the context of numerous difficulties, challenges, and emerging risks, the Corporation strived to substantially complete the business plan.

The Corporation's mission for 2025 is defined not only by completing the plan and generating growth for a year, but also by preparing and creating the foundation and momentum for growth for a new period, a new development cycle. Therefore, to overcome difficulties and seize opportunities in the new era of growth, the entire system focuses on implementing five groups of tasks as follows:

- The Sonadezi system is determined and committed to successfully completing the 2025 plan. In operations and project implementation, there will be a strong focus on achieving high efficiency, ensuring healthy and safe cash flow, and maintaining high-quality growth.

- In line with the inevitable trend of the country and the local government toward streamlining the apparatus, the Corporation will research, arrange, and restructure those areas that are not yet efficient, focusing resources and leveraging the advantages of each unit to create competitive advantages. This will lead to synchronized growth across the four main areas, ensuring the overall growth rate of the Corporation.

- Actively and effectively implement the investment plan for new projects to increase product sources, expand growth potential in the next phase, and continue to create positive impacts for the local community and society.

- Maintain and enhance solidarity, creativity, innovative thinking, and improve productivity, and strengthen connections and effective collaboration throughout the

entire system. In addition, prioritize human resource quality with ongoing training in specialized knowledge and skills for employees. For middle and senior management in the system, specialized training and assessment, selection, and development will enhance the development of key personnel, satisfying the Corporation's development demands for the new era.

- Maintain and strive to improve corporate governance quality; identify and control legal, information, and data risks. In terms of digital transformation, the focus will be on enhancing data analysis skills, using digital technology smartly, efficiently, and responsibly, and increasing the system's ability to exploit data value. At the same time, sustainable development practices will be researched and green and digital transformations will be promoted to meet the Net Zero target.

Note:.

Attached: Appendix 3, Appendix 4, List of Resolutions/Decisions of the Board of Directors in 2024 in Report on Corporate Governance No. 48/BC-SNZ-QTTH dated 2025-01-23 of Sonadezi Corporation.

Sincerely.

Recipients:
- The 2025 Annual General Meeting of Shareholders;
- Archived: Administrative Office, General Management.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Truong Dinh Hiep

DONG NAI PROVINCIAL PEOPLE'S COMMITTEE
SONADEZI CORPORATION

SOCIALIST REPUBLIC OF VIETNAM
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APPENDIX 3: TRANSACTION BETWEEN INTERNAL PERSONS OF THE COMPANY, RELATED PARTIES OF INTERNAL PERSONS AND THE COMPANY'S SUBSIDIARIES IN WHICH THE COMPANY TAKES CONTROLLING POWER

Attached to Report on Corporate Governance for 2024, No. ...../BC-SNZ-QTTH, dated ..... January 2025

No	Transaction executor	Relationship with internal persons	Posittion at the listed Corporation	ID card No./ Passport No., date of issue, place of issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note
I	**INTERNAL PERSONS**								
1	Lương Minh Hiền		Member of BOD, Vice General director	Indentification number: 008175000173 Date of issue: 30/3/2021 Place of issue: The Police Department for Administrative management of Social order	Block A169, Street 5 extension, Thống Nhất Ward, Biên Hòa City, Đồng Nai Province	Sonadezi Chau Duc Shareholding company - Subsidiary	Year 2024	- Content: Transaction of stock purchase rights for existing shareholders; - Quantity 6.600 sahres; - Value of transaction 132.000.000 VND	

No	Transaction executor	Relationship with internal persons	Posittion at the listed Corporation	ID card No./ Passport No., date of issue, place of issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note
2	Phạm Quốc Chí		Non - executive Member of the BOD	Indentification number: 008062000832 Date of issue: 07/04/2021 Place of issue: The Police Department for Administrative management of Social order	141A, Cách Mạng Tháng Tám Street, Quarter 3, Quyết Thắng Ward, Biên Hòa City, Đồng Nai Province	Sonadezi Chau Duc Shareholding company - Subsidiary	Year 2024	- Content: Transaction of stock purchase rights for existing shareholders; - Quantity 490.260 shares - Value of transaction 9.805.200.000 VND	
3	Trần Ngọc Tòng		Member of Board of Supervisors	Identification number: 075086001637 Date of issue: 07/04/2021 Place of issue: The Police Department for Administrative management of Social order	K3/135C Quarter 1, Bửu Hòa Ward, Biên Hòa City, Đồng Nai Province	Sonadezi Chau Duc Shareholding company - Subsidiary	Year 2024	- Content: Transaction of stock purchase rights for existing shareholders; - Quantity 1.000 shares; - Value of transaction 20.000.000 VND	
B	**RELATED PARTIES OF INTERNAL PERSONS**								

No	Transaction executor	Relationship with internal persons	Posittion at the listed Corporation	ID card No./ Passport No., date of issue, place of issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note
1	Trần Trung Chiến	Husband of Internal person Lương Minh Hiền (Member of BOD, Vice General director)		Identification number: 001075029036 Date of issue: 07/4/2021 Place of issue: The Police Department for Administrative management of Social order	A169, Quarter 7, Thống Nhất Ward, Biên Hòa City, Đồng Nai Province	Sonadezi Chau Duc Shareholding company - Subsidiary	Year 2024	- Content: Transaction of stock purchase rights for existing shareholders; - Quantity 1.200 shares; - Value of transaction 24.000.000 VND	
2	Nguyễn Mạnh Thắng	Brother in law of Internal person Lương Minh Hiền (Member of BOD, Vice General director)		Indentification number: 001068038081 Date of issue: 17/5/2021 Place of issue: The Police Department for Administrative management of Social order	Lane 562, Láng Street, Láng Hạ Ward, Đống Đa District, Hà Nội City	Sonadezi Chau Duc Shareholding company - Subsidiary	Year 2024	- Content: Transaction of stock purchase rights for existing shareholders; - Quantity 14.500 shares; - Value of transaction 290.000.000 VND	

No	Transaction executor	Relationship with internal persons	Posittion at the listed Corporation	ID card No./ Passport No., date of issue, place of issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note
				Indentification number: 001068038081 Date of issue: 17/5/2021 Place of issue: The Police Department for Administrative management of Social order	Lane 562, Láng Street, Láng Hạ Ward, Đống Đa District, Hà Nội City	Sonadezi Chau Duc Shareholding company - Subsidiary	Year 2024	- Content: Transaction of stock purchase rights for existing shareholders; - Quantity 600.000 shares; - Value of transaction 12.000.000.000 VND	
3	Phạm Xuân Bách	Biological brother of Internal person Phạm Quốc Chí (Non – executive member of the BOD)		Indentification number: 015056005015 Date of issue: 07/11/2023 Place of issue: The Police Department for Administrative management of Social order	236 Nguyễn Chí Thanh, Ward 2, District 10, Hồ Chí Minh City	Sonadezi Chau Duc Shareholding company - Subsidiary	Year 2024	- Content: Transaction of stock purchase rights for existing shareholders; - Quantity 125.000 shares; - Value of transaction 2.500.000.000 VND	

No	Transaction executor	Relationship with internal persons	Posittion at the listed Corporation	ID card No./ Passport No., date of issue, place of issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note
4	Phạm Trọng Lập	Biological brother of Internal person Phạm Quốc Chí (Non – executive member of the BOD)		Indentification number: 036047002899 Date of issue: 29/3/2021 Place of issue: The Police Department for Administrative management of Social order	An Bình Residential, An Bình Ward, Biên Hòa City, Đồng Nai Province	Sonadezi Chau Duc Shareholding company - Subsidiary	Year 2024	- Content: Transaction of stock purchase rights for existing shareholders; - Quantity 27.000 shares; - Value of transaction 540.000.000 đồng	
5	Phạm Thiên Trung	Biological son of Internal person Phạm Quốc Chí (Non – executive member of the BOD)		Indentification number: 075096014563 Date of issue: 12/8/2022 Place of issue: The Police Department for Administrative management of Social order	141A Cách mạng tháng 8, Quyết Thắng Ward, Biên Hòa City, Đồng Nai Province	Sonadezi Chau Duc Shareholding company - Subsidiary	Year 2024	- Content: Transaction of stock purchase rights for existing shareholders; - Quantity 9.190 shares; - Value of transaction 183.800.000 VND	

No	Transaction executor	Relationship with internal persons	Posittion at the listed Corporation	ID card No./ Passport No., date of issue, place of issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note
6	Lê Thị Lệ Xinh	Biological sister of Lê Thị Lệ Hằng (Head of Internal audit Committee)		Indentification number: 075185010759 Date of issue: 10/8/2021 Place of issue: The Police Department for Administrative management of Social order	N6 Phúc Hải Residential, Tân Phong Ward, Biên Hòa City, Đồng Nai Province	Sonadezi Chau Duc Shareholding company - Subsidiary	Year 2024	- Content: Transaction of stock purchase rights for existing shareholders; - Quantity 120 shares; - Value of transaction 2.400.000 VND	

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APPENDIX 04: TRANSACTIONS BETWEEN THE CORPORATION AND THE COMPANY THAT ITS MEMBERS OF BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, GENERAL DIRECTOR HAVE BEEN FOUNDING MEMBERS OR MEMBERS OF BOARD OF DIRECTORS, OR CEOS IN THREE (03) LATEST YEARS

Attachment to Report on the Corporate Governance of the Corporation in 2024, no. /BC-SNZ-QTTH, dated ……. January 2025

