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CHARTER
SONADEZI CHAU DUC
SHAREHOLDING COMPANY

Head office: 9th Floor, Sonadezi Building, No. 1, Street 1,
Bien Hoa 1 Industrial Park, Tran Bien Ward, Dong Nai Province
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INTRODUCTION

Sonadezi Chau Duc Shareholding Company is a joint stock company, established under Law on Enterprises. This Charter of Sonadezi Chau Duc Shareholding Company (hereinafter referred to as the "Company") is the legal basis for all activities of the Company.

CHAPTER I: Interpretation of Terms in the Charter

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be construed as follows:

- a. "Charter capital" is the total par value of all types of shares sold and stipulated in Article 6 of this Charter;
- b. "Law on Enterprises" is the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, amended by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;
- c. "Law on Securities" is the Law on Securities No. 54/2019/QH14 dated November 26, 2019, amended by Law No. 56/2024/QH15 dated November 29, 2024;
- d. "Managers" includes Chairman of the Board of Directors, members of the Board of Directors and Executives;
- e. "Executives" is General Director, Deputy General Director, and Chief Accountant;
- f. "Relatives of a person" include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, stepfather, stepmother, biological children, adopted children, son-in-law, daughter-in-law, biological brother, biological sister, brother-in-law, sister-in-law, wife's biological brother, husband's biological brother, wife's biological sister, husband's biological sister, wife's sibling, husband's sibling.
- g. "Related persons" are the organizations and individuals defined in Clause 23 Article 4 of the Law on Enterprises and Clause 46 Article 4 of the Law on Securities;
- h. "Shareholders" are individuals or organizations owning at least one share of the Company;
- i. "Major shareholders" are Shareholders owning 5% or more of the Company's voting shares;
- j. "Common Shareholders" are Shareholders owning common shares;
- k. "Viet Nam" is the Socialist Republic of Vietnam;
- l. "Stock Exchanges" include Vietnam Stock Exchange (VNX) and its subsidiary companies;
- m. "Shareholder's Contact Address" is the shareholder's address in the summary list of securities holders provided by Viet Nam Securities Depository and Clearing Corporation at the most recent time.

2. In this Charter, the references to one or more provisions or other documents include any amendments or replacement documents.

3. The headings (chapters, articles of this Charter) are for reference only and do not affect the content of this Charter.

CHAPTER II: NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Head Office, Branches, Representative Offices, and Term of Operation of the Company

1. Name of the Company

- Company name in Vietnamese: CÔNG TY CỔ PHẦN SONADEZI CHÂU ĐỨC
- Company name in English: SONADEZI CHAU DUC SHAREHOLDING COMPANY
- Abbreviated Company name: SONADEZI CHAU DUC
- Trading name: SZC

2. The Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.

3. Headquarters:

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

- Telephone: (84.251) 8860788
- Fax: (84.251) 8860783
- Email: chauduc@sonadezichauduc.com.vn
- Website: www.sonadezichauduc.com.vn

4. The Company may establish branches and representative offices to pursue its targets in accordance with decisions of the Board of Directors and the laws.

The Company has 01 branches as follows:

- Chau Duc Industrial Urban Park Branch - Sonadezi Chau Duc Shareholding Company. Address: Hoi Bai - Chau Pha - Da Bac Road, Chau Duc Urban Industrial Park, Ngai Giao Commune, Ho Chi Minh City, Vietnam.

5. Except for the dissolution case as stipulated in Article 55 of this Charter, the Company's operational duration is indefinite.

Article 3. Legal Representative of the Company

1. The Company has 01 legal representative. General Director is the Legal Representative of the Company.

2. Rights and Obligations of the Legal Representative:

a. The legal representative represents the Company in exercising the rights and obligations derived from the Company's transactions, represents the Company as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration and Court.

b. The legal representative executes responsibilities based on Article 13 of the Law on Enterprises, and other rights and obligations prescribed by law.

CHAPTER III: TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Industries, Professions and Objectives of the Company

1. The Company's business lines are specified in Appendix No. 01/PLDL attached to this Charter. Appendix 01/PLDL is an integral part of this Charter.

2. Objectives of the Company: The Company is established to invest, construct and develop industrial urban parks, residential areas, and related services for constant development, to create stable jobs for workers, to ensure benefits of the shareholders, contribute to State budget, promote local and national economic development.

Article 5. Scope of Business and Operation of the Company

The Company may conduct business within the business lines specified in this Charter and its changes thereof which have been registered and notified to the business registration authority and announced on the National Enterprise Registration Portal.

CHAPTER IV: CHARTER CAPITAL, SHARES

Article 6. Charter capital, shares

1. The Company's Charter capital is 1,799,858,630,000 VND (One thousand seven hundred ninety-nine billion eight hundred fifty-eight million six hundred thirty thousand dong).

The Company's total Charter capital is divided into 179,985,863 (One hundred seventy-nine million nine hundred eighty-five thousand eight hundred sixty-three) shares with the par value of 10,000 VND/share (Ten thousand dong per share).

2. The Company's Charter capital may be changed if approved by the General Meeting of Shareholders (GMS) and conformable with the provisions of the laws.

3. The Company's shares on the ratification date of this Charter is common shares.

4. The Company may issue other preference shares after it is approved by the General Meeting of Shareholders and it is conformable with the provisions of the laws.

5. Common Shares must be offered first to existing Shareholders in proportion to their Common Share ownership in the Company unless the General Meeting of Shareholders

decides otherwise. The common shares that shareholders did not register to purchase will be at the disposal of the Company's Board of Directors. The Board of Directors may distribute such Shares to other parties on terms and conditions that they deem appropriate, however, these Shares cannot be sold at more favorable terms than those offered to existing Shareholders, except as otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its shares issued by the methods specified in this Charter and applicable laws.

7. The Company may issue other types of securities in accordance with the law.

8. The maximum foreign ownership ratio is 20% of the company's charter capital.

Article 7. Share certificates

1. The Company's Shareholders shall be issued Share certificates corresponding to the number and type of Shares owned.

2. Shares are securities certifying the lawful rights and interests of the shareholder to a portion of the Company's share capital. Shares must include all contents prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within 30 days from the date of the submission of a complete dossier for transfer of share ownership according to the Company's regulations or within 2 months (or other period as stipulated in the issuance terms) from the date of full payment for the Shares purchase, the owner will be granted a share certificate. Shareowners do not bear the share certificate's print cost.

4. In case share certificates are lost or damaged or destroyed, the shareholder shall be reissued with another share certificate by the Company on request. The Shareholder's request must include the following information:

- a. Information about lost, damaged, or otherwise destroyed shares.
- b. Commitments to bear responsibility for any disputes arising from the reissuance of new shares.

Article 8. Other securities certificates

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and seal of the Company.

Article 9. Transfer of shares

1. All Shares may be transferred freely unless otherwise prescribed by this Charter and the Laws. Shares are transferred in accordance with the laws on securities and securities market.

2. Unpaid / partially paid Shares shall not be transferred and are not entitled to related rights such as receiving dividends, shares issued for increasing charter capital by equity, purchase of newly offered Shares, and any rights regulated by the laws.

3. If a shareholder as an individual dies, the heir designated by the will or according to the laws of that shareholder shall be a shareholder of the Company. If a shareholder as an individual dies without an heir or the heir refuses to receive the inheritance or is deprived of the right to inherit, the shares shall be resolved by the provisions of civil law.

4. A shareholder has the right to gift a part of or all their shares to others or to use their shares to repay debts. In this case, the recipient of the gift or the one receiving the debt repayment in shares becomes a shareholder of the Company upon completing the transfer procedures as prescribed by this Charter and relevant laws.

CHAPTER V: MANAGEMENT STRUCTURE OF THE COMPANY

Article 10. Management Structure of the Company

The Management Structure of the Company consists of:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Board of Supervisors.
4. General Director.

CHAPTER VI: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Shareholders' Rights

1. Holders of common shares have the following rights:
 - a. To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized proxy or by other means prescribed by the Company Charter or the law. Each common share has one vote;
 - b. To receive dividends at a rate determined by the General Meeting of Shareholders;
 - c. To freely transfer their shares to others, except as provided in Clause 2, Article 9 of this Charter;
 - d. To have preemptive rights to purchase new shares in proportion to the ownership ratio of common shares of each shareholder in the Company;
 - e. To review, look up, and extract information about their name and contact address in the list of shareholders having voting rights; to request corrections to their inaccurate information;
 - f. To review, look up, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g. Upon the Company's liquidation or bankruptcy, to receive a portion of the remaining assets corresponding to their share ownership percentage in the Company;

h. To request the Company to repurchase their shares in cases specified in Article 132 of the Law on Enterprises;

i. To be treated equally;

j. To have full access to periodical and extraordinary information disclosed by the Company as prescribed by law;

k. To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

l. To have other rights as prescribed by law and this Charter.

