

No: 244/CB-SZE-TCKT

Dong Nai, April 18, 2025

**INFORMATION DISCLOSURE ON THE ELECTRONIC PORTAL  
HANOI STOCK EXCHANGE**



To: - Ha Noi Stock Exchange

1. Name of the organization: Sonadezi Environment Joint Stock Company
  - Stock code: SZE
  - Address: No. 12, Huynh Van Nghe Street, Buu Long Ward, Bien Hoa City, Dong Nai Province.
  - Telephone: 02513.951771 and Support hotline: 1900 3160
  - E-mail: info@sze.com.vn
2. Contents of information disclosure:
  - The Operating Regulations of the Board of Directors of Sonadezi Environment Joint Stock Company.
3. This information has been published on the Company's website on April 18, 2025, at the link: <https://sze.com.vn/>  
**Attached Document:** The Operating Regulations of the Board of Directors of Sonadezi Environment Joint Stock Company.

We hereby commit that the disclosed information is truthful and assume full responsibility before the law for the contents of the disclosed information.

Sincerely.!

**Recipients:** 

- As above; 
- Archived: Office, Finance and Accounting Department. 



**GENERAL DIRECTOR** 

**Quach Ngoc Buu**

SONADEZI CORPORATION  
SONADEZI ENVIRONMENT  
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom – Happiness

No.: 02 /QĐ-SZE-HĐQT

Dong Nai, date 18 month 4 year 2025

**DECISION**

**Re: The issuance of the Operating Regulations of the Board of Directors**

**BOARD OF DIRECTORS OF  
SONADEZI ENVIRONMENT JOINT STOCK COMPANY**

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

Pursuant to the Charter of Sonadezi Environment Joint Stock Company approved by the General Meeting of Shareholders on 18/04/2025;

Pursuant to Resolution No. 01/NQ-SZE-ĐHĐCĐ of the General Meeting of Shareholders dated 18/04/2025.

**DECIDES:**

**Article 1.** Issue attached to this decision "The Operating Regulations of the Board of Directors of Sonadezi Environment Joint Stock Company".

**Article 2.** This Decision takes effect from the date of signing and replaces Decision No. 26/QĐ-SZE-HĐQT dated 23/4/2021.

**Article 3.** Members of the Board of Directors, Board of Supervisors, Board of Management, Heads of units/departments directly under the Company are responsible for implementing this Decision./.

**Recipients:**

- As Article 3;
- Archived: BOD.

*[Signature]*

**ON BEHALF OF THE BOARD OF DIRECTORS** *[Signature]*  
**CHAIRMAN** *[Signature]*



**Vo Huynh Trung Hung**



## OPERATING REGULATIONS OF THE BOARD OF DIRECTORS

*(Issued together with Decision No. 02 /QĐ-SZE-HĐQT dated April 18, 2025  
of the Board of Directors of Sonadezi Environment Joint Stock Company)*

### CHAPTER I GENERAL PROVISIONS

#### **Article 1. Legal basis**

- Securities Law No. 54/2019/QH14 dated 26/11/2019, amended and supplemented by Law No. 56/2024/QH15 dated 29/11/2024;
- Enterprise Law No. 59/2020/QH14 dated 17/6/2020, amended and supplemented by Law No. 03/2022/QH15 dated 11/01/2022;
- Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Securities Law;
- Circular No. 116/2020/TT-BTC dated 31/12/2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Securities Law;
- Charter of Sonadezi Environment Joint Stock Company approved by the General Meeting of Shareholders on 18/4/2025;
- Resolution No. 01 /NQ-SZE-ĐHĐCĐ of the General Meeting of Shareholders dated 18/4/2025.

#### **Article 2. Scope of regulation and subjects of application**

1. Scope of regulation: These Regulations detail a number of contents regarding the organization and operation of the Board of Directors of Sonadezi Environment Joint Stock Company (hereinafter referred to as the Company) not yet specified in the Charter and Internal Regulations on Corporate Governance.

2. Subjects of application: These Regulations apply to the Board of Directors, Members of the Board of Directors, the Board of Management, and related individuals and units.

#### **Article 3. Operating principles of the Board of Directors**

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

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



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

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

## **CHAPTER II**

### **DETAILED REGULATIONS**

#### **Article 4. Rights and obligations of Members of the Board of Directors**

1. Members of the Board of Directors have full rights as prescribed by the Enterprise Law, the Securities Law, relevant laws, the Company's Charter, and these Regulations, including the right to reserve personal opinions.