No.	Name of organization/ individual	Relationship with the Corporation	ID card No./Passport No., date of issue, place of issue	Address	Time of transaction with the Corporation	Approved Resolution/Decision No. of the GMS/the BOD	Content, quantity, total value of transaction	Note
1	Sonadezi Long Thanh Shareholding Company (SZL)	Subsidiary/Related organization: Mr. Dinh Ngoc Thuan – Member of the BOD, Vice General Director of SNZ is currently Member of the BOD of SZL and Mr. Nguyen Van Tuan – Member of the BOD SNZ is	Business Registration Certificate: 3600649539 16th amendment Date of issue: 13/12/2023 Place of issue: Dong Nai	Road No. 5, Long Thanh Industrial Park, Tam An Commune, Long Thanh District, Dong Nai Province	2024		Receiving dividend: **30.714.000.000 VND**	2023 dividend (final payment) – 20%

No.	Name of organization/ individual	Relationship with the Corporation	ID card No./Passport No., date of issue, place of issue	Address	Time of transaction with the Corporation	Approved Resolution/Decision No. of the GMS/the BOD	Content, quantity, total value of transaction	Note
		currently Chairman of the BOD of SZL	Province Department of planning and investment					
2	Dong Nai Port JSC. (PDN)	Subsidiary/Related organization: Mr. Tran Thanh Hai – Member of the BOD, General Director of SNZ is currently Chairman of the BOD of PDN	Số: 3600334112 9th amendment Date of issue: 17/7/2023 Place of issue: Dong Nai Province Department of planning and investment	1B-D3 Binh Duong Quarter, Long Binh Tan Ward, Bien Hoa City, Dong Nai Province	2024		Receiving dividend: **43.452.612.000 VND**	2023 dividend (final payment) – 23%
3	Sonadezi Chau Duc Shareholding Company (SZC)	Subsidiary/Related organization: Mr. Dinh Ngoc Thuan - Member of the BOD, Vice General Director of SNZ is currently Chairman of the BOD of SZC and Mr. Nguyen Van Tuan - Member of the BOD of SNZ is currently Member of the BOD,	Business Registration Certificate: 3600899948 13th amendment Date of issue: 04/5/2024 Place of issue: Dong Nai Province Department of	9th Floor, Sonadezi Building, No. 1, Road No. 1, Bien Hoa 1 Industrial Park, An Binh Ward, Bien Hoa City, Dong Nai Province	2024	No. 12/NQ-SZC-HDQT dated 09/4/2024	Management fee, infrastructure rental fee, annual land lease fee for Industrial Park: **20.822.084.490 VND**	Purchase
							Receiving dividend: **56.208.000.000 VND**	2023 dividend – 10%

No.	Name of organization/ individual	Relationship with the Corporation	ID card No./Passport No., date of issue, place of issue	Address	Time of transaction with the Corporation	Approved Resolution/Decision No. of the GMS/the BOD	Content, quantity, total value of transaction	Note
		General Director of SZC	planning and investment					
						No 41/NQ-SNZ-QTTH dated 12/03/2024	Transaction of stock purchase rights: Quantity: **24.104.000** shares; Value: **562.080.000.000**	
4	Sonadezi Long Binh Shareholding Company (SZB)	Subsidiary/Related organization: Ms. Luong Minh Hien – Member of the BOD, Vice General Director is currently Chairman of the BOD of SZB and Mr. Tran Thanh Hai – Member of the BOD, General Director was Member of the BOD of SZB until 4/2024	Business Registration Certificate: 3601867699 5th amendment Date of issue: 06/5/2022 Place of issue: Dong Nai Province Department of planning and investment	No. 1, Road No. 3A, Bien Hoa 2 Industrial Park, Bien Hoa City, Dong Nai Province	2024		Receiving dividend: **31.894.100.000 VND**	2023 dividend (final payment) – 23%
							Receiving dividend: **13.867.000.000 VND**	1/2024 dividend advance payment - 10%

No.	Name of organization/ individual	Relationship with the Corporation	ID card No./Passport No., date of issue, place of issue	Address	Time of transaction with the Corporation	Approved Resolution/Decision No. of the GMS/the BOD	Content, quantity, total value of transaction	Note
5	Sonadezi Services JSC. (SDV)	Subsidiary/Related organization: Ms. Luong Minh Hien – Member of the BOD, Vice General Director of SNZ is currently Chairman of the BOD of SDV	Business Registration Certificate: 3600890938 14th amendment Dated 26/6/2024 Place of issue: Dong Nai Province Department of planning and investment	8th Floor, Sonadezi Building, No. 1, Road No. 1, Bien Hoa 1 Industrial Park, An Binh Ward, Bien Hoa City, Dong Nai Province	2024	Resolution No. 46/NQ-SNZ-QTTH dated 18/3/2024	Preparing 2024 envionmental monitoring reports for Bien Hoa 1 Industrial Park: **137.574.000 VND**	Purchase
							Receiving dividend: **2.000.000.000 VND**	2023 dividend – 20%
6	Sonadezi Giang Dien Shareholding Company (SZG)	Affiliated company/Related organization: Ms. Nguyen Thi Hanh – Member of the BOD, Vice General Director of SNZ is currently Chairman of the BOD and Mr. Truong Dinh Hiep – Chairman of the BOD of SNZ was	No.: 3603474037 3rd amendment Date of issue: 22/12/2023 Place of issue: Dong Nai Province Department of planning and investment	1st Floor, Sonadezi Building, No. 1, Road No. 1, Bien Hoa 1 Industrial Park, An Binh Ward, Bien Hoa City, Dong	2024	Land Leasing Contract No. 84/HĐTĐ/BH1 dated 08/12/2017 and Appendix 05 dated 15/6/2022	Land rental fee for Bien Hoa 1 Industrial Park: **73.557.039 VND**	Sales
						Resolution No. 107/NQ-QTTH-SNZ dated 20/5/2022	Office rent and management fee, parking fee: **2.412.129.546 VND**	Purchase

No.	Name of organization/ individual	Relationship with the Corporation	ID card No./Passport No., date of issue, place of issue	Address	Time of transaction with the Corporation	Approved Resolution/Decision No. of the GMS/the BOD	Content, quantity, total value of transaction	Note
		Member of the BOD until T5/2024		Nai Province			Receiving dividend: **28.050.000.000 VND**	2023 dividend – 11%
7	Dong Nai Housing JSC. (DHC)	Affiliated company/Related organization: Mr. Truong Dinh Hiep – Chairman of the BOD of SNZ was Director of until T4/2024, Vice Chairman of the BOD (resignation letter dated 15/4/2024)	Business Registration Certificate: 3600322445 9th amendment Date of issue: 11/4/2024 Place of issue: Dong Nai Province Department of planning and investment	No. 121 Phan Chu Trinh Street, Quang Vinh Ward, Bien Hoa City, Dong Nai Province	2024		Receiving dividend: **3.507.840.000 VND**	2023 dividend – 20%

LIST OF RESOLUTIONS/DECISIONS
OF THE BOARD OF DIRECTORS IN 2024

(Attached to Report No. /BC-SNZ-QTTH dated 2025-04-01 of the Board of Directors of the Corporation)

No.	Resolution/Decision No.	Date	Content	Approval rate
1	02/QĐ-SNZ-NS	11/01/2024	Decision on the bonus in 2023 for the capital representative group of Sonadezi Corporation at Sonadezi Giang Dien Shareholding Company.	100%
2	03/QĐ-SNZ-NS	11/01/2024	Decision on the bonus in 2023 for the capital representative group of Sonadezi Corporation at Sonadezi College of Technology and Management.	100%
3	04/QĐ-SNZ-NS	11/01/2024	Decision on the bonus in 2023 for the capital representative group of Sonadezi Corporation at Sonadezi Long Thanh Shareholding Company.	100%
4	05/QĐ-SNZ-NS	11/01/2024	Decision on the bonus in 2023 for the capital representative group of Sonadezi Corporation at Sonadezi Long Binh Shareholding Company.	100%
5	06/QĐ-SNZ-NS	11/01/2024	Decision on the bonus in 2023 for the capital representative group of Sonadezi Corporation at Dong Nai Port JSC.	100%
6	07/QĐ-SNZ-NS	11/01/2024	Decision on the bonus in 2023 for the capital representative group of Sonadezi Corporation at Dong Nai Water Supply JSC.	100%
7	11/NQ-SNZ-QTTH	18/01/2024	Resolution on approving the price framework for land lease right transfer and factory	71,40%

No.	Resolution/Decision No.	Date	Content	Approval rate
			leasing in Chau Duc Industrial Park in 2024.	
8	16/NQ-SNZ-NS	26/01/2024	Resolution on supplementary salary and bonuses for Grassroots-level Commendation Titles for the managers in charge.	85,70%
9	19/NQ-SNZ-QTTH	26/01/2024	Resolution on disapproving the plan to issue stocks to increase charter capital of Industry Civil Construction Dong Nai No. 1 JSC.	85,70%
10	20/NQ-SNZ-QTTH	31/01/2024	Resolution on the timing for valuating the SZC stock for the rights offering valuation in January 2024.	85,70%
11	22/QĐ-SNZ-QTTH	25/01/2024	Decision on the delegation of duties by the Chairman of the Board of Directors.	100%
12	23/QĐ-SNZ-NS	25/01/2024	Decision on the evaluation and classification for the year 2023 of the Corporation's Managers and the Head of the Internal Audit Committee.	85,70%
13	25/QĐ-SNZ-QTTH	27/02/2024	Resolution on approval of the record date to determine the list of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders.	100%
14	35/QĐ-SNZ-NS	05/03/2024	Decision on the appointment of Sonadezi's capital representatives at Sonadezi Long Binh Shareholding Company for the 2024-2029 term.Long Binh Shareholding Company.	100%