2. A shareholder or group of shareholders holding 5% or more of the total common shares has the following rights:

a. To request the Board of Directors to convene a General Meeting of Shareholders in the following cases: The Board of Directors seriously violates shareholders' rights, management obligations, or makes decisions exceeding its authorized powers, and in accordance with Clause 3 and Clause 4, Article 13 of this Charter;

b. To review, look up, and extract the minute book, resolutions and decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions subject to the Board of Directors' approval, and other documents, except for documents related to trade secrets and business secrets of the Company;

c. To request the Board of Supervisors to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise code, or legal document number, head office address for institutional shareholders; the number of shares and time of registered share of each shareholder, the total number of shares of the entire shareholder group, and the percentage of ownership in the total shares of the Company; issues to be inspected and purpose of inspection;

d. To propose matters to be included in the agenda of the General Meeting of Shareholders according to Clause 4, Article 16 of this Charter;

e. To have other rights as prescribed by law and this Charter.

3. A shareholder or a group of shareholders holding from 10% of the total common shares has the right to nominate persons to the Board of Directors and the Board of Supervisors as prescribed in Clause 2, Article 24 and Clause 2, Article 34 of this Charter. Common shareholders forming a group to nominate individuals to the Board of Directors and Board of Supervisors must inform participating shareholders about the formation of the group before the commencement of the General Meeting of Shareholders.

Article 12. Obligations of Shareholders

Common shareholders have the following obligations:

1. To be liable for the debts and other property obligations of the Company within the limit of the capital contributed to the Company.

2. Not to withdraw the capital contributed by common shares from the Company in any form, except in the case of the Company or another person repurchasing the shares; In the event that a shareholder withdraws a part or all of the contributed share capital in contravention of the provisions of this clause, that shareholder and related persons in the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the scope of the withdrawn shares and damages incurred.

3. To comply with the Charter and regulations of the Company; comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

4. To keep confidential the information provided by the Company as prescribed in the Company's Charter and laws; to use the information provided only to exercise and protect their legitimate rights and interests; strictly prohibited from disseminating or copying and sending information provided by the Company to other organizations and individuals.

5. To attend the General Meeting of Shareholders and exercise voting rights through the following forms:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote at the meeting;
- c. Attend and vote/elect via online conference, electronic voting, or other electronic formats.
- d. Submit voting/election ballots to the meeting via mail, fax, or email.

6. Be personally responsible when acting on behalf of the Company in any form to carry out any of the following actions:

- a. Violating the law;
- b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c. Paying debts that are not yet due in the face of potential financial risks to the Company.

7. To perform other obligations as prescribed by law and this Charter.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest authority of the Company. The Annual General Meeting of Shareholders is held once a year and within 04 months from the end of the fiscal year. The Board of



Directors decides to extend the Annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chairperson attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially through the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contain significant exceptions, contrary audit opinions or rejections, the Company must invite a representative of the auditing organization that audited the Company's financial statements to attend the Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;
- c. At the request of a shareholder or group of shareholders specified in Clause 2, Article 11 of this Charter; the request to convene a General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request made in multiple copies must include sufficient signatures of the relevant shareholders; The request must be accompanied by documents and evidence of any violations committed by the Board of Directors, the extent of such violations, or decisions made beyond its authority. The requesting a shareholder or group of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authorities when requesting the convening of the General Meeting of Shareholders
- d. At the request of the Board of Supervisors;
- e. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors as prescribed in Point b, Clause 3 of this Article or receives the request as prescribed in Point c and Point d, Clause 3 of this Article;

b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders according to the provisions of Clause 3, Article 140 of the Enterprise Law;

c. In case the Board of Supervisors does not convene the General Meeting of Shareholders according to the provisions of Point b, Clause 4 of this Article, the shareholder or the group of shareholders specified in Point c, Clause 3 of this Article has the right to request the company representative to convene the General Meeting of Shareholders as prescribed by the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order, procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing the General Meeting of Shareholders according to the provisions of Clause 2, Article 16 of this Charter.

Article 14. Rights and Duties of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

- a. Approve the Company's development orientation;
- b. Decide the type of shares and the total number of shares of each type offered for sale; decide the annual dividend rate for each type of share;
- c. Elect, relieve from duty, dismiss members of the Board of Directors, members of the Board of Supervisors;
- d. Decide to invest or sell assets with a value from 35% or more of the total asset value recorded in the Company's latest financial statements;
- e. Decide to amend and supplement the Company's Charter;
- f. Approve the annual financial statements;
- g. Decide to repurchase over 10% of the total sold shares of each type;
- h. Consider and handle violations of members of the Board of Directors, members of the Board of Supervisors causing damage to the company and the company's shareholders;
- i. Decide on the reorganization and dissolution of the Company;
- j. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors, Board of Supervisors;
- k. Approve the Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors;
- l. Approve the list of approved auditing companies; decide on the approved auditing company to conduct an audit of the Company's operations, and dismiss the approved auditor when deemed necessary;

m. Execute other rights and obligations as prescribed by law.

2. The Annual General Meeting of Shareholders shall discuss and approve the following matters:

- a. The Company's annual business plan;
- b. Audited annual financial statements;
- c. The Board of Directors' report on governance and the performance result of the Board of Directors and each member of the Board of Directors;
- d. The Board of Supervisors' report on the Company's business results and the performance result of the Board of Directors and the General Director;
- e. Self-assessment report on the performance result of the Board of Supervisors and its members;
- f. Dividend rate for each share of each type.

3. In addition to the contents prescribed in Clause 2 of this Article, the Annual and Extraordinary General Meeting of Shareholders shall discuss and approve the following matters:

- a. Approve the Company's development orientation;
- b. Decide on the type of shares and the total number of each type of shares that are entitled to be offered for sale;
- c. Elect, relieve from duty, dismiss members of the Board of Directors and the Board of Supervisors;
- d. Decide to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e. Decide to amend and supplement the Company's Charter;
- f. Decide to repurchase more than 10% of the total sold shares of each type;
- g. Review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- h. Decide on the reorganization or dissolution of the Company;
- i. Decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- j. Approve the Regulations on Corporate Governance, the operating regulations of the Board of Directors, and the operating regulations of the Board of Supervisors;
- k. Approve the list of independent audit organizations that will audit the Company's Financial statements; decide on an independent audit organization to inspect the Company's operations, and dismiss an independent auditor when deemed necessary;

1. The execution of contracts and transactions as prescribed in Clause 5, Article 43 of this Charter;

m. Other matters as prescribed by law and this Charter.

4. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the GMS meeting.

Article 15. Authorized representative

1. Authorized representative of an organizational shareholder:

a. An organizational shareholder must authorize an individual representative according to the following regulations:

- A shareholder owning less than 10% of the total shares may only authorize 01 representative;
- A shareholder owning from 10% to less than 20% of the total shares may authorize a maximum of 02 representatives;
- A shareholder owning from 20% to less than 30% of the total shares may authorize a maximum of 03 representatives;
- A shareholder owning from 30% to less than 40% of the total shares may authorize a maximum of 04 representatives;
- Shareholders possessing from 40% to under 50% of the total shares may authorize a maximum of 05 representatives.
- Shareholders possessing from 50% to under 60% of the total shares may authorize up to 06 representatives.
- Shareholders owning 60% or more of the total shares may authorize up to 07 representatives.

b. In case an organizational shareholder appoints multiple authorized representatives, the specific number of shares for each representative must be clearly defined. If the shareholder does not specify the corresponding number of shares for each authorized representative, the shares will be divided equally among the authorized representatives.

c. The appointment of an authorized representative must be in writing, notified to the Company, and only effective for the Company from the date the Company receives the notification. The written authorization must include the following key information:

- Name, enterprise code, and head office address of the shareholder;
- The number of authorized representatives and the corresponding number of shares for each authorized representative;
- Full name, permanent address, nationality, and legal document number of each individual authorized representative;

- Corresponding authorization period for each authorized representative, clearly stating the authorization start date;

- Full name and signature of the legal representative of the shareholder and the authorized representative.

d. An authorized representative must meet the following standards and conditions:

- Not falling under the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

- State-owned enterprise shareholders, as stipulated in Point b, Clause 1, Article 88 of the Law on Enterprises, are not permitted to appoint individuals who have family relationships with the enterprise's managers or with those who have the authority to appoint such managers, as their authorized representatives at the Company.

2. Authorization to attend the General Meeting of Shareholders:

a. Shareholders, or authorized representatives of shareholders who are organizations, may directly attend the meeting or authorize one or more other individuals or organizations to attend, either in person or through one of the methods stipulated in Clause 3, Article 144 of the Law on Enterprises.

b. The authorization for individuals or organizations to represent shareholders at the GMS, as prescribed in Point a, Clause 2 of this Article, must be in writing. The authorization document must be prepared according to civil law regulations and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the authorization period, and the signatures of both the authorizing party and the authorized party.