2. Members of the Board of Directors have the obligations as prescribed in the Company's Charter and the following obligations:

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

b) Attend all meetings of the Board of Directors and provide opinions on the issues discussed;

c) Report promptly and fully to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations (if any);

d) Report to the Board of Directors at the nearest meeting any transactions between the Company and a Member of the Board of Directors and related persons of that Member; transactions between the Company and another company in which a Member of the Board of Directors is a founding member or manager of that company within the last 03 years before the transaction date;

đ) Publicly disclose information when conducting Company share transactions in accordance with legal regulations.

#### **Article 5. Right to Information of the Member of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers to provide information and documents regarding the financial status and business operations of the Company and its units.

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

#### **Article 6. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors exercises the rights and fulfills the obligations as prescribed by law, the Company Charter, and the following rights and obligations:

a) Has the right to suspend decisions of the General Director that contradict decisions and resolutions of the Board of Directors;



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

c) Approves business trips of Members of the Board of Directors, both domestic and international, using Company funds.

2. To facilitate management and promptly address unexpected matters, the Board of Directors authorizes the Chairman of the Board of Directors to communicate with Members of the Board of Directors and, on behalf of the Board of Directors, resolve unexpected matters directly related to the Company's production and business activities, and report the results of the resolved matters at the nearest Board of Directors meeting.

### 3. Company Secretary

When deemed necessary, the Board of Directors decides to appoint a Company Secretary. The Company Secretary has the following rights and obligations:

a) Supports the organization of meetings of the General Meeting of Shareholders and the Board of Directors; records meeting minutes;

b) Supports Members of the Board of Directors in exercising their assigned rights and fulfilling their obligations;

c) Supports the Board of Directors in applying and implementing corporate governance principles;

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

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

## **Article 7. Rights and Obligations of the Board of Directors**

1. The Board of Directors exercises the rights and fulfills the obligations as prescribed by law, the Company Charter, the General Meeting of Shareholders, and the following rights and obligations:

a) Determines the price range for products and services;

b) Decides on joint venture and cooperation plans with other entities;

c) Provides opinions on matters for which the representative of the Company's capital contribution seeks opinions;

d) Approves and issues internal management regulations and rules of the Company, except for the following regulations and rules:

- Internal expenditure regulations;

- Company accounting and financial reporting procedures;

- Regulations on the functions and tasks of Departments/ Divisions/ Enterprises/ Processing Zones/ Centers and other units/departments of the Company;

- Company regulations, Collective Labor Agreement of the Company;

- Regulations on personnel recruitment at the Company;

- Regulations on training at the Company;



- Regulations on the implementation of democracy in the workplace;
- Regulations on dialogue in the workplace;
- Regulations on organizing Employee Conferences;
- Regulations on speaking, providing information, and securing company documents and records;
- Regulations on the format, technical presentation, and titles of company documents;
- Regulations authorized by the Board of Directors for the General Director to approve and issue.

2. In cases where resolutions or decisions passed by the Board of Directors violate legal provisions, resolutions of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who approved such resolutions or decisions shall be jointly and severally liable for such resolutions or decisions and must compensate the Company for damages; members who objected to the passage of such resolutions or decisions shall be exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or annul the aforementioned resolutions or decisions.

#### **Article 8. Sub-committees assisting the Board of Directors**

1. When necessary, the Board of Directors may establish or dissolve sub-committees to assist the Board of Directors. Personnel of these sub-committees may be appointed by the Board of Directors from among the Company's personnel or hired experts if deemed necessary.

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

#### **Article 9. Minutes of Board of Directors Meetings**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, video-recorded, or stored in other electronic forms. The minutes must be prepared in Vietnamese and include the following main contents:

- a) Name, head office address, and Company code;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full name of each attending member or authorized representative and method of attendance; full name of absent members and reasons for absence;
- đ) Issues discussed and voted on at the meeting;
- e) Summary of each member's opinions in the order of the meeting's proceedings;
- g) Voting results, clearly stating the members who agreed, disagreed, and abstained;
- h) Matters approved and the corresponding approval rate;
- i) Full name and signature of the chairperson, minute-taker, and all attending members.



2. In the event that the chairperson or minute-taker refuses to sign the minutes, but if all other members of the Board of Directors attending agree and approve the signed minutes, and the minutes contain all the contents as prescribed in points a, b, c, d, đ, e, g, and h of Clause 1 of this Article, then these minutes are valid. The minutes shall clearly state the refusal of the chairperson or minute-taker to sign. The person signing the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the Board of Directors meeting minutes. The chairperson and minute-taker shall be personally liable for any damage to the company resulting from their refusal to sign the minutes as prescribed by this Law, the Company Charter, and relevant laws.