No.	Resolution/Decision No.	Date	Content	Approval rate
15	36/QĐ-SNZ-NS	05/03/2024	Decision on the dismissal of Sonadezi's capital representatives at Dong Nai Material and Building Investment JSC.	100%
16	38/QĐ-SNZ-NS	06/03/2024	Decision on the appointment of Sonadezi's capital representatives at Quoc lo 91 Can Tho-An Giang Investment JSC. for the 2024-2029 term.	71,40%
17	40/NQ-SNZ-DAKD	12/03/2024	Resolution on approving the renewal of land retention of companies in Chau Duc Industrial Park.	85,70%
18	41/NQ-SNZ-QTTH	12/03/2024	Resolution to execute all rights offering of SZC	80,00%
19	42/QĐ-SNZ-QTTH	14/03/2024	Resolution on borrowing and mortgaging/pledging assets at Vietnam Joint Stock Commercial Bank for Industry and Trade.	85,70%
20	46a/QĐ-SNZ-QTTH	18/03/2024	Decision on the assignment of duties within the Board of Directors of the Corporation.	100%
21	46/NQ-SNZ-QTTH	18/03/2024	Resolution of the Board of Directors approving the signing of the contract "Environmental Protection Monitoring Report for Bien Hoa Industrial Park 1 in 2024" with a related parties.	100%
22	48/QĐ-SNZ-NS	25/03/2024	Decision on adjusting the authorized capital for Sonadezi's capital representative at Dong Nai Housing JSC.	100%

No.	Resolution/Decision No.	Date	Content	Approval rate
23	49/QĐ-SNZ-NS	25/03/2024	Decision on appointing and dismissing Sonadezi's capital representatives at Industrial Urban Development JSC. No. 2	100%
24	50/QĐ-SNZ-NS	25/03/2024	Decision on appointing and dismissing Sonadezi's capital representatives at Sonadezi An Binh Shareholding Company.	100%
25	51/QĐ-SNZ-NS	25/03/2024	Decision on appointing and dismissing Sonadezi's capital representatives at Sonadezi Giang Dien Shareholding Company.	100%
26	52/QĐ-SNZ-NS	25/03/2024	Decision on appointing and dismissing Sonadezi's capital representatives at Sonadezi Service JSC.	100%
27	57/QĐ-SNZ-NS	02/04/2024	Decision on adjusting the authorized capital for Sonadezi's capital representative at Sonadezi Long Thanh Shareholding Company.	100%
28	58/NQ-SNZ-QTTH	11/04/2024	Resolution on approving the signing of the contract for "Planting trees, flowers, and rainwater drainage ditches in the Lam Son Park area" with related parties.	100%
29	63/NQ-SNZ-QTTH	15/04/2024	Resolution on managing and recovering receivables and investments of the Corporation.	100%
30	66/QD-SNZ-NS	24/04/2024	Decision on approving of the labor usage plan and wage fund plan for 2024.	100%

No.	Resolution/Decision No.	Date	Content	Approval rate
31	72/QĐ-SNZ-NS	09/05/2024	Decision on the dismissal of the Vice General Director of the Corporation.	100%
32	73/QĐ-SNZ-NS	09/05/2024	Decision on appointing and dismissing Sonadezi's capital representatives at Sonadezi Giang Dien Shareholding Company.	100%
33	74/NQ-SNZ-QTTH	13/05/2024	Resolution of the BOD approving the signing of the contract with Sonadezi Chau Duc Shareholding Company.	100%
34	81/QĐ-SNZ-NS	13/06/2024	Decision on dismissing Sonadezi's capital representatives at Dong Nai Housing JSC.	100%
35	82/QĐ-SNZ-NS	13/06/2024	Decision on adjusting the authorized capital for Sonadezi's capital representative at Dong Nai Housing JSC.	100%
36	84/QĐ-SNZ-NS	17/06/2024	Decision on appointing and dismissing Sonadezi's capital representatives at Sonadezi Service JSC.	100%
37	86/QĐ-SNZ-NS	17/06/2024	Decision on adjusting the authorized capital for Sonadezi's capital representative at Sonadezi Giang Dien Shareholding Company.	100%
38	87/QĐ-SNZ-NS	17/06/2024	Decision on dismissing Sonadezi's capital representatives at Sonadezi Giang Dien Shareholding Company.	100%

No.	Resolution/Decision No.	Date	Content	Approval rate
39	91/QĐ-SNZ-NS	27/06/2024	Decision on the evaluation of 2023 Sonadezi's capital representatives.	100%
40	93/QĐ-SNZ-NS	01/07/2024	Decision on the salary increment for Managers and the Head Internal Audit Committee of the Corporation.	100%
41	100/QĐ-SNZ-HĐQT	17/07/2024	Decision on approving the adjustment of the contractor selection plan (1st time) for bidding packages under the project: Rental Factory at Chau Duc Industrial Park - Phase 2.	100%
42	116/QĐ-SNZ-NS	21/08/2024	Decision on bonus payment for the Independence Day for Managers of the Corporation	100%
43	117/QĐ-SNZ-QTTH	26/08/2024	Resolution on approving the adjustment of the implementation progress of the Rental Factory in Chau Duc Industrial Park Project.	100%
44	122/QĐ-SNZ-NS	04/09/2024	Decision on approving the list of individuals removed from the planning for the positions of Chairman of the Board of Directors and Board Members of the Corporation for the 2020-2025 term.	100%
45	123/QĐ-SNZ-NS	04/09/2024	Decision on approving the list of individuals removed from the planning for the positions of Chairman of the Board of Directors, Board Members and General Director of the Corporation for the 2025-2030 term.	100%

No.	Resolution/Decision No.	Date	Content	Approval rate
46	126NQ/QĐ-SNZ-QTTH	10/09/2024	Resolution on cash dividend payment in 2023.	100%
47	143NQ/QĐ-SNZ-DAKD	23/10/2024	Resolution on adjusting the Investment Certificate for the Project: Construction of drainage pipeline for Giang Dien Industrial Park.	100%
48	149NQ/QĐ-SNZ-QTTH	04/11/2024	Resolution on divesting from Amata City Bien Hoa JSC.	100%
49	154/QĐ-SNZ-NS	13/11/2024	Decision on the 2023-2024 evaluation for of Sonadezi's capital representatives at Sonadezi College of Technology and Management.	100%
50	161/QĐ-SNZ-KT	02/12/2024	Decision on issuing the first amendment to the Regulations on Debt Management of Sonadezi Corporation.	100%
51	166/QĐ-SNZ-NS	04/12/2024	Decision on dismissing and adjusting the authorized capital for Sonadezi's capital representative at Dong Nai Material & Building Investment JSC.	100%
52	190/QĐ-SNZ-QTTH	24/12/2024	Resolution on approving the signing of the contract for the Maintenance of infrastructure at Bien Hoa 1 Industrial Park in 2025 with related parties.	100%
53	191/QĐ-SNZ-QTTH	31/12/2024	Resolution on approving the price framework for land lease right transfer and factory leasing in Chau Duc Industrial Park for 2025.	100%

DONG NAI PROVINCIAL PEOPLE'S COMMITTEE
SONADEZI CORPORATION

THE SOCIALIST REPUBLIC OF VIETNAM
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No.: /BC-SNZ-KS

Dong Nai, ...2025

(Draft)

REPORT OF THE BOARD OF SUPERVISORS
On the inspection and supervision of business activities in 2024

To: The General Meeting of Shareholders of Sonadezi Corporation

Pursuant to the Charter of Sonadezi Corporation;

Pursuant to the functions and duties of the Board of Supervisors;

Pursuant to the Regulations on Operation of the Board of Supervisors,

The Board of Supervisors reports the results of the inspection and supervision of the production, business, and activities of the Board of Supervisors in 2024 at Sonadezi Corporation (Corporation) with the following specific contents:

A. ASSESSMENT OF THE REPORTS SUBMITTED BY THE BOARD OF DIRECTORS TO THE GENERAL MEETING OF SHAREHOLDERS IN 2024:

I. The Audited 2024 Financial Statements:

Based on the Corporation's 2024 financial statements audited by RSM Vietnam Auditing and Consulting Company Limited, the Board of Supervisors has reviewed and agreed on the following issues: The 2024 financial statements have fairly and reasonably reflected the material aspects of the financial situation as of 2024-12-31, as well as the Corporation's business performance in 2024.

II. Report on the Business Performance and Report on Activities of the Board of Directors (BOD) in 2024:

- The report on the business performance in 2024 has fully and truthfully reflected the results of business activities, the implementation of projects, and other activities of the Corporation in 2024.

- The report on the activities of the BOD in 2024 truthfully and fully reflected the activities of the BOD in setting business strategies, managing the Corporation's ecosystem; directing the implementation of resolutions of the General Meeting of Shareholders; supervising the business activities of the Corporation; supervising the General Director in managing and operating the Corporation and other tasks under the BOD's authority.

B. RESULTS OF SUPERVISING THE CORPORATION'S OPERATIONAL AND FINANCIAL STATUS:

Through the process of supervising the activities of the Corporation in 2024, the Board of Supervisors has the following assessments:

I. The Business Performance in 2024:

1. Results of implementing the Resolution of the General Meeting of Shareholders on the business plan:

1.1 Business performance at the Parent Company:

No.	Items	Unit	2023 Actual	2024 Plan	2024 Actual	% Completion	
						Compared to the same period last year	Compared to the plan
1	Charter capital	Million VND	3,765,000	3,765,000	3,765,000	100.00%	100.00%
2	Total Revenue	Million VND	630,194	695,038	773,017	122.66%	111.22%
3	Profit before tax	Million VND	470,660	504,578	525,360	111.62%	104.12%
4	Profit after tax	Million VND	450,821	462,012	515,323	114.31%	111.54%
5	Return on Equity	%	11.63	11.96	13.21	113.59%	110.45%
6	State budget contribution	Million VND	61,460	60,019	64,857	105.53%	108.06%

1.2 Business performance according to the consolidated figures of the Corporation:

No.	Items	Unit	2023 Actual	2024 Plan	2024 Actual	% Completion	
						Compared to the same period last year	Compared to plan
1	Charter capital	Million VND	3,765,000	3,765,000	3,765,000	100.00%	100.00%
2	Total Revenue	Million VND	5,765,669	6,366,350	6,172,194	107.05%	96.95%
3	Profit before tax	Million VND	1,657,702	1,631,421	1,946,883	117.44%	119.34%
4	Profit after tax	Million VND	1,397,841	1,370,394	1,619,396	115.85%	118.17%
5	Return on Equity	%	16.89	15.27	18.37	108.76%	120.30%
6	State budget contribution	Million VND	655,006	651,314	752,180	114.84%	115.49%

1.3 Assessment:

The business results in 2024 at the Parent Company are demonstrated through the following items: Total revenue reached 773 billion VND, exceeding the plan by 11.22% and increasing by 22.66% compared to the same period last year. Profit after tax reached 515 billion VND, exceeding the plan by 11.54% and increasing by 14.31% compared to the same period last year.