The authorized attendee of the GMS must present the authorization document upon registration for the meeting. In case of re-authorization, the attendee must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the company).

c. The voting ballot of the authorized representative attending the meeting within the scope of authorization remains valid in the following cases:

- The principal has died, been declared legally incompetent, or lost their ability to act in civil matters;

- The principal has revoked the authorization;

- The principal has annulled the authority of the delegate.

This provision does not apply if the Company receives notification of one of the above events before the opening time of the General Meeting of Shareholders or before the reconvening of the meeting.



Article 16. Convening, agenda, and notification of the General Meeting of Shareholders

1. The Board of Directors convenes annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 4, Article 13 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders; the list of shareholders entitled to attend the General Meeting of Shareholders is prepared no later than 10 days before the date of sending the notice of the General Meeting of Shareholders; the company must publish information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b. Prepare the program and content of the General Meeting of Shareholders;

c. Prepare documents for the General Meeting of Shareholders;

d. Draft resolutions of the General Meeting of Shareholders according to the intended content of the meeting;

e. Determine the time and venue of the meeting;

f. Notify and send a notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders is sent to all shareholders by means to ensure it reaches the shareholders' contact addresses, and is also published on the company's website and the State Securities Commission, Stock Exchange. The convener of the General Meeting of Shareholders must send a notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening day of the meeting (from the date the notice is sent or delivered validly). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting are posted on the company's website. The notice of the meeting must clearly state the link to all meeting documents for shareholders to access, including:

a. Meeting agenda, documents used in the meeting;

b. List and details of candidates in the case of electing members of the Board of Directors, members of the Board of Supervisors;

c. Voting Ballots;

d. Draft resolutions for each issue on the meeting agenda.

4. A shareholder or a group of shareholders as prescribed in Clause 2, Article 11 of this Charter has the right to propose issues for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the company no later than 05 working days before the opening day of the General Meeting of Shareholders. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 4 of this Article in one of the following cases:

- a. The proposal is sent against the regulations of Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of common shares as prescribed in Clause 2, Article 11 of this Charter;
- c. The issue exceeds the jurisdiction of the GMS;
- d. Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the draft agenda and content of the meeting, except for the cases specified in Clause 5 of this Article. The proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 17. Conditions for opening the GMS

1. The General Meeting of Shareholders shall be held when the attending shareholders represent more than 50% of the Company's total voting shares.

2. If, within 30 minutes from the scheduled opening time, the meeting does not meet the conditions for proceeding as prescribed in Clause 1 of this Article, a second meeting notice shall be sent within 30 days from the date of the first scheduled meeting. The second convened GMS shall be held when the attending shareholders represent at least 33% of the Company's total voting shares.

3. If, within 30 minutes from the scheduled opening time, the second convened meeting does not meet the conditions for proceeding as prescribed in Clause 2 of this Article, a third meeting notice must be sent to convene a third meeting within 20 days from the date of the second scheduled meeting. In this case, the GMS shall be held regardless of the total voting shares of the attending shareholders.

Article 18. Procedures for carrying out and voting at the GMS

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue this registration until all shareholders entitled to attend the meeting have registered.

2. When registering to attend the meeting, shareholders or their representatives shall be issued a voting card and a ballot, stating the shareholder's code, the shareholder's name/the authorized representative's name, and the number of voting shares of that shareholder. When

voting at the meeting, shareholders shall raise their voting cards and mark the corresponding box on the ballot. After collecting and checking the ballots, the total number of votes in favor, against, abstaining, or invalid for each issue shall be announced by the Chairman before the end of the meeting.

3. Shareholders or authorized representatives arriving after the meeting has opened shall still be registered and have the right to participate in the voting immediately after registration. In this case, the validity of the previously voted matters shall not be changed.

4. The election of the chairperson, secretary, and ballot counting board shall be regulated as follows:

a. The Chairman of the Board shall preside over or authorize another member of the Board of Directors to preside over the GMS convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members shall elect one of them to chair the meeting by majority vote. If a chairperson cannot be elected, the Head of the Board of Supervisors shall preside so that the GMS elects a chairperson from among the attendees and the person with the highest number of votes shall be the chairperson of the meeting.

b. Except as provided in point a, Clause 4 of this Article, the person who signed the notice convening the GMS shall preside so that the GMS elects a chairperson, and the person with the highest number of votes shall be the chairperson of the meeting.

c. The chair shall appoint one or some people as secretaries of the meeting.

d. The GMS shall elect one or several people to the ballot counting board as proposed by the chairperson of the meeting.

5. The agenda and content of the meeting must be approved by the GMS in the opening session. The agenda must clearly and specifically define the time allocated for each matter within the meeting agenda.

6. The convener or chairperson of the GMS has the right to implement necessary and reasonable measures to organize and conduct the GMS in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees, including:

a. Request all participants to undergo inspection or other lawful and reasonable security measures;

b. Request the competent authority to maintain order; expel those who do not comply with the chairperson's authority, intentionally disrupt order, obstruct the normal progress of the General Meeting of Shareholders, or do not comply with security inspection requirements from the GMS;

c. Arrange seating at the GMS venue;

d. Ensure the safety of everyone present at the meeting venues;

e. Facilitate shareholders to attend (or continue to attend) the meeting.

7. The chairperson has the right to postpone the General Meeting of Shareholders, which has the maximum number of registered attendees, for no more than 03 working days from the intended opening date, and may only postpone the meeting or change the meeting venue in the following cases:

- a. The current location does not have adequate convenient seats for all participants;
- b. Communications equipment is not sufficient for discussion and voting by participating shareholders;
- c. The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

8. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the GMS shall elect another person among the attendees to replace the Chairperson to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

9. Online General Meeting of Shareholders shall be conducted in accordance with the Company's internal regulations on corporate governance and may be established as a separate regulation on organizing the online GMS approved by the GMS.

Article 19. Methods for ratifying resolutions of the GMS

1. The General Meeting of Shareholders shall pass resolutions within its competence by voting at the meeting or by written opinion.

2. Resolutions of the GMS on the following matters must be passed by voting at the GMS:

- a. Approve the audited annual financial statements;
- b. Development orientations of the Company;
- c. Elect, relieve from duty, remove members of the Board of Directors and the Supervisory Board;
- d. Reorganize, dissolve the Company.

Article 20. Conditions for ratifying resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders on the following matters shall be passed if at least 65% of the total votes of all shareholders or shareholder representatives attending and voting at the meeting approve:

- a. Type of shares and the total number of shares of each type to be offered for sale;
- b. Change of industries, trades, and business lines;
- c. Change of management organizational structure;

d. Project implementation or sale of assets with a value of 35% or more of the total asset value recorded in the Company's latest financial statements;

e. Reorganize, dissolve the Company.

2. The voting to elect members of the Board of Directors and the Board of Supervisors shall be conducted in accordance with Clause 3, Article 148 of the Enterprise Law and the Company's internal regulations on Corporate Governance.

3. Except for the cases specified in Clauses 1 and 2 of this Article, resolutions of the General Meeting of Shareholders on other matters shall be passed when approved by more than 50% of the total votes of all shareholders or shareholder representatives attending and voting at the meeting.

4. Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolutions violate the provisions of the Enterprise Law and this Charter.

Article 21. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders

1. The Board of Directors has the authority to collect written opinions of Shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for the case specified in Clause 2, Article 19 of this Charter.

2. The Board of Directors shall prepare ballot papers, draft resolutions of the General Meeting of Shareholders and explanatory documents for the draft resolutions, and send them to all Shareholders with voting rights at least 10 days before the deadline for returning the ballot papers. The preparation of the list of Shareholders to send ballot papers shall comply with Point a, Clause 2, Article 16 of this Charter. The requirements and procedures for sending ballot papers and accompanying documents shall comply with Clause 3, Article 16 of this Charter, except for the time requirement.

3. The ballot paper must include the following main contents:

a. Name, address of the head office, and enterprise code of the Company;

b. Purpose of the consultation;

c. Full name, permanent address, nationality, and personal legal document number for individual Shareholders; name, enterprise code, or legal document number of the organization for institutional Shareholders; or full name, contact address, nationality, personal legal document number for the authorized representative of the institutional Shareholder; number of shares of each type and the number of voting shares of the Shareholder;

d. Issues to be consulted for approval;

e. Voting options, including agree, disagree, and no opinion on each issue;

f. Deadline for returning the completed ballot paper to the Company;

g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send completed ballot papers to the Company by mail, fax, or email as follows:

a. In the case of mail, the completed ballot paper must be signed by the individual Shareholder, the authorized representative, or the legal representative of the institutional Shareholder. The ballot paper sent to the Company must be enclosed in a sealed envelope, and no one has the right to open it before the ballot counting;

b. In the case of fax or email, the ballot paper sent to the Company must be kept confidential until the ballot counting.

c. Ballot papers sent to the Company after the deadline specified in the ballot paper or opened in the case of mail, or disclosed before the ballot counting in the case of fax or email are invalid. Ballot papers not returned are considered as abstentions.