3. The chairperson, minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.

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

#### **Article 10. Annual Report Submission**

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

- a) Company's business performance report;
- b) Audited annual financial statements;
- c) Report evaluating the Company's management and administration;
- d) Assessment report of the Board of Supervisors.

2. The reports specified in points a, b, and c, clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 21 days before the opening date of the Annual General Meeting of Shareholders.

3. The reports specified in clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the Company's headquarters at least 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who have continuously owned the Company's shares for at least 01 year have the right to personally or together with a lawyer, accountant, or auditor with a practicing certificate directly review the reports specified in this Article.

#### **Article 11. Material Security for the Board of Directors' Activities**

The Board of Directors uses the Company's apparatus, technical material means, and seal to perform its management function.

#### **Article 12. Operating Expenses of the Board of Directors**

1. The operating expenses of the Board of Directors are implemented in accordance with current regulations and are included in the Company's management expenses, settled annually in the Financial Statements.

2. In addition to remuneration, salaries, the operating expenses of the Board of Directors also include:

- Expenses for Board of Directors meetings, travel expenses, meals, and accommodation during meeting periods;



- Domestic and international market research expenses;
- Consulting fees.

3. The annual operating expenses of the Board of Directors are planned within the Company's total annual expenses approved by the General Meeting of Shareholders and serve as the basis for implementation.

### **Article 13. Management Principles for Other Enterprises with the Company's Capital Contribution**

1. The Board of Directors, on behalf of the Company, participates in the management of other enterprises with the Company's capital contribution by exercising the rights and obligations of shareholders, of contributing members according to the Charters of those enterprises through the representative of the Company's capital contribution.

2. The Board of Directors decides on the appointment, reappointment, reward, and discipline of the representative of the Company's capital contribution in other enterprises. The commendation/recognition of emulation titles under the Emulation and Commendation Law for the Company's capital contribution representative holding a management position in another enterprise with the Company's capital contribution shall be considered and decided/proposed by that enterprise to the competent authority for decision according to regulations.

3. The representative of the Company's capital contribution is responsible for reporting and seeking the opinion of the Company's Board of Directors on the annual production and business plan according to the Regulations on Management and Evaluation of Capital Contribution Representatives.

4. The Board of Directors inspects and supervises the capital contribution representative in carrying out their duties in accordance with the provisions of law, the Charter, and the Company's regulations.

### **Article 14. Management Mechanism of the Board of Directors for Units/Departments Belonging to the Company**

1. The Board of Directors does not directly manage the units/departments of the Company (Factories, Processing Zones, Centers, etc.). The General Director manages these units/departments and is responsible for reporting to the Board of Directors on the situation, operating results, as well as arising issues within the Board of Directors' authority to resolve.

2. When necessary, the Board of Directors will request Directors/Heads of units/departments of the Company to provide information according to Article 5 of these Regulations.

### **Article 15. Relationship between Members of the Board of Directors**

1. The relationship between Members of the Board of Directors is a collaborative relationship; Members of the Board of Directors are responsible for informing each other about relevant issues during the assigned work process.

2. During the work process, the assigned Member of the Board of Directors is primarily responsible for actively coordinating the handling, if there are issues related to



the area under the responsibility of another Member of the Board of Directors. In cases where there are differing opinions among Members of the Board of Directors, the primarily responsible member reports to the Chairman of the Board of Directors for consideration and decision according to authority or organizes a meeting or obtains opinions from Members of the Board of Directors according to the law, the Company Charter, and these Regulations.

3. Members of the Board of Directors must report to the Board of Directors on the results of the assigned work; in special cases, they must promptly report to the Chairman of the Board of Directors for consideration and resolution.

4. In the event of reassignment between Members of the Board of Directors, the Members of the Board of Directors must hand over the work, records, and related documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors.

#### **Article 16. Relationship with the Board of Management**

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

#### **Article 17. Relationship with the Board of Supervisors**

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

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

### **CHAPTER III**

#### **IMPLEMENTATION CLAUSES**

#### **Article 18. Supplements and Amendments**

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

2. In the event that legal regulations related to the Board of Directors' activities are not mentioned in these Regulations or in the event of new legal regulations and Company Charter provisions that differ from the clauses in these Regulations, those regulations will naturally apply and govern the Board of Directors' activities.

#### **Article 19. Effective Date**

1. These Regulations are effective from the date of issuance. Previous regulations that conflict with these Regulations are hereby repealed.

2. Members of the Board of Directors, the Board of Management, the Company's capital representative, Heads of Departments/Boards, Directors of Factories/Treatment



Areas/Centers, Heads of departments/units under the Company, and relevant officials and employees are responsible for deploying and implementing./.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



**Vo Huynh Trung Hung**