Regarding the consolidated business results of the Corporation in 2024, specifically: Total revenue reached 6,172 billion VND, equivalent to 96.95% of the plan and exceeding 7.05% compared to the same period last year. Profit after tax reached 1,619 billion VND, exceeding the plan by 18.17% and increasing by 15.85% compared to the same period last year. The reason for the consolidated revenue decrease compared to the plan is that from 2024-05-21, Sonadezi Giang Dien Joint Stock Company is no longer a Company's subsidiary, but only an associate.

In 2024, the Company's subsidiaries that are consolidated exceeded the plan for profit after tax. Of which: 05 companies exceeded the profit after tax plan by over 50%, including: Sonadezi Binh Thuan Shareholding Company (achieved 358.36%), Dong Nai Construction Joint Stock Company (achieved 285.20%), Sonadezi Service Joint Stock Company (achieved 219.91%), Industrial Urban Development Joint Stock Company No. 2 (achieved 198.22%) and Sonadezi An Binh Shareholding Company (achieved 187.49%).

2. Searching for New Projects:

On 2024-11-26, Dong Nai Provincial People's Committee issued Official Letter No. 14551/UBND-KTNS regarding the establishment of an enterprise to invest in the Ninh Diem 3 Industrial Park project in Khanh Hoa Province by Sonadezi Corporation.

Currently, Sonadezi Corporation is carrying out procedures to establish an enterprise to implement the project for investment in the construction and business infrastructure of Ninh Diem 3 Industrial Park.

3. Financial investment activities and divestment of the Corporation:

- Financial Investment Activities:

+ The total value of investments in Company's subsidiaries, affiliated companies, and other units as of 2024-12-31 is 3,769 billion VND (investment in Company's subsidiaries is 1,691 billion VND, investment in affiliated companies is 1,929 billion VND, and investment in other units is 149 billion VND), an increase of 561 billion VND compared to 2023-12-31. The increase in the value of financial investments is due to the Corporation exercising the right to purchase shares for existing shareholders of Sonadezi Chau Duc Shareholding Company during the year.

+ Regarding the effectiveness of financial investments: Based on the 2024 financial statements of member companies, the Board of Supervisors assesses as follows:

•Capital investments in Company's subsidiaries, affiliated companies, and other units of Sonadezi Corporation have all achieved efficiency, capital preservation, and development; except for some companies in which the Corporation's non-controlling capital contribution ratio operates ineffectively, due to changes made by competent state agencies compared to the signed BOT contracts, such as closing stations and stopping toll collection ahead of schedule (details in Appendix 1 attached).

•Regarding the financial situation of the units as of 2024-12-31, the Board of

Supervisors notes that some companies have a low current ratio, such as Cuong Thuan CTI BOT 319 Joint Stock Company at 0.16 times, Quoc lo 91 Can Tho – An Giang Investment Joint Stock Company at 0.39 times, and Sonadezi Service Joint Stock Company at 0.97 times. Apart from the above note, after reviewing the financial ratios and operating situation of other member companies, the Board of Supervisors assesses that the remaining member companies are financially secure.

- Divestment of the Corporation:

On 2024-11-04, the Board of Directors of the Corporation issued Resolution No. 149/NQ-SNZ-QTTH on divestment from Amata Bien Hoa Urban Joint Stock Company with a transfer price not lower than 126,700 VND/share, and the deadline for interested investors to register for the transfer is until the end of 2024-11-15. After the prescribed deadline, no investors were interested in registering for the share transfer, therefore, the divestment from Amata Bien Hoa Urban Joint Stock Company could not be carried out.

In 2024, Dong Nai Material & Building Investment Joint Stock Company (DNC) increased its charter capital from 88 billion VND to 128 billion VND. Based on the Corporation's restructuring plan for the period 2021-2025, the Corporation did not register to purchase shares in this offering. The shareholding ratio of the Corporation after DNC's capital increase decreased from 52.29% to 35.99%.

II.The Corporation's financial situation as of 2024-12-31:

Some key financial ratios of the Corporation:

No.	Ratios	Unit	2023	2024
1	**Asset Structure**			
	Non-current asset/Total assets	%	81.07%	89.93%
	Current asset/Total assets	%	18.93%	10.07%
2	**Capital Structure**			
	Liability/Total Capital	%	1.97%	1.45%
	Owners's equity/Total Capital	%	98.03%	98.55%
3	**Liquidity**			
	Current ratio	times	15.84	16.44
	Quick ratio	times	15.63	16.22
4	**Profitability Ratios**			
	Return on Average Assets (ROA)	%	10.05%	11.42%
	Return on Average Equity (ROE)	%	11.63%	13.21%
	Gross profit on net revenue	%	63.14%	31.14%

Assessment of the Corporation's financial situation:

- Regarding the asset and capital structure: the Corporation's main activity is currently financial investment, so non-current assets always account for a significant proportion of total assets. The Corporation's projects are currently in the implementation phase, so the Corporation's working capital is mainly from equity, without the need to use borrowed capital.

- Regarding liquidity: The Corporation demonstrates the ability to meet short-term financial obligations.

- Regarding profitability ratios: the profitability ratios demonstrate the Corporation's effective capital utilization in business activities.

Overall, in 2024, the Corporation's business activities achieved effective results, the basic financial indicators demonstrated a healthy financial situation, and the Corporation preserved and utilized capital effectively.

III. Implementation Status of the Resolutions of the 2024 General Meeting of Shareholders:

- The Board of Directors and the Board of Management have implemented the Resolutions of the 2024 General Meeting of Shareholders. This includes allocating funds from the 2023 profit after tax; paying salaries and remuneration to the Board of Directors and the Board of Supervisors, in accordance with the Resolution; signing the 2024 financial statements audit contract with RSM Vietnam Auditing and Consulting Company Limited; and implementing the 2024 business plan.

- The Board of Directors approved the resolution of the 2023 dividend payment of 12%/share in cash. The payment date is 2024-10-14.

C.ASSESSMENT OF THE MANAGEMENT AND GOVERNANCE OPERATION OF THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT

I. Assessment of transactions between the Corporation and the Company's subsidiaries with members of the Board of Directors, the General Director, and their related persons; transactions between the Corporation and companies in which a member of the Board of Directors is a founder or a manager within the last three years prior to the transaction:

- Transactions between the Corporation and the Company's subsidiaries with members of the Board of Directors, the General Director, and their related persons; transactions between the Corporation and companies in which a member of the Board of Directors is a founder or a manager within the last three years prior to the transaction have been fully disclosed in the Report on Corporate Governance 2024 dated 2025-01-23 on Sonadezi Corporation's website.

- The transactions have been reported and approved by the Board of Directors pursuant to the authority prescribed in the Corporation Charter, ensuring transparency, fairness, and the interests of the Corporation.

II. Assessment of the Activities of the BOD of the Corporation:

- The Board of Directors consists of seven members, including a full-time Chairman of the Board of Directors and four members who concurrently hold positions in the Board of Management of the Corporation. The members of the Board of Directors have performed their functions and duties in accordance with the regulations of the law and the Corporation Charter.

- The Board of Directors regularly monitors the activities of the Board of Management in implementing the resolutions of the General Meeting of Shareholders and the Board of Directors through Board of Directors meetings, reports from the Board of Management, and the Internal Audit Committee.

- The Board of Directors has organized and regularly maintained periodic meetings in accordance with the Corporation Charter. In addition, to promptly issue decisions and direct

business activities, the Board of Directors also regularly obtains written opinions from members of the Board of Directors on matters within their authority. In 2024, the Board of Directors held eight meetings and obtained written opinions 137 times. The Board of Supervisors assesses that the Board of Directors' activities as responsive and timely to the business operational requirements of the entire Corporation. Resolutions and decisions of the Board of Directors always comply with the provisions of law and the Corporation Charter.

III. Assessment of the Activities of the Board of Management:

- The Board of Management consists of 04 members. The General Director has effectively delegated tasks among the members of the Board of Management, with each individual fulfilling their responsibilities.

- The Board of Management has implemented the resolutions of the 2024 General Meeting of Shareholders and the decisions of the Board of Directors. The Board of Management has carried out management and operational activities with caution, reasonableness, effectiveness, and in compliance with legal regulations and the Corporation Charter.

IV. Assessment of the coordination between the Board of Supervisors, the Board of Directors, the General Director, managers, and shareholders:

- The Board of Directors and General Director effectively collaborated with the Board of Supervisors, affording them all necessary conditions to conduct inspections and oversight.

- The Board of Supervisors was invited to Board of Directors meetings, periodic meetings, and other meetings, and was also encouraged to contribute opinions on matters related to business operations and corporate governance at the Corporation and its member companies. This ensures the Board of Supervisors can stay informed about business operations and the decisions made by the Board of Directors and the General Director, facilitating more timely and convenient inspection and oversight.

- Managers cooperated in providing documents, records, and explanations to aid the Board of Supervisors in completing their inspection and supervising duties.