5. The Board of Directors shall count the ballots and prepare a ballot counting record in the presence of the Board of Supervisors or a Shareholder who does not hold a management position in the Company. The ballot counting record must include the following main contents:

a. Name, address of the head office, and enterprise code of the Company;

b. Purpose and issues for passing the resolution;

c. Number of Shareholders with the total number of voting shares that participated in the voting, distinguishing the number of valid votes, the number of invalid votes, and the method of sending ballot papers, along with an appendix listing the participating Shareholders;

d. The total number of votes in favor, against, and abstentions for each matter;

e. Matters approved and the corresponding approval rate;

f. Full name and signature of the Chairman of the Board, vote counters, and vote counter supervisors.

Members of the Board of Directors, vote counters, and vote counter supervisors shall be jointly liable for the honesty and accuracy of the vote counting minutes; and shall be jointly liable for damages arising from decisions approved due to dishonest and inaccurate vote counting.

6. The minutes of the vote counting results and the Resolution must be published on the Company's website within 24 hours from the end of the vote counting and the disclosure of information in accordance with the law on the securities market.

7. The answered ballots, vote counting minutes, full text of the approved Resolution, and related documents attached to the ballots must be kept at the Company.

8. Resolutions on the following matters are passed in the form of a written shareholder resolution when approved by shareholders representing at least 65% of the total voting shares:

- a. Type and quantity of each type of share offered for sale;
- b. Changes in industries, occupations, and business lines;
- c. Changes in management structure;
- d. Project of investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's latest financial statements.

9. Except for the contents specified in Clause 8 of this Article, resolutions on other matters passed in the form of a written shareholder resolution must be approved by shareholders holding more than 50% of the total voting shares of all shareholders with voting rights.

10. Resolutions passed in the form of a written shareholder resolution under this Article have the same validity as resolutions passed at the General Meeting of Shareholders.

Article 22. Resolution, Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be written in Vietnamese and may also be written in a foreign language (if the company deems it necessary) and must contain the following main contents:

- a. Company's name, head office address, and enterprise registration code;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and contents;
- d. Full name of the chairperson and secretary;
- e. Summarizing the proceedings of the meeting and the opinions expressed at the General Meeting of Shareholders on each issue on the agenda;
- f. Number of shareholders and total voting shares of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with corresponding number of shares and votes;
- g. Total number of votes for each voting matter, specifying the voting method, total number of valid, invalid, approving, disapproving, and abstaining votes; corresponding percentage of the total votes of the shareholders attending the meeting;
- h. Matters approved and the corresponding approval rate;
- i. Full name and signature of the chairperson and secretary; If the chairperson or secretary refuses to sign the minutes of the meeting, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all the

contents prescribed in this clause; The minutes of the meeting shall clearly state the refusal of the chairperson or secretary to sign the minutes of the meeting.

2. Minutes of the GMS must be completed and approved before the meeting concludes. The chairperson, secretary, or any other signatory of the minute bears joint responsibility for the veracity and accuracy of the content therein.

3. Minutes documented in both Vietnamese and a foreign language hold equal legal validity. Should discrepancies arise between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.

4. The Resolution/Decision, Minutes of the GMS, all appended documents (if any), and relevant materials accompanying the meeting invitation must be published on the Company's website within 24 hours of the meeting's conclusion and disclosed in accordance with securities market regulations.

5. The Resolution/Decision, Minutes of the GMS, the appendix listing attending shareholders with their signatures, proxies, all attached documents (if any), and related materials included with the meeting invitation must be retained by the Company.

Article 23. Requesting cancellation of a resolution of the GMS

Within 90 days of receiving the resolution, the minutes of the GMS, or the minutes of the GMS vote count, shareholders or shareholder groups as defined in Clause 2, Article 11 of this Charter may request a Court or Arbitrator to review and invalidate the resolution or part thereof in the following circumstances:

1. The convening and decision-making order, procedures of the GMS seriously violate the provisions of the Enterprise Law and this Charter, except as stipulated in Clause 4, Article 20 of this Charter.

2. The content of the resolution violates the law or this Charter.

CHAPTER VII: BOARD OF DIRECTORS

Article 24. Nomination and candidacy of members of the Board of Directors

1. If candidates have been predetermined, information regarding the Board of Directors candidates shall be included in the GMS meeting materials and published at least 10 days prior to the commencement of the GMS on the Company's website for shareholders' review. Board of Directors candidates must provide a written commitment to the honesty, accuracy, and reasonableness of their disclosed personal information, including family relationships as defined in Clause 22, Article 4 of the Law on Enterprises, and pledge to execute their duties with integrity, prudence, and in the best interests of the Company if elected. Published information related to Board of Directors candidates shall include the following:

- a. Full name, date of birth;
- b. Professional qualifications;

- c. Work history;
- d. Other management positions (including positions on the Board of Directors/ Members' Council of other companies);
- e. Interests related to the Company and related parties of the Company (if any);
- f. Information about companies in which the candidate is holding the position of a member of the Board of Directors/ Members' Council, other management positions and interests related to the Company of the candidate for the Board of Directors (if any).

2. Shareholders have the right to pool their voting rights to nominate Board of Directors candidates. A shareholder or shareholder group holding from 10% to less than 15% of the total voting shares may nominate 01 candidate; from 15% to less than 20%, a maximum of 02 candidates; from 20% to less than 25%, a maximum of 03 candidates; from 25% to less than 30%, a maximum of 04 candidates; from 30% to less than 40%, a maximum of 05 candidates; from 40% to less than 50%, a maximum of 06 candidates; and from 50% or more, a maximum of 07 candidates.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as per Clause 1, Article 25 of this Charter, the incumbent Board of Directors shall introduce additional candidates. The incumbent Board of Directors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors.

- 4. Members of the Board of Directors must meet the following standards and conditions:
 - a. Not be subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
 - b. Possess professional qualifications and experience in business administration or in the field, industry, or business line of the Company, and not necessarily be a shareholder of the company;
 - c. Only be concurrently a member of the Board of Directors or Members' Council at a maximum of 05 other companies;
 - d. Not be a family member of:
 - The General Director and other managers of the Company;
 - The manager, the person authorized to appoint the manager of Sonadezi Corporation.

Article 25. Composition and Term of office of the Board of Directors

- 1. The Number of members of the Board of Directors is 07.
- 2. The term of a Board of Directors member shall not exceed 05 years and may be re-elected for an unlimited number of terms. If all Board members' terms conclude simultaneously, they shall continue as Board members until successors are elected and assume their roles. An individual can be elected as an independent Board member of Company for no more than 02 consecutive terms.

3. The structure of the company's Board of Directors must ensure that at least two (02) members of the total number of Board of Directors members are non-executive members.

4. Independent members of the Board of Directors must meet the standards and conditions as per Clause 4, Article 24 of this Charter and the following standards and conditions:

a. Not be a person currently working for the Company, the parent company, or a subsidiary of the Company; not be a person who has worked for the Company, the parent company, or a subsidiary of the Company for at least the previous 03 consecutive years;

b. Not be a person receiving salary or remuneration from the company, excluding allowances that members of the Board of Directors are entitled to as regulated;

c. Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister is a major shareholder of the Company; or is a manager of the Company or a subsidiary of the Company;

d. Not be a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

e. Not be a person who has served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the previous 05 consecutive years, unless appointed for 02 consecutive terms.

Independent members of the Board of Directors must notify the Board of Directors of no longer meeting the standards and conditions stipulated in Clause 4 of this Article and shall automatically cease to be independent members of the Board of Directors from the date they no longer meet such standards and conditions. The Board of Directors must announce the case of an independent member of the Board of Directors no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace independent members of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.

5. Relief from duty, dismissal, replacement and addition of members of the Board of Directors:

a. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in case that member does not qualified according to Clause 4, Article 24, Clause 4, Article 25 of this Charter or submits a resignation letter and it is accepted;

b. The General Meeting of Shareholders shall dismiss a member of the Board of Directors if that member does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

c. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors, relieve from duty, dismiss members of the Board of Directors other than in the cases specified in Point a and Point b, Clause 5 of this Article;

d. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors when the number of members of the Board of Directors is reduced by more than 1/3 (one-third) compared to the number of members specified in this Charter and/or the number of independent members of the Board of Directors/non-executive members of the Board of Directors is reduced and does not ensure the ratio as prescribed in Clause 3, Article 25 of the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than 1/3 (one-third) and/or the number of non-executive members of the Board of Directors/independent members of the Board of Directors does not ensure the ratio as prescribed in Clause 3, Article 25 of the Company's Charter;

e. Except for the case specified in Point d of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who been relieved of duty or dismissed at the most recent meeting.

Article 26. Rights and obligations of the Board of Directors

1. The Board of Directors is the governing body of the company, possessing full authority on behalf of the company to make decisions and execute the company's rights and obligations, except for the rights and obligations of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a. To decide on the company's strategy, medium-term development plan, and annual business plan.
- b. To propose share types and the total number of shares offering for sale of each type.
- c. To decide available share offering for sale within the scope of shares permitted offering for each type; and decide to call additional capital in other forms.
- d. To decide on the selling price of the company's shares and bonds.
- e. To decide on share buybacks as regulated by Clause 1 and Clause 2, Article 133 of the Law on Enterprises.
- f. To decide on investment plans and projects within their competence and limits according to legal regulations.
- g. To decide on solutions for market development, marketing, and technology.
- h. To approve contracts for purchase, sale, borrowing, lending, other contracts and transactions with a value equal to or greater than 50% of the company's charter capital, excluding contracts and transactions under the decision-making authority of the General

Meeting of Shareholders as stipulated in point d, Clause 1, Article 14 and Clause 5, Article 43 of this Charter.

i. To elect, relieve from duty, dismiss Chairman of the Board of Directors; to appoint, dismiss, sign contracts, terminate contracts, and decide on salaries, bonuses, and other benefits of the General Director, Head of Internal Audit, and other executives; to appoint representatives of the company's capital in other enterprises, and decide on the bonuses and other benefits of these individuals.

j. Supervise and direct the General Director and other executives in the daily business operations of the company.

k. Decide the organizational structure of the Company except for the management organizational structure specified in Article 10 of this Charter; decide the company's internal management regulations except for the regulations under the authority of the General Meeting of Shareholders; decide to establish subsidiaries, branches, representative offices; decide on capital contribution and purchase of shares of other enterprises.

l. Approve the program and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass resolutions.

m. Submit the audited annual financial statements to the General Meeting of Shareholders.

n. Propose the dividend payment rate; decide the time limit and procedures for paying dividends or handling losses incurred during business operations.

o. Propose the reorganization or dissolution of the company; request the bankruptcy of the company.

p. Decide to issue the Board of Directors' working regulations and internal regulations on corporate governance after being approved by the General Meeting of Shareholders.

q. Organize training and capacity-building programs on corporate governance and essential skills for members of the Board of Directors, the General Director, the Person in charge of Corporate Governance, and other managers of the Company.

r. Paying dividends to shareholders in accordance with applicable laws after such payment has been approved by the Annual General Meeting of Shareholders.

s. Other rights and obligations as prescribed by law and this Charter

3. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors' activities according to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government.

Article 27. Remunerations, bonuses and other benefits of members of the Board of Directors.

1. The company has the right to pay salaries, remunerations, and bonuses to members of the Board of Directors according to business results and efficiency.

2. Non-executive members of the Board of Directors are entitled to remuneration from the non-executive management remuneration fund decided by the General Meeting of Shareholders.

3. The full-time Chairman of the Board is salaried. The salary of the full-time Chairman of the Board is proposed by the Board of Directors and decided by the General Meeting of Shareholders.

4. Members of the Board of Directors shall be entitled to bonuses in accordance with the Company's regulations. The bonus amounts for the Chairman and each member of the Board of Directors, as provisionally paid during the year, shall be approved by the Board of Directors and subsequently submitted to the nearest Annual General Meeting of Shareholders for approval.

5. The salary of the Chairman of the Board and the remuneration of each Member of the Board of Directors are included in the company's business expenses according to the provisions of the law on corporate income tax, are shown as a separate item in the company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

6. Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or performing other work outside the scope of normal duties of a Member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment, salary, commission, percentage of profit or other forms as decided by the Board of Directors.

7. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses incurred while performing their responsibilities as a Member of the Board of Directors, including expenses incurred for travel expenses attending meetings of the General Meeting of Shareholders or the Board of Directors or subcommittees of the Board of Directors.

Article 28. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors among the Members of the Board of Directors.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company.

3. The Chairman of the Board of Directors has the following rights and obligations:

a. Formulate the Board of Directors' programs and action plans.

- b. Prepare the agenda, content, and materials for meetings; convene, chair, preside over, meetings of the Board of Directors.
- c. Organize the approval of the Board of Directors' resolutions and decisions.
- d. Oversee the process of organizing to implement the Board of Directors' resolutions and decisions.
- e. Preside over the General Meeting of Shareholders.
- f. Execute other rights and obligations as prescribed by the Law on Enterprises and the Charter.

4. In the event the Chairman of the Board resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or dismissal letter.

5. In the event of the Chairman of the Board being absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board. In the absence of an authorized person, or if the Chairman of the Board dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative handling measures at a compulsory rehabilitation center or compulsory education establishment, has absconded from their place of residence, is restricted or deprived of civil act capacity, experiences cognitive difficulties or struggles to control their behavior, is prohibited by the Court from holding a position, practicing a profession, or carrying out specific tasks, then the remaining members will elect one person among themselves to assume the role of Chairman of the Board until a new decision of the Board of Directors is made based on the majority principle of remaining members' approval.

Article 29. Meetings of the Board of Directors

1. The first meeting of the Board of Directors' term to elect the Chairman of the Board of Directors must be held within 07 working days from the end of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. If more than 01 member receives the same highest number of votes, the members will vote, following the majority principle, to select 01 person among them to convene the Board of Directors' meeting.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a. At the request of the Board of Supervisors.
- b. At the request of the General Director or at least 05 other managers.
- c. At the request of at least 02 members of the Board of Directors.

4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In the event of failure to convene the Board of Directors meeting upon request, the Chairman of the Board shall be liable for any damages incurred by the Company; the requester has the right to replace the Chairman of the Board in convening the meeting of the Board of Directors.

6. The Chairman of the Board or the meeting convener shall send a meeting invitation no later than 03 working days before the meeting. This invitation must specify the time and location of the meeting, the agenda, and the matters to be discussed and decided. The invitation must include relevant documents for the meeting and members' voting ballots. The Board meeting invitation can be sent by formal letter, phone message, email, fax, or other electronic means ensuring delivery to each Board member's registered contact address at the Company.

7. The Chairman of the Board of Directors or the convener sends meeting invitations and accompanying documents to the members of the Board of Supervisors as they do to the members of the Board of Directors. Members of the Board of Supervisors have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.

8. A Board of Directors meeting is conducted when at least 3/4 (three-fourths) of the total number of members are present. In the event that a meeting convened under the provisions of this clause does not have the required number of members present, a second meeting shall be convened within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors are present.

9. A Member of the Board of Directors is considered to have attended and voted at a meeting in the following cases:

- a. Attending and voting/electing in person at the meeting;
- b. Authorizing another person to attend the meeting and vote as stipulated in Clause 11 of this Charter;
- c. Attend and vote/elect via online conference, electronic voting, or other electronic formats.
- d. Submit voting/election ballots to the meeting via mail, fax, or email.

10. In the case of submitting ballots to the meeting by mail, the ballots must be contained in sealed envelopes and must be delivered to the Chairman of the Board no later than 01 hour before the opening. Ballots shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. Members may authorize another person to attend meetings and vote if approved by a majority of the Board of Directors.

12. The Board of Directors adopts resolutions and decisions by voting at meetings or by obtaining written opinions. Each Member of the Board of Directors has one vote. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of members; in the event of a tie, the final decision rests with the Chairman of the Board.

Article 30. Person in charge of corporate governance

1. The Board of Directors must appoint at least 01 Person in charge of corporate governance to support corporate governance at the company. The Person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law.

2. The Person in charge of corporate governance is not permitted to simultaneously work for the auditing organization that is auditing the company's financial statements.

3. The Person in charge of corporate governance has the following rights and obligations:

a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the company and shareholders;

b. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c. Advising on the procedures of the meetings;

d. Attending the meetings;

e. Advising on the procedures for establishing resolutions of the Board of Directors in accordance with legal regulations;

f. Providing financial information, copies of minutes of Board of Directors meetings, and other information to Members of the Board of Directors and Members of the Supervisory Board;

g. Monitoring and reporting to the Board of Directors on the company's information disclosure activities;

h. Acting as the point of contact with relevant stakeholders;

i. Maintaining confidentiality of information in accordance with legal regulations and this Charter.

CHAPTER VIII: GENERAL DIRECTOR, OTHER EXECUTIVE OFFICERS

Article 31. Organize management structure

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's daily business activities. The Company has a General Director and other Executives. The appointment, dismissal, and removal of Executive positions must be approved by Resolutions/Decisions of the Board of Directors.