- Regarding Shareholders: The Board of Supervisors received no requests or complaints from shareholders during the year.

D. ACTIVITIES OF THE BOARD OF SUPERVISORS

- The Board of Supervisors, consisting of three members, including a full-time Head of the Board of Supervisors at the Corporation, has diligently executed duties in line with the Corporation Charter. Each member's responsibilities are clearly defined as follows:

No.	Member	Assigned tasks
1	Dang Le Bich Phuong - Head of the Board of Supervisors	- Review and inspect the implementation of resolutions of the General Meeting of Shareholders of the Corporation; - Review the legality of resolutions and decisions of the Board of Directors and the General Director; - Assess the effectiveness of financial investments and divestment; - Inspect the development of plans and settlement of salaries; - Inspect business expenses; - Other remaining tasks within the responsibilities of the Board of Supervisors.

No.	Member	Assigned tasks
2	Tran Ngoc Tong - Member of the Board of Supervisors	- Inspect revenue, receivables, and payables; - Check the increase and decrease in Investment Property, fixed assets, and supplies and tools.
3	Pham Thi Cam Ha - Member of the Board of Supervisors	- Inspect basic construction works and the implementation of investment projects.

- In 2024, the Board of Supervisors undertook the following tasks:

+ Inspected and supervised the activities of the Board of Directors, monitored the management of business operations by the Board of Management. Reviewed the legality and procedures for issuing resolutions and decisions of the Board of Directors and the Board of Management in their management work.

+ Evaluated the semi-annual and annual financial statements of the Corporation for 2024; supervised record-keeping, document updates, and accounting ledgers.

+ Inspected construction work and project implementation within the Corporation.

+ The Board of Supervisors participated in providing feedback on matters requiring the capital representative's opinion, such as the Annual General Meeting of Shareholders, the preparation of the annual plan, and other matters as stipulated by the Regulations on management of the capital representative of the Corporation.

+ Furthermore, the Board of Supervisors oversaw the operations of member companies through financial statements, financial supervision reports, and other reports, as per corporate regulations, in order to assess the effectiveness of financial investments and the financial safety of the subsidiaries.

+ Recommended that the General Meeting of Shareholders approve the list of units performing the annual audit of the Corporation's financial statements.

+ Carried out other tasks in accordance with the functions, duties, and authority of the Board of Supervisors.

- The Board of Supervisors convened three meetings, addressing the following issues:

+ Approval of the draft Report of the Board of Supervisors regarding the inspection and supervision of business activities in 2023 at Sonadezi Corporation.

+ The 2024 operational plan of the Board of Supervisors and assignment of tasks to each member.

+ Approval of the draft Report of the Board of Supervisors concerning the inspection and supervision of business activities for the first six months of 2024.

- Salaries, remuneration, and operating expenses in 2024:

Unit: VND

No.	Member of the Board of Supervisors	Total salaries and remuneration for 2024			Operating expenses		
		Salaries	Remuneration	Total	Allowance	Training	Total
1	Dang Le Bich Phuong	764,161,088		764,161,088	5,555,618	2,909,091	8,464,709
2	Tran Ngoc Tong		157,193,301	157,193,301			
3	Pham Thi Cam Ha		157,193,301	157,193,301			
Total		**764,161,088**	**314,386,602**	**1,078,547,690**	**5,555,618**	**2,909,091**	**8,464,709**

E. RECOMMENDATIONS:

- Strengthen risk control activities in investments to safeguard and develop capital, while simultaneously improving investment efficiency.

- Regularly and closely inspect and monitor member companies, especially those exhibiting signs of financial instability. Concurrently, provide timely attention and support to address the difficulties and obstacles faced by member companies to facilitate the accomplishment of the 2025 business plan.

- Implement the divestment plan at member companies as scheduled.

F. WORK PLAN OF THE BOARD OF SUPERVISORS FOR 2025

- Conduct inspections and monitor the activities of the Board of Directors, as well as supervise the management and operation of business activities by the Board of Management. Review the legality and procedures for issuing resolutions and decisions of the Board of Directors and the Board of Management concerning management tasks.

- Supervise the business activities of member companies through financial statements, financial supervisory reports, and other reports as stipulated by the Corporation.

- Coordinate with the Corporation's functional departments to monitor and inspect capital representatives at member companies regarding their implementation of directives and resolutions of the Corporation's Board of Directors, as well as the performance of their duties as capital representatives.

- Appraise the Corporation's quarterly, semi-annual, and annual financial statements.

- Inspect the valuation and divestment work of the Corporation at its member companies.

- Inspect the construction and project development work of the Corporation.

- Review and provide recommendations on contracts and transactions with related parties that are subject to the approval authority of the Board of Directors or the General Meeting of Shareholders.

- Propose to the General Meeting of Shareholders for approval the list of independent auditing firms to audit the financial statements of the Corporation.

- Perform other duties in accordance with the functions, tasks, and authority of the Board of Supervisors.

- The operating expenses of the Board of Supervisors for 2025 amount to 50 million VND (including allowances and training costs). Other benefits are implemented in accordance with the Corporation's regulations.

The above is the report of the Board of Supervisors on the inspection and supervision of business activities in 2024 at the Sonadezi Corporation.

Recipients:
- As above;
- Archived: Administrative Office, Board of Supervisors.

ON BEHALF OF THE BOARD OF SUPERVISORS
HEAD OF THE BOARD OF SUPERVISORS

Dang Le Bich Phuong

APPENDIX 1

(Attached to Report No. /BC-SNZ-KS dated 2025-04-01 of the Board of Supervisors of the Corporation)

No.	Name of company	Unit	Owner's equity	Sonadezi's Percentage	Loss in 2024	Accumulated loss up to 2024-12-31	Percentage of Owners's equity	Reason
1	Dong Nai Material & Building Investment Joint Stock Company	VND million	128,340	35.99%	7,072	14,613	11.39 %	(1)
2	Industry Civil Construction Joint Stock Company No. 1	VND million	40,992	15%		1,883	4.59%	Ineffective operation
3	Dong Nai Bridge Investment and Construction Joint Stock Company	VND million	386,743	16.89%	1,146	383,788	99.24 %	(2)
4	BOT 319 Cuong Thuan CTI Corporation	VND million	202,500	10%		64,892	32.05 %	(3)
5	Quoc lo 91 Can Tho – An Giang Investment Joint Stock Company	VND million	282,000	39.72% (Corporation 27.81%, D2D 3.97%, SZA 7.94%)	3,720	93,019	32.99 %	Close station T2

(1) Due to the incurrence of additional land rental and mineral exploitation costs from 2013 to 2022, and ineffective operations in 2024.

(2) Due to the suspension of fee collection from 2020-08-24. Therefore, the Company made a retrospective adjustment to the accumulated depreciation value for the year ended 2020-12-31. The entire remaining value of the project was fully depreciated as of 2020-12-31 (according to the audited 2022 financial statements).

(3) From October 2021 to 2024-12-31, actual revenue and profit did not meet the financial plan. The reason is that the actual toll collection time was slower than expected (only 3 months of toll collection in 2021), and the actual traffic volume was lower than calculated in the financial plan. However, the 2024 business performance show that traffic volume and revenue achieved quite good results compared to the project's financial plan (139% and 103.59% respectively).

DONG NAI PROVINCIAL
PEOPLE'S COMMITTEE
SONADEZI CORPORATION

No.: /TTr-SNZ-QTTH
(Draft)

THE SOCIALIST REPUBLIC OF VIETNAM
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Dong Nai, April ..., 2025

PROPOSAL
On the salaries and remunerations of the Board of Directors, Board of Supervisors, and Executives implemented in 2024, and the plan for 2025

To: General Meeting of Shareholders

Pursuant to the Law on Enterprise No. 59/2020/QH14 dated 2020-06-17, amended and supplemented by Law No. 03/2022/QH15 dated 2022-01-11;

Pursuant to the Charter of Sonadezi Corporation;

Pursuant to Resolution No. 62/NQ-SNZ-QTTH dated 2024-04-16 of the 2024 Annual General Meeting of Shareholders;

Pursuant to Circular No. 28/2016/TT-BLĐTBXH dated 2016-09-01 of the Ministry of Labor - Invalids and Social Affairs guiding the implementation of regulations on labor, salaries, remunerations, and bonuses for companies with state-owned capital and shares;

The Board of Directors submits to the General Meeting of Shareholders for approval the salaries and remunerations implemented in 2024 and the plan for 2025 as follows:

1. Salaries and remunerations of the Board of Directors and Board of Supervisors implemented in 2024 compared to the plan:

Unit: VND

No.	Content	Plan	Implemented
I	Average monthly expenditure		
1	Salary of the Chairman of the Board of Directors	88,900,000	138,364,469
2	Salary of the Head of the Board of Supervisors	39,900,000	63,680,091
3	Remuneration of 01 member of the Board of Directors	12,000,000	22,456,186
4	Remuneration of 01 member of the Board of Supervisors	7,000,000	13,099,442
II	Implemented remuneration fund for non-executive managers	1,700,640,000	1,931,232,000

2. Salaries and remunerations of each member of the Board of Directors, Board of Supervisors, and executives implemented in 2024:

Unit: VND

Name	Position	Salary	Remuneration	Total
Do Thi Thu Hang	Chairman of the Board of Directors	461,939,500		461,939,500
Truong Dinh Hiep	Chairman of the Board of Directors	1,198,434,125		1,198,434,125
Tran Thanh Hai	Member of the Board of Directors, General Director	1,375,776,090	269,474,233	1,645,250,323
Dinh Ngoc Thuan	Member of the Board of Directors, Vice General Director	1,228,260,441	269,474,233	1,497,734,674
Nguyen Thi Hanh	Member of the Board of Directors, Vice General Director	1,163,130,553	269,474,233	1,432,604,786
Luong Minh Hien	Member of the Board of Directors, Vice General Director	1,109,614,644	269,474,233	1,379,088,877
Truong Dinh Hiep	Vice General Director	336,328,357		336,328,357
Nguyen Van Tuan	Member of the Board of Directors		269,474,233	269,474,233

Name	Position	Salary	Remuneration	Total
Pham Quoc Chi	Member of the Board of Directors		269,474,233	269,474,233
Le Thi Bich Loan	Chief Accountant	811,411,202		811,411,202
Dang Le Bich Phuong	Head of the Board of Supervisors	764,161,088		764,161,088
Tran Ngoc Tong	Member of the Board of Supervisors		157,193,301	157,193,301
Pham Thi Cam Ha	Member of the Board of Supervisors		157,193,301	157,193,301

3. Plan for salaries and remunerations of the Board of Directors and Board of Supervisors in 2025:

Unit: VND

No.	Content	Plan
I	Monthly advance:	
1	Salary of the Chairman of the Board of Directors	88,900,000
2	Salary of the Head of the Board of Supervisors	39,900,000
3	Remuneration of 01 member of the Board of Directors	12,000,000
4	Remuneration of 01 member of the Board of Supervisors	7,000,000
II	Planned remuneration fund for non-executive managers	1,756,584,000

Decree No. 44/2025/NĐ-CP dated 2025-02-28 of the Government on labor, salary, remuneration, and bonus management in state-owned enterprises will take effect from 2025-04-15, accordingly, the regimes prescribed in this Decree shall be implemented from 2025-01-01.

As Decree No. 44/2025/NĐ-CP has not yet taken effect and there is no detailed guiding Circular, the Board of Directors submits to the General Meeting of Shareholders:

- Approve the above-mentioned planned salaries and remunerations of the Board of Directors and Board of Supervisors for 2025;

- Approve the authorization for the Board of Directors to approve adjustments to the contents of salaries and remunerations (if any) after Decree No. 44/2025/NĐ-CP takes effect and there are guiding documents from competent authorities.

- The Board of Directors of the Corporation must report the adjusted contents of salaries and remunerations (if any) at the nearest General Meeting of Shareholders.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the salaries and remunerations of the Board of Directors and Board of Supervisors implemented in 2024, and the plan for 2025.

Respectfully.

Recipients:
- As above;
- File: Administrative Office, General Management.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Truong Dinh Hiep

DONG NAI PROVINCIAL
PEOPLE'S COMMITTEE
SONADEZI CORPORATION

No.: /TTr-SNZ-QTTH
(Draft)

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Dong Nai, April..., 2025

PROPOSAL
On the profit distribution for 2024 and profit distribution plan for 2025

To: General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 2020-06-17, amended and supplemented by Law No. 03/2022/QH15 dated 2022-01-11;

Pursuant to the Charter of Sonadezi Corporation;

Pursuant to Resolution No. 62/NQ-SNZ-QTTH dated 2024-04-16 of the 2024 Annual General Meeting of Shareholders;

Pursuant to Circular No. 28/2016/TT-BLĐTBXH dated 2016-09-01 of the Ministry of Labor - Invalids and Social Affairs guiding the implementation of regulations on labor, wages, salaries, and bonuses for companies with state-owned shares and capital contributions,

The Board of Directors respectfully submits to the General Meeting of Shareholders the profit distribution for 2024 and the profit distribution plan for the year 2025 as follows:

1. Profit distribution for 2024:

Unit: VND

No.	Content	Value
1	Charter capital	3,765,000,000,000
2	Par value of 376,491,800 outstanding shares	3,764,918,000,000
3	Profit after tax 2024	515,323,295,337
	- Exchange rate difference	*128,452,208*
	- Profit after tax used for distribution	*515,194,843,129*
4	Fund allocation:	35,670,674,000
	- Investment and development fund (5%)	25,759,742,000
	- Employee welfare and bonus fund (6 months average implemented salary of employees due to exceeding the Profit after tax plan)	8,854,800,000
	- Management bonus fund (1.5 months average implemented salary of managers)	1,056,132,000
5	Remaining Profit after tax 2024 after fund allocation	479,652,621,337
	- Exchange rate difference	*128,452,208*
	- Retained earnings	*479,524,169,129*
6	Retained earnings from the previous year	40,545,197,261
	- Revaluation of assets and exchange rate difference	*35,762,784,696*

No.	Content	Value
	- Retained earnings	*4,782,412,565*
7	Reversal of the community social work fund deducted from Profit after tax in 2020 and 2021	8,381,355,750
8	Remaining profit before dividend distribution	528,579,174,348
	- Revaluation of assets and exchange rate difference	*35,891,236,904*
	- Retained earnings	*492,687,937,444*
9	Dividend distribution (13% of the par value of outstanding shares)	489,439,340,000
10	Profit carried forward to the next year	39,139,834,348
	- Revaluation of assets and exchange rate difference	*35,891,236,904*
	- Retained earnings	*3,248,597,444*

2. Profit distribution plan for 2025:

Unit: VND

No.	Content	Value
1	Charter capital	3,765,000,000,000
2	Par value of 376,491,800 outstanding shares	3,764,918,000,000
3	Profit after tax 2025	510,476,774,449
4	Fund allocation:	30,768,168,722
	- Investment and development fund (5%)	25,523,838,722
	- Employee welfare and bonus fund (03 months of the average planned employee salary)	4,512,420,000
	- Management bonus fund (01 month of the average planned manager salary)	731,910,000
5	Remaining Profit after tax 2025 after fund allocation	479,708,605,727
6	Retained earnings from the previous year	39,139,834,348
	- Profit from revaluation of assets	*35,891,236,904*
	- Retained earnings	*3,248,597,444*
7	Dividend distribution (12.8% of the par value of outstanding shares)	481,909,504,000
8	Profit carried forward to the next year	36,938,936,075
	- Profit from revaluation of assets	*35,891,236,904*
	- Retained earnings	*1,047,699,171*

Based on the business performance of 2025, the Employee Welfare and Bonus Fund and the Management Bonus Fund are deducted according to current regulations.

Sincerely.

Recipients:
- As above;
- Archived: Administrative Office, General Management.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

DONG NAI PROVINCIAL
PEOPLE'S COMMITTEE
SONADEZI CORPORATION

No.: /TTr-SNZ-KS
(Draft)

THE SOCIALIST REPUBLIC OF VIETNAM
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Dong Nai, April..., 2025

PROPOSAL
On the selection of the audit firm for the 2025 financial statements

To: General Meeting of Shareholders

Pursuant to the Law on Enterprise No. 59/2020/QH14 dated 2020-06-17;

Pursuant to the Charter of Sonadezi Corporation;

Pursuant to the list of audit firms approved to conduct audits for public interest entities in 2025 (Attached to Decision No. 2730/QĐ-BTC dated 2024-11-15 of the Ministry of Finance);

Pursuant to the list of audit firms approved to audit public interest entities in the securities sector in 2025 announced by the State Securities Commission at: https://ssc.gov.vn/webcenter/portal/ubck,

To implement the financial statements audit in accordance with regulations, the Board of Supervisors respectfully submits to the General Meeting of Shareholders for approval to authorize the Board of Directors of the Corporation to select one of the three audit firms according to the list below to conduct the audit of Sonadezi Corporation's 2025 financial statements:

1/ RSM Vietnam Auditing & Consulting Co., Ltd.

2/ VACO Auditing Co., Ltd.

3/ A&C Auditing and Consulting Co., Ltd.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

Recipients:
- As above;
- Archived: Administrative Office, Board of Supervisors

ON BEHALF OF THE
BOARD OF SUPERVISORS
HEAD OF THE BOARD

Dang Le Bich Phuong

DONG NAI PROVINCIAL
PEOPLE'S COMMITTEE
SONADEZI CORPORATION

No.: /TTr-SNZ-QTTH
(Draft)

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Dong Nai, ...April 2025

PROPOSAL
On the amendment and supplement of the Charter, Internal Regulations on Corporate Governance and Regulations on the Operation of the Board of Directors

To: General Meeting of Shareholders

Pursuant to Law on Securities No. 54/2019/QH14 dated 2019-11-26, amended and supplemented by Law No. 56/2024/QH15 dated 2024-11-29;

Pursuant to Law on Enterprise No. 59/2020/QH14 dated 2020-06-17, amended and supplemented by Law No. 03/2022/QH15 dated 2022-01-11;

Based on the actual situation of corporate governance at the Corporation,

The Board of Directors submits to the General Meeting of Shareholders for approval of certain amendments and supplements to the Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operations of the Board of Directors according to the contents in the attached Appendix.

Sincerely.

Recipients:
- As above;
- Archived: Administrative Office, General Management.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Truong Dinh Hiep

APPENDIX. DRAFT CONTENT OF AMENDED CHARTER AND REGULATIONS

(Attached to Proposal No. /TTr-SNZ-QTTH dated 2025-04-...)