Article 32. Company Executives

1. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the quantity and standards suitable to the Company's management structure and regulations as stipulated by the Board of Directors. Company executives must be diligently responsible for supporting the Company in achieving its operational and organizational objectives.

2. The General Director receives salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors.

3. Executive salaries are included in the company's business expenses as prescribed by the law on corporate income tax, are presented as a separate item in the company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 33. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors appoints 01 member of the Board of Directors or 01 other person as General Director.

2. The General Director is the person who manages the daily business of the company; is subject to the supervision of the Board of Directors; is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of the General Director is 05 years and may be reappointed for an unlimited number of terms.

4. The General Director must meet the following standards and conditions:

- a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Must not be a family member of:
 - The manager, member of the Board of Supervisors of the Company;
 - The manager, member of the Board of Supervisors of Sonadezi Corporation;
 - The representative of the State-owned capital at Sonadezi Corporation;
 - The representative of Sonadezi Corporation's capital at the Company.
 - The representative of enterprise capital at the Company

c. Possess professional qualifications and experience in business administration of the Company.

5. The General Director has the following rights and obligations:

a. Decide on matters related to the daily business of the company that are not within the competence of the Board of Directors;

b. Organize the implementation of the resolutions and decisions of the Board of Directors;

c. Organize the implementation of the company's business plan and investment plan;

d. Propose the organizational structure and internal management regulations of the company;

e. Appoint, dismiss, and remove Heads and Deputy Heads of departments, boards, and enterprises directly under the company, Directors and Deputy Directors of branches, except for positions under the authority of the Board of Directors;

f. Decide on salaries and other benefits for employees in the company, including officials appointed by the General Director;

g. Recruit employees;

h. Propose a plan for dividend payment or handling business losses;

i. Other rights and obligations as prescribed by law, this Charter, and resolutions and decisions of the Board of Directors.

6. The Board of Directors may dismiss the General Director when a majority of the Board of Directors with voting rights attending the meeting approves and appoints a new General Director as a replacement.

CHAPTER IX: BOARD OF SUPERVISORS

Article 34. Nomination and candidacy of members of the Board of Supervisors

1. The identification of Board of Supervisors candidates and the publication of information are carried out similarly to the provisions of Clause 1, Article 24 of this Charter.

2. Shareholders have the right to combine voting rights to nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding from 10% to less than 25% of the total voting shares may nominate 01 candidate; from 25% to less than 50% may nominate a maximum of 02 candidates; from 50% or more may nominate a maximum of 03 candidates.

3. In the event that the number of candidates for the Board of Supervisors through nomination and self-nomination is not sufficient, the incumbent Board of Supervisors may nominate additional candidates. The incumbent Board of Supervisors' introduction of

additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors.

4. Members of the Board of Supervisors must meet the following standards and conditions:

- a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Trained in one of the disciplines of economics, finance, accounting, auditing, law, business administration, or a discipline appropriate to the business activities of the enterprise;
- c. Not a family member of:
 - Member of the Board of Directors, General Director, and other managers of the Company;
 - Member of the Board of Directors, General Director, and other managers of Sonadezi Corporation;
 - Representative of the state-owned capital at Sonadezi Corporation;
 - Representative of Sonadezi Corporation's capital at the Company.
- d. Not a company manager; not necessarily a shareholder or employee of the company;
- e. Not working in the accounting or finance department of the company;
- f. Not a member or employee of the independent audit firm that audited the company's financial statements in the previous 03 consecutive years.

Article 35. Composition and Term of the Board of Supervisors

1. The number of members of the Board of Supervisors is 03 people. The term of office of a Member of the Board of Supervisors shall not exceed 05 years and may be re-elected with an unlimited number of terms.

2. A member of the Board of Supervisors is relieved from duty in the following cases:

a. No longer meets the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 4, Article 34 of this Charter;

b. Has a letter of resignation and is approved.

3. A Member of the Board of Supervisors is dismissed in the following cases:

a. Fails to complete assigned tasks and work;

b. Does not exercise his/her rights and obligations for 06 consecutive months, except in cases of force majeure;

c. Repeatedly violates or seriously violates the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and this Charter;

d. Other cases as resolved by the General Meeting of Shareholders.

Article 36. Head of the Board of Supervisors

1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal are based on the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major related to the Company's business activities.

2. Rights and obligations of the Head of the Board of Supervisors:

- a. Convene meetings of the Board of Supervisors;
- b. Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c. Prepare and sign the Board of Supervisors' report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 37. Rights and obligations of the Board of Supervisors

The Board of Supervisors has the following rights and obligations:

1. Supervise the Board of Directors, General Director, and other executives in the management and administration of the company; oversee the company's financial status; be accountable to shareholders for its supervisory activities.

2. Examine the reasonableness, legality, honesty, and prudence in the management and operation of business activities; the consistency, coherence, and appropriateness of accounting, statistics, and financial reporting.

3. Appraise the completeness, legality, and honesty of the company's annual and semi-annual business performance reports and financial statements, the Board of Directors' management performance report, and submit the appraisal report at the annual General Meeting of Shareholders; review and make recommendations on contracts and transactions with related persons subject to the approval of the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the company's internal control system, internal audit, risk management, and early warning system.

5. Review accounting books, accounting records, and other company documents, and the company's management and operational activities when deemed necessary or as resolved by the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter.

6. Conduct inspections within 07 working days from the date of receiving the request of the shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter; within 15 days from the end of the inspection, report to the Board of Directors and the requesting shareholder or group of shareholders on the matters requested for inspection; the

inspection stipulated in this clause must not impede the normal operation of the Board of Directors nor disrupt the company's business operations.

7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the company's management, supervisory, and operational organizational structure.

8. Upon discovering any violation of law or this Charter by a member of the Board of Directors, General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to rectify the consequences.

9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, Board of Directors, and other company meetings.

10. Utilize independent consultants and the company's internal audit department to perform assigned tasks.

11. May consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. Propose and recommend to the General Meeting of Shareholders for approval the list of independent audit organizations to audit the company's financial statements; decide on an independent audit organization to inspect the company's operations and dismiss the independent auditor when deemed necessary.

13. Ensure coordinated operations with the Board of Directors, General Director, and shareholders.

14. Develop and promulgate the operational regulations of the Board of Supervisors after approval by the General Meeting of Shareholders.

15. Report to the General Meeting of Shareholders as stipulated in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government.

16. Have the right to access the Company's records and documents kept at the headquarters, branches, and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.

17. Have the right to request the Board of Directors, Member of the Board of Directors, General Director and other managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

18. Execute other rights and obligations as prescribed by law and this Charter.

Article 38. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least 02 times a year, with the number of members attending the meeting being at least 2/3 (two-thirds) of the members of the Board of

Supervisors. Minutes of the Board of Supervisors' meetings are prepared in detail and clarity. The minute-taker and members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of the meetings of the Board of Supervisors must be kept to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the independent audit organization to attend and answer issues that need clarification.

Article 39. Salaries, remunerations, bonuses and other benefits of members of the Supervisory Board

1. Non-executive members of the Board of Supervisors shall receive remunerations from the remuneration fund for non-executive managers as decided by the General Meeting of Shareholders. The annual operating budget of the Board of Supervisors is decided by the General Meeting of Shareholders.

2. The full-time Head of the Board of Supervisors shall be paid a salary as decided by the General Meeting of Shareholders.

3. Members of the Board of Supervisors shall be entitled to bonuses in accordance with the Company's regulations. The bonus amounts for the Head of the Board of Supervisors and each member of the Head of the Board of Supervisors, as provisionally paid during the year, shall be approved by the Board of Directors and subsequently submitted to the nearest Annual General Meeting of Shareholders for approval.

4. Members of the Board of Supervisors are reimbursed for expenses of accommodation, travel, and the cost of using independent consulting services within the limit of the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders.

5. The salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, other relevant legal provisions, and must be itemized separately in the Company's annual financial statements.

CHAPTER X: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 40. Duty of Care

Members of the Board of Directors, Supervisors, the General Director and other executive officers are responsible for performing their duties, including those as members of sub-committees of the Board of Directors, honestly and prudently in the best interests of the Company.

Article 41. Responsibility to be honest and avoid conflicts of interest

1. Member of the Board of Directors, Member of the Board of Supervisors, General Director and other executive officers must disclose relevant interests as prescribed by the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, Members of the Board of Supervisors, the General Director, other executive officers, and their related persons may only use information obtained by virtue of their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are obligated to notify the Board of Directors and the Board of Supervisors in writing of any transactions between themselves and their affiliated persons with the Company and its subsidiaries, in accordance with the law. The company must disclose information as prescribed by securities laws, regarding resolutions of the General Meeting of Shareholders or the Board of Directors approving these transactions.

4. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their affiliated persons may not utilize or disclose to others inside information to conduct relevant transactions.

Article 42. Disclosure of Related Interests

The disclosure of interests and affiliated persons of the Company is implemented according to the following regulations:

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers of the Company must declare to the Company their related interests, including:

a. Name, enterprise code, head office address, industry, and business lines of enterprises in which they own capital contributions or shares; the percentage and time of ownership of such capital contributions or shares;

b. Name, enterprise code, head office address, industry, and business lines of enterprises in which their affiliated persons jointly or individually own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration stipulated in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the respective amendment or supplement.

3. Any Member of the Board of Directors or the General Director who, in their personal capacity or on behalf of another person, undertakes any work within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and the Board of Supervisors and may only proceed with such work upon approval by the majority of the remaining members of the Board of Directors. If undertaken without

declaration or without the approval of the Board of Directors, all income derived from such activity belongs to the Company.

Article 43. Contracts and Transactions with Affiliated Persons

1. The Company shall not provide loans or guarantees to all Shareholders and their affiliated persons.

2. The Company shall not provide loans or guarantees to all managers of the Company and their affiliated persons, except as provided for in Clause 3 of this Article.

3. The Company may provide loans or guarantees to the Company's subsidiaries after approval by the General Meeting of Shareholders or the Board of Directors as stipulated in Clauses 5 and 6 of this Article.

4. The General Meeting of Shareholders or the Board of Directors approves Contracts and transactions between the Company and the following:

a. Shareholders, authorized representatives of Shareholders owning more than 10% of the Company's total common shares, and their affiliated persons;

b. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their affiliated persons;

c. Enterprises that Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers of the Company are required to declare as stipulated in Clause 1, Article 42 of this Charter.

5. The following Contracts and transactions must be approved by the General Meeting of Shareholders:

a. Contracts and transactions as stipulated in Clauses 3 and 4 of this Article with a value of 35% or more, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;

b. Contracts and transactions with a value greater than 10% of the total asset value recorded on the most recent financial statement between the Company and Shareholders owning from 51% of the total voting shares or related persons of such Shareholders.

In the event of approving a contract or transaction as prescribed in this clause, the Company representative signing the contract or transaction must notify the Board of Directors and members of the Board of Supervisors about related persons involved in the contract or transaction and enclose the draft contract or a notice of the main contents of the transaction. The Board of Directors shall submit the draft contract or transaction or explain the main contents of the contract or transaction at the General Meeting of Shareholders or obtain Shareholders' opinions in writing. In these cases, the shareholders who have no voting rights regarding contracts or transactions in which such Shareholders have related interests.

6. The following contracts and transactions must be approved by the Board of Directors:

a. Contracts and transactions specified in point a, clause 6 of this Article, with a value less than 35% of the total asset value recorded on the most recent financial statement.

b. Contracts and transactions specified in point b, clause 6 of this Article, with a value less than or equal to 10% of the total asset value recorded on the most recent financial statement.

In the event of approving contracts or transactions as prescribed in this clause, the Company representative signing contracts or transactions must notify the Members of the Board of Directors and the Board of Supervisors about related persons involved in the contracts or transactions and enclose a draft contract or the main content of the transactions. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification. Members of the Board of Directors shall have no right to vote on contracts and transactions in which they, or related persons thereof, have related benefits.

Article 44. Responsibilities for Damages and Compensation

1. Members of the Board of Directors, Members of the Board of Supervisors, the General Director and other executives who violate their duties and Responsibilities of honesty and due care, fail to fulfill their obligations, shall be held accountable for damages caused by their violations.

2. The Company shall indemnify those who are, have been, or may become a party to claims, lawsuits, or prosecutions (including civil and administrative cases and excluding cases where the Company is the plaintiff) if that person is or has been a Member of the Board of Directors, a Member of the Board of Supervisors, the General Director, another executive, an employee, or an authorized representative of the Company, or that person has performed, is performing duties as authorized by the Company, acts honestly and with due care in the best interest of the Company based on compliance with the law, and there is no evidence confirming that such person violated their Responsibilities.

3. Cost of compensation includes judgment costs, fines, actual incurred payments (including legal fees) in resolving these cases within the permissible legal framework. The company may purchase insurance for these individuals to avoid the aforementioned compensation responsibilities.

CHAPTER XI: RIGHT TO INVESTIGATE BOOKS AND RECORDS

Article 45. Right to Investigate Books and Records

1. Common shareholders have the right to investigate books and records in accordance with the provisions of points e and f, clause 1, Article 11, and point b, clause 2, Article 11 of this Charter.

2. In cases where authorized representatives of Shareholders and Shareholder groups request to investigate books and records, a power of attorney from the Shareholders and

Shareholder groups they represent or a notarized copy of this power of attorney must be enclosed.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to access the Company's shareholder register, shareholder list, and other Company books and records for purposes related to their positions, provided that this information is kept confidential.

4. The Company must maintain this Charter and its amendments, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the GMS and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at its headquarters or another location, provided that shareholders and the business registration authority are notified of the location where these documents are stored.

5. This Charter must be published on the Company's website.

CHAPTER XII: EMPLOYEES AND TRADE UNION

Article 46. Employees and Trade Union

1. The General Director shall submit to the Board of Directors for approval policies regarding matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and executives of the Company.

2. The General Director submits to the Board of Directors for approval policies on the Company's relations with trade union organizations in accordance with the Law on Trade Unions, the Trade Union Charter, and current legal regulations.

CHAPTER XIII: PROFIT DISTRIBUTION

Article 47. Profit distribution

1. After offsetting losses carried forward from previous years (if any), the Company shall appropriate funds from after-tax profits, including: the Development Investment Fund; the Reward and Welfare Fund; the Agency and Related Parties Work Fund; and the Community Social Work Fund

2. The General Meeting of Shareholders shall decide the annual dividend payout ratio and the form of dividend payment from the Company's retained earnings.

3. The Company does not pay interest on dividend payments or payments related to a class of shares.

4. The Board of Directors may propose to the GMS the payment of all or part of the dividends in shares, and the Board of Directors shall be the body that implements this decision.

5. The Board of Directors may decide to pay interim dividends within the plan approved by the GMS if it deems that this payment is appropriate for the Company's profitability.

6. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on detailed bank account information provided by the shareholder. In the event that the Company has transferred the money according to the detailed bank information provided by the shareholder, but the shareholder does not receive the money, the Company shall not be liable for the amount the Company has transferred to this shareholder. Dividend payments for shares may be made through a securities company or Vietnam Securities Depository and Clearing Corporation.

7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution specifying a specific date to finalize the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive stock dividends by cash or shares, receive notices, or other documents.

8. Principles of loss treatment in business:

In the event of a loss in the fiscal year settlement, the Board of Directors must propose to the General Meeting of Shareholders two options for handling:

a. Transfer the loss to the following year in accordance with current regulations, and the General Meeting of Shareholders must decide on remedial measures.

b. In the event that the Company experiences prolonged losses for many years without remedy, the General Meeting of Shareholders shall consider deciding on handling measures in accordance with the Bankruptcy Law.

9. Other matters related to profit distribution are implemented according to legal provisions.

CHAPTER XIV: BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING

Article 48. Bank accounts

1. The Company opens accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam.

2. With prior approval from competent authorities, when necessary, the Company may open Bank accounts abroad in accordance with legal regulations.

Article 49. Fiscal year

The Company's Fiscal year begins on the first day of January each year and ends on the 31st day of December. The first Fiscal year starts from the date of issuance of the Business Registration Certificate and ends on the 31st day of December immediately following.

Article 50. Accounting

1. The Accounting system used by the company is the enterprise accounting system or a specific accounting system issued or approved by a competent authority.
2. The company keeps accounting books in Vietnamese and retains accounting records according to the provisions of law on accounting and relevant laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company uses the Vietnamese Dong as its accounting currency unit.

CHAPTER XV: ANNUAL REPORT, FINANCIAL STATEMENTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 51. Annual, semi-annual and quarterly financial statements

1. The company must prepare annual financial statements in accordance with the law and the report must be audited according to the provisions of Article 53 of this Charter. The Company publishes the audited annual financial statements according to the provisions of securities law and submits them to competent state agencies.
2. Annual financial statements must include complete reports, appendices, and explanations in accordance with the law on enterprise Accounting. Annual Financial statements must truthfully and objectively reflect the company's operating situation.
3. The Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements according to the law on the securities market and submit them to competent state agencies.

Article 52. Annual report

The Company must prepare and publish the Annual report in accordance with the provisions of securities law.