Current Content	Proposed Amendments and Supplements	Explanation
I. Charter		
Article 1. Definition of Terms 1. In this Charter, the following terms are understood as follows:		
b. "Law on Enterprise" is the Law on Enterprise No. 59/2020/QH14 dated 2020-06-17;	b. "Law on Enterprise" is the Law on Enterprise No. 59/2020/QH14 dated 2020-06-17, **amended and supplemented by Law No. 03/2022/QH15 dated 2022-01-11;**	Update
c. "Law on Securities" is the Law on Securities No. 54/2019/QH14 dated 2019-11-26;	c. "Law on Securities" is the Law on Securities No. 54/2019/QH14 dated 2019-11-26, **amended and supplemented by Law No. 56/2024/QH15 dated 2024-11-29;**	Update
	m. **"Shareholder's contact address" is the shareholder's address in the consolidated list of securities holders provided by the Vietnam Securities Depository and Clearing Corporation at the most recent time.**	Clarifying that the Corporation is only obligated to send documents and materials to the shareholder's contact address provided by the Vietnam Securities Depository and Clearing Corporation.
Article 20. Conditions for Approving Resolutions of the General Meeting of Shareholders 1. Resolutions of the General Meeting of Shareholders on the following matters shall be	**Article 20. Conditions for Approving Resolutions of the General Meeting of Shareholders** 1. Resolutions of the General Meeting of Shareholders on the following matters shall be approved if at least 65% of the total votes of all	Amended pursuant to Clause 5, Article 7 of Law No. 03/2022/QH15 dated 2022-01-11

Current Content	Proposed Amendments and Supplements	Explanation
approved if at least 65% of the total votes of all shareholders attending the meeting are in favor: ... 3. Except for the cases specified in Clauses 1 and 2 of this Article, resolutions of the General Meeting of Shareholders on other matters will be approved when more than 50% of the total votes of all shareholders attending the meeting are in favor.	shareholders **attending and voting at the meeting** are in favor: ... 3. Except for the cases specified in Clauses 1 and 2 of this Article, resolutions of the General Meeting of Shareholders on other matters will be approved when more than 50% of the total votes of all shareholders **attending and voting** at the meeting are in favor.	
Article 22. Resolution, Meeting minutes of General Meeting of Shareholders 1... g. Total number of votes for each voting matter, specifying the voting method, total number of valid, invalid, agreeing, disagreeing, and no opinion votes; corresponding percentage of the total votes of the shareholders attending the meeting;	**Article 22. Resolution, Meeting minutes of General Meeting of Shareholders** 1... g. Total number of votes for each voting matter, specifying the voting method, total number of valid, invalid, agreeing, disagreeing, and no opinion votes; corresponding percentage of the total votes of the shareholders **attending and voting** at the meeting.	
Article 29. Meetings of the Board of Directors 6. ... The notice of invitation to the Board of Directors meeting can be sent by letter, telephone, fax, electronic means ensuring delivery to the contact address of each member of the Board of Directors registered at the Corporation.	**Article 29. Meetings of the Board of Directors** 6. ...The notice of invitation to the Board of Directors meeting can be sent by **formal letter of invitation, phone message, email, fax, or other electronic means** ensuring delivery to the contact address of each member of the Board of Directors registered at the Corporation.	Clarifying the method of sending the notice of invitation
Article 51. Profit Distribution 1. The Corporation allocates funds from the annual profit after tax after offsetting losses from previous years (if any), including: investment and	**Article 51. Profit Distribution** 1. Annually, **after distributing profits to affiliated capital contributors according to signed economic contracts (if any),** offsetting losses from	Amended pursuant to Clause 17, Article 2 of Decree No.

Current Content	Proposed Amendments and Supplements	Explanation
development fund, employee welfare and reward fund, management bonus fund, community social work fund and other funds if approved by the General Meeting of Shareholders.	previous years (if any), the Corporation shall allocate funds from profit after tax, including: **development investment fund, employee welfare and reward fund, and management bonus fund as regulated.**	140/2020/ND-CP dated 2020-11-30
Article 61. Internal Dispute Resolution ... 2. In case no mediation Decision is reached within 06 weeks from the commencement of the mediation process, or if the mediator's Decision is not accepted by the parties, any party may submit the dispute to Arbitration or the Court. 3. Each party shall bear its own costs related to the negotiation and mediation procedures. Payment of Court costs shall be executed in accordance with the Court's judgement.	**Article 61. Internal Dispute Resolution** ... 2. In case no mediation Decision is reached within 06 weeks from the commencement of the mediation process, or if the decision of the mediator is not accepted by the parties, any party may submit the dispute to the **competent Court.** 3. Each party shall bear its own costs related to the negotiation and mediation procedures. Payment of Court costs shall be executed in accordance with the **Court's Judgment/Decision.**	Clarify that the competent Court is the dispute resolution body to facilitate processing procedures in case of disputes.
II. The Internal Regulations on Corporate Governance		
Article 4. Nomination, Self-nomination, Election, Dismissal, and Removal of Members of the Board of Directors ... 3. Method of electing Members of the Board of Directors: a. The list of candidates for the Board of Directors must be approved by the General Meeting of Shareholders before the election. b. Before the election, shareholders or shareholder representatives are given election ballots	**Article 4. NNomination, Self-nomination, Election, Dismissal, and Removal of Members of the Board of Directors** ... 3. Method of electing Members of the Board of Directors: a. Before the election, shareholders or shareholder representatives are given election ballots stating the registration number, full name of the shareholder or full name of the shareholder representative, the number of voting shares, and the list of candidates.	Remove the current point a to comply with the Law on Enterprise. Change point b and point c to point a and point b.

Current Content	Proposed Amendments and Supplements	Explanation
stating the registration number, full name of the shareholder or full name of the shareholder representative, the number of voting shares, and the list of candidates. c. 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 voting shares multiplied by the number of Members of the Board of Directors to be elected. Shareholders have the right to cast all or part of their total votes for one or several candidates. The winning candidates for 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 required number of members is elected. In case 02 or more candidates have 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.	b. 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 voting shares multiplied by the number of Members of the Board of Directors to be elected. Shareholders have the right to cast all or part of their total votes for one or several candidates. The winning candidates for 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 required number of members is elected. In case 02 or more candidates have 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.	
Article 6. Nomination, self-nomination, election, dismissal, and removal of members of the Board of Supervisors ... 3. Procedures for electing Members of the Board of Supervisors:	**Article 6. Nomination, self-nomination, election, dismissal, and removal of members of the Board of Supervisors** ... 3. Procedures for electing Members of the Board of Supervisors: a. Before the election, shareholders or shareholder representatives are given election ballots	Remove the current point a to comply with the Law on Enterprise. Change point b and point c to point a and point b.

Current Content	Proposed Amendments and Supplements	Explanation
a. The list of candidates for the Board of Supervisors must be approved by the General Meeting of Shareholders before the election. b. Before the election, shareholders or shareholder representatives are given election ballots stating the registration number, full name of the shareholder or full name of the shareholder representative, the number of voting shares, and the list of candidates. c. The election of members of the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of voting shares multiplied by the number of members of the Board of Supervisors to be elected. Shareholders have the right to cast all or part of their total votes for one or several candidates. The winning candidates for Members of the Board of Supervisors are determined based on the number of votes from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is elected. In case 02 or more candidates have the same number of votes for the last member of the Board of Supervisors, a re-election will be held among the candidates with the same number of votes.	stating the registration number, full name of the shareholder or full name of the shareholder representative, the number of voting shares, and the list of candidates. b. The election of members of the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of voting shares multiplied by the number of members of the Board of Supervisors to be elected. Shareholders have the right to cast all or part of their total votes for one or several candidates. The winning candidates for Members of the Board of Supervisors are determined based on the number of votes from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is elected. In case 02 or more candidates have the same number of votes for the last member of the Board of Supervisors, a re-election will be held among the candidates with the same number of votes.	
III. Regulations on Operations of the Board of Directors		
Article 7. Rights and Obligations of the Board of Directors	**Article 7. Rights and Obligations of the Board of Directors**	Update the correct name of the process.

Current Content	Proposed Amendments and Supplements	Explanation
1. The Board of Directors exercises the rights and fulfills the obligations as prescribed by law, the Charter of the Corporation, the General Meeting of Shareholders, and the following rights and obligations: d. Approves and issues internal management regulations of the Corporation, except for the following regulations: - Accounting procedures, preparation of consolidated financial statements;	1. The Board of Directors exercises the rights and fulfills the obligations as prescribed by law, the Corporation's Charter, the General Meeting of Shareholders, and the following rights and obligations: d. Approve and issue internal management regulations of the Corporation, except for the following regulations: **- Accounting procedures, preparation of separate financial statements, and consolidated financial statements;**	
Article 9. Minutes of the Board of Directors Meetings. ... 2. In the event that 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 and the content complies with the requirements set forth in point a, b, c, d, dd, e, g and h, Clause 1 of this Article.	**Article 9. Minutes of Board of Directors Meetings** ... 2. In the event that 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 **that agree to approve the minutes** sign and the content complies with the requirements set forth in point a, b, c, d, dd, e, g and h, Clause 1 of this Article. **The minutes shall clearly state the refusal of the chairperson or minute-taker to sign the minutes. The person signing the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the Board of Directors meeting. The chairperson and minute-taker are personally liable for any damages incurred by the Corporation due to their refusal to sign the minutes as prescribed by the Law on Enterprises,**	Amended pursuant to Clause 6, Article 7, Law No. 03/2022/QH15 dated 2022-01-11

Current Content	Proposed Amendments and Supplements	Explanation
	the Charter of the Corporation, and relevant laws.	
Article 13. Management Principles for Member Companies and Other Enterprises with Capital Contribution from the Corporation … 3. Annually, the Board of Directors decides to assign tasks and plan targets to the capital representatives in enterprises: … b. Where the Corporation holds ☐30% of the charter capital and must be a member unit within the Corporation.	**Article 13. Management Principles for Member Companies and Other Enterprises with Capital Contribution from the Corporation** … 3. Annually, the Board of Directors decides to assign tasks and plan targets to the capital representatives in enterprises: … b. Where the Corporation **holds ≥ 30%** of the charter capital and must be a member unit within the Corporation.	Printing error correction

SONADEZI

SONADEZI CORPORATION

THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Date 2025-04-25

Draft

VOTING BALLOT

- Full name of Shareholder/Shareholder's Representative:.....

- Shareholder's serial number: .....

- Number of shares owned/represented: .....shares

Signature of shareholder /Shareholder's Representative:

No.	Voting Content	Agree	Disagree	Abstain
01	Approval of the List of the Vote Counting Committee			
02	Approval of the Working Regulations			
03	Approval of the Meeting Agenda			
04	Approval of Report No. .../BC-SNZ-QTTH dated 2025-04-... regarding business performance in 2024 and the plan for 2025			
05	Approval of the 2024 separate financial statements and consolidated financial statements audited by RSM Vietnam Auditing & Consulting Co., Ltd			
06	Approval of Report No. .../BC-SNZ-QTTH dated 2025-04-... of the Board of Directors on the activities in 2024 and the direction of activities for 2025.			
07	Approval of Report No. .../BC-SNZ-QTTH dated 2025-04-... of the Board of Supervisors on the inspection and supervision of business activities in 2024.			
08	Approval of Proposal No. .../TTr-SNZ-QTTH dated 2025-04-... regarding salaries and remunerations for the Board of Directors, Board of Supervisors, and executives for 2024 and the plan for 2025			
09	Approval of Proposal No. .../TTr-SNZ-QTTH dated 2025-04-... regarding the profit distribution for 2024 and the profit distribution plan for 2025			
10	Approval of Proposal No. .../TTr-SNZ-KS dated 2025-04-... regarding the selection of the audit firm for the 2025 financial statements			
	Approval of Proposal No. .../TTr-SNZ-QTTH dated 2025-04-... regarding the amendment and supplement to the Charter and the Internal regulations on Corporate Governance and the Regulations on Operations of the Board of Directors			

Note:

- Shareholders may only select one voting option for each content.

- Shareholders vote by marking an X in the selected box.

- In case a shareholder changes their mind, circle the previously selected box ⊗ and mark an X in the new selection box.

- In case a shareholder re-selects a circled box, fill in ● that circled box.

DONG NAI PROVINCIAL
PEOPLE'S COMMITTEE
SONADEZI CORPORATION

No: /NQ-SNZ-QTTH
(DRAFT)

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Dong Nai, 2025-04-25

RESOLUTION
2025 Annual General Meeting of Shareholders

GENERAL MEETING OF SHAREHOLDERS

Pursuant to Enterprise Law No. 59/2020/QH14 dated 2020-06-17, amended and supplemented by Law No. 03/2022/QH15 dated 2022-01-11;

Pursuant to the Charter of Sonadezi Corporation;

Pursuant to the contents of the 2025 Annual General Meeting of Shareholders;

Pursuant to the Minutes of the voting ballot counting at the 2025 Annual General Meeting of Shareholders,

RESOLUTION:

Article 1. The 2025 Annual General Meeting of Shareholders has voted to approve the following contents:

1. Approving Report No. …/BC-SNZ-QTTH dated 2025-04-… regarding business performance in 2024 and the plan for 2025 with the following main contents:

1.1. Business Performance in 2024:

Unit: million VND

No.	Items	Plan	Actual	% Actual/ Plan
	Charter capital	3,765,000	3,765,000	100.00%
	Parent company (Separate)			
1	Total Revenue	695,038	773,017	111.22%
2	Profit before tax	504,578	525,360	104.12%
3	Profit after tax	462,012	515,323	111.54%
4	State budget contribution	60,019	64,857	108.06%
5	Return on equity	11.96%	13.21%	110.48%
	Consolidated			
1	Total Revenue	6,366,350	6,172,195	96.95%
2	Profit before tax	1,631,421	1,946,883	119.34%

No.	Items	Plan	Actual	% Actual/ Plan
3	Profit after tax	1,370,394	1,619,396	118.17%
4	State budget contribution	651,314	752,180	115.49%
5	Return on equity	15.27%	18.74%	122.72%

1.2. Business plan for 2025:

Unit: million VND

No.	Items	Parent company (Separate)	Consolidated
1	Charter capital	3,765,000	3,765,000
2	Total Revenue	793,647	6,680,434
3	Profit before tax	522,052	1,711,723
4	Profit after tax	510,477	1,403,613
5	State budget contribution	59,387	744,840
6	Return on equity	13.01%	15.46%

2. Approving the 2024 separate financial statements and consolidated financial statements audited by RSM Vietnam Auditing & Consulting Co., Ltd.

3. Approving Report No. .../BC-SNZ-QTTH dated 2025-04-... of the Board of Directors on the activities in 2024 and the direction of activities for 2025.

4. Approving Report No. .../BC-SNZ-QTTH dated 2025-04-... of the Board of Supervisors on the inspection and supervision of business activities in 2024.

5. Approving Proposal No. .../TTr-SNZ-QTTH dated 2025-04-... regarding salaries and remunerations:

5.1. Salaries and remunerations of the Board of Directors and Board of Supervisors implemented in 2024 compared to the plan:

Unit: VND

No.	Content	Plan	Implemented
I	Average monthly expenditure		
1	Salary of the Chairman of the Board of Directors	88,900,000	138,364,469
2	Salary of the Head of the Board of Supervisors	39,900,000	63,680,091
3	Remuneration of 01 member of the Board of Directors	12,000,000	22,456,186

No.	Content	Plan	Implemented
4	Remuneration of 01 member of the Board of Supervisors	7,000,000	13,099,442
II	Implemented remuneration fund for non-executive managers	1,700,640,000	1,931,232,000

5.2. Plan for salaries and remunerations of the Board of Directors and Board of Supervisors in 2025:

Unit: VND

No.	Content	Plan
I	Monthly advance:	
1	Salary of the Chairman of the Board of Directors	88.900.000
2	Salary of the Head of the Board of Supervisors	39.900.000
3	Remuneration of 01 member of the Board of Directors	12.000.000
4	Remuneration of 01 member of the Board of Supervisors	7.000.000
II	Planned remuneration fund for non-executive managers	1.756.584.000

- Salaries and remunerations of the Board of Directors and Board of Supervisors in 2025 will be settled pursuant to Decree No. 44/2025/NĐ-CP dated 2025-02-28.

- The General Meeting of Shareholders authorizes the Board of Directors to approve adjustments to the contents of salaries and remunerations (if any) after Decree No. 44/2025/NĐ-CP takes effect and there are guiding documents from competent authorities.

- The Board of Directors of the Corporation must report the adjusted contents of salaries and remunerations (if any) at the nearest meeting.

7. Approving Proposal No. .../TTr-SNZ-QTTH dated 2025-04-... regarding profit distribution:

7.1. Profit distribution plan for 2024:

Unit: VND

No.	Content	Value
1	Charter capital	3,765,000,000,000
2	Par value of 376,491,800 outstanding shares	3,764,918,000,000
3	Profit after tax 2024	515,323,295,337
	- Exchange rate difference	*128,452,208*
	- Profit after tax used for distribution	*515,194,843,129*

No.	Content	Value
4	Fund allocation:	35,670,674,000
	- Investment and development fund (5%)	25,759,742,000
	- Employee welfare and bonus fund (6 months average implemented salary of employees due to exceeding the Profit after tax plan)	8,854,800,000
	- Management bonus fund (1.5 months average implemented salary of managers)	1,056,132,000
5	Remaining Profit after tax 2024 after fund allocation	479,652,621,337
	- Exchange rate difference	*128,452,208*
	- Retained earnings	*479,524,169,129*
6	Retained earnings from the previous year	40,545,197,261
	- Revaluation of assets and exchange rate difference	*35,762,784,696*
	- Retained earnings	*4,782,412,565*
7	Reversal of the community social work fund deducted from Profit after tax in 2020 and 2021	8,381,355,750
8	Remaining profit before dividend distribution	528,579,174,348
	- Revaluation of assets and exchange rate difference	*35,891,236,904*
	- Retained earnings	*492,687,937,444*
9	Dividend distribution (13% of the par value of outstanding shares)	489,439,340,000
10	Profit carried forward to the next year	39,139,834,348
	- Revaluation of assets and exchange rate difference	*35,891,236,904*
	- Retained earnings	*3,248,597,444*

7.2. Profit distribution plan for 2025:

Unit: VND

No.	Content	Value
1	Charter capital	3,765,000,000,000
2	Par value of 376,491,800 outstanding shares	3,764,918,000,000
3	Profit after tax 2025	510,476,774,449
4	Fund allocation:	30,768,168,722
	- Investment and development fund (5%)	25,523,838,722
	- Employee welfare and bonus fund (03 months of the average planned employee salary)	4,512,420,000

No.	Content	Value
	- Management bonus fund (01 month of the average planned manager salary)	731,910,000
5	Remaining Profit after tax 2025 after fund allocation	479,708,605,727
6	Retained earnings from the previous year	39,139,834,348
	- Profit from revaluation of assets	*35,891,236,904*
	- Retained earnings	*3,248,597,444*
7	Dividend distribution (12.8% of the par value of outstanding shares)	481,909,504,000
8	Profit carried forward to the next year	36,938,936,075
	- Profit from revaluation of assets	*35,891,236,904*
	- Retained earnings	*1,047,699,171*

Based on the business performance of 2025, the Employee Welfare and Bonus Fund and the Management Bonus Fund are deducted according to current regulations.

8. Approving Proposal No. .../TTr-SNZ-QTTH dated 2025-04-... on selecting the audit firm for the 2025 financial statements:

Authorize the Board of Directors to select one of the three audit firms from the list below to audit the 2024 financial statements:

- RSM Vietnam Auditing & Consulting Co., Ltd.;

- VACO Auditing Co., Ltd.;

- A&C Auditing and Consulting Co., Ltd.

9. Approving Proposal No. .../TTr-SNZ-QTTH dated 2025-04-... regarding the amendment and supplement of the Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operations of the Board of Directors.

Article 2. This Resolution takes effect from 2025-04-25. The Board of Directors, Board of Supervisors, General Director, and related units and individuals are responsible for its implementation.

Recipients:
- As per Article 2;
- Archived: Administrative Office, General Management.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS

Truong Dinh Hiep