CHAPTER XVI: AUDITING

Article 53. Auditing

1. The General Meeting of Shareholders appoints an independent Auditing organization or approves the list of independent Auditing organizations and authorizes the Board of Directors to select one of these organizations to audit the Company's Financial statements.
2. The audit report is attached to the company's annual financial statements.
3. The independent auditor conducting the audit of the Company's Financial statements is entitled to attend General Meeting of Shareholders meetings, receive notices and other information relating to General Meeting of Shareholders meetings, and express opinions at the meeting on matters related to the audit of the Company's Financial statements.

CHAPTER XVII: COMPANY SEAL

Article 54. Company Seal

1. The Company Seal comprises a physical seal crafted at a designated seal engraving establishment or a digital signature conforming to the stipulations of electronic transaction laws.
2. The Board of Directors determines the type, quantity, format, and content of the seals for the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director utilize and manage the seal in accordance with prevailing legal regulations.

CHAPTER XVIII: COMPANY DISSOLUTION

Article 55. Company Dissolution

1. The Company may be dissolved under the following circumstances:
 - a. Dissolution pursuant to a Resolution or Decision of the General Meeting of Shareholders;
 - b. Revocation of the Enterprise Registration Certificate, unless otherwise stipulated by the Law on Tax Administration;
 - c. Other cases prescribed by law.
2. The Dissolution of the Company, as resolved by the General Meeting of Shareholders, is executed by the Board of Directors. This Dissolution Decision must be announced or approved by the competent authority (if mandated) as per regulations.
3. Procedures for Liquidation of Assets and Dissolution of the Company:

The Dissolution of the Company under the circumstances stipulated in Clause 1 of this Article shall be executed as follows:

- a. The General Meeting of Shareholders adopts a Resolution or Decision for the Company's Dissolution. In cases of Dissolution due to revocation of the Enterprise Registration Certificate or by court order, within 10 days of receiving the decision of this revocation or court order effective, the Company must convene a GMS to pass a Resolution deciding on the Dissolution.

- b. The Resolution or Decision on Company Dissolution must include the following key elements:

- Name and address of the Company's headquarters;
- Reasons for Dissolution;
- Timeframe and procedures for contract Liquidation and settlement of Company debts;
- Plan for addressing obligations arising from labor contracts;
- Full name and signature of the Chairman of the Board of Directors.

c. The Board of Directors establishes the Company's Asset Liquidation Committee.

d. Within 07 working days of adoption, the Resolution, the Dissolution Decision, and the minutes of the meeting must be submitted to the Business Registration Authority, the Tax Authority, and the Company's employees. The Resolution and Dissolution Decision must be published on the National Business Registration Portal and publicly posted at the Company's headquarters, branches, and representative offices.

If the Company has outstanding financial obligations, a debt resolution plan must be submitted along with the Resolution and Dissolution Decision to creditors and those with associated rights, obligations, and interests. The debt resolution plan must include the creditor's name and address; the debt amount, due date, payment location and method; and the procedure and timeframe for creditor complaints.

e. The Company's Legal Representative submits the Dissolution documents to the Business Registration Authority within 05 working days of the complete settlement of all Company debts.

Article 56. Liquidation

1. Following the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee composed of 03 members: 02 designated by the General Meeting of Shareholders and 01 from an independent audit firm appointed by the Board of Directors. The Liquidation Committee prepares its operational regulations. Committee members may be chosen from Company personnel or independent experts. All Liquidation-related expenses are prioritized for payment before other Company debts.

2. The Liquidation Committee is responsible for reporting to the business registration authority the establishment date and commencement date of operations. From that point forward, the Liquidation Committee represents the Company in all matters pertaining to the Company's liquidation before the Court and administrative agencies.

3. Proceeds from the liquidation shall be disbursed in the following order:

a. Liquidation expenses;

b. Salaries, severance allowances, social insurance, and other employee benefits as stipulated in the collective labor agreement and signed labor contracts;

c. Tax debts;

d. Other debts of the Company;

e. The remainder, after settling all debts from points (a) to (d) above, shall be distributed to Shareholders. Preferred shares (if any) shall be paid preferentially.

CHAPTER XIX: INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

1. In the event of any dispute or complaint arising in connection with the Company's operations, or the rights and obligations of Shareholders as prescribed by the Enterprise Law, other legal regulations, the Company Charter, or the regulations between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other executive officers.

The parties involved shall endeavor to resolve such disputes through negotiation and mediation. Except in cases of disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the Dispute Resolution and request each party to present the factual elements related to the dispute within 15 working days from the date the dispute arises. In cases of disputes involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as an arbitrator for the Dispute Resolution process.

2. If no mediation settlement is reached within 06 weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute before a court of competent jurisdiction.

3. The parties shall bear their own costs related to negotiation and mediation proceedings. Payment of court costs shall be executed in accordance with the Court's Judgment/Decision.

CHAPTER XX: CHARTER SUPPLEMENT AND AMENDMENT

Article 58. Charter Supplement and Amendment

1. Any supplement or amendment to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where legal regulations related to the Company's operations are not addressed in this Charter, or in cases where new legal regulations differ from the content of this Charter, those regulations shall apply to govern the Company's operations.

CHAPTER XXI: EFFECTIVENESS

Article 59. Effectiveness

1. This Charter, comprising 21 chapters and 59 articles, was unanimously approved by the General Meeting of Shareholders of Sonadezi Chau Duc Shareholding Company on April 16, 2026 at the office of Sonadezi Chau Duc Shareholding Company, Hoi Bai - Chau Pha - Da Bac Road, Chau Duc Industrial and Urban Park, Ngai Giao Commune, Ho Chi Minh City,



and concurrently approved the full effectiveness of this Charter, superseding the 15th amended and supplemented Company Charter dated April 11, 2025.

2. The Charter is made in 05 copies, having equal legal validity, and shall be kept at the Company's headquarters.

3. This Charter is the sole and official Charter of the Company.

4. Copies or extracts of the Company's Charter must bear the signature of the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

Ho Chi Minh City, April 16, 2026

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**



Nguyen Van Tuan



APPENDIX NO. 01/PLDL

Attached to the Charter of Sonadezi Chau Duc Shareholding Company
as amended and supplemented for the sixteenth time on 16/04/2026

No.	Name of business lines	Code
1	Quarrying of stone, sand, gravel, and clay (sand mining activities outside the province)	0810
2	Manufacture of construction materials from clay (not conducted at the head office)	2392
3	Manufacture of concrete and products from concrete, cement, and plaster (not conducted at the head office)	2395
4	Water extraction, treatment, and supply (only when all conditions required by law are met)	3600
5	Sewerage and wastewater treatment (only when all conditions required by law are met; not conducted at the head office)	3700
6	Collection of non-hazardous waste (only when all conditions required by law are met; not conducted at the head office) - Excluded: Waste collection directly from households	3811
7	Collection of hazardous waste (only when all conditions required by law are met; not conducted at the head office) - Excluded: Waste collection directly from households	3812
8	Treatment and disposal of non-hazardous waste (only when all conditions required by law are met; not conducted at the head office)	3821
9	Treatment and disposal of hazardous waste (only when all conditions required by law are met; not conducted at the head office)	3822
10	Pollution remediation and other waste management activities	3900
11	Construction of residential buildings	4101
12	Construction of non-residential buildings	4102
13	Construction of railway structures	4211
14	Construction of road structures	4212
15	Construction of electric power structures - Excluded: Construction and operation of multipurpose hydropower plants and nuclear power plants of special importance to socio-economic development are state-monopoly commercial activities	4221
16	Construction of water supply and drainage structures	4222
17	Construction of telecommunications and communications structures	4223

No.	Name of business lines	Code
18	Construction of other public utility structures - Excluded: Construction and operation of multipurpose hydropower plants and nuclear power plants of special importance to socio-economic development	4229
19	Construction of water-related structures - Excluded: Construction and operation of multipurpose hydropower plants and nuclear power plants of special importance to socio-economic development are state-monopoly commercial activities	4291
20	Construction of mining structures	4292
21	Construction of manufacturing and processing structures	4293
22	Construction of other civil engineering structures - Excluded: Construction and operation of multipurpose hydropower plants and nuclear power plants of special importance to socio-economic development	4299
23	Site preparation - Excluded: Blasting services	4312
24	Electrical installation (excluding electroplating; mechanical processing)	4321
25	Installation of water supply and drainage systems, heating systems, and air conditioning systems (excluding electroplating; mechanical processing)	4322
26	Other building system installation (excluding electroplating; mechanical processing)	4329
27	Building completion and finishing	4330
28	Other specialised construction activities	4390
29	Warehousing and storage	5210
30	Direct support service activities for rail transport	5221
31	Direct support service activities for road transport Details: Direct support service activities for road transport (only when all business conditions required by law are met)	5225
32	Hotels and similar accommodation Details: Hotel business operations (not conducted at the registered head office)	5510
33	Other short-stay accommodation	5520
34	Intermediary service activities for accommodation services	5530
35	Restaurants and mobile food service activities (excluding operation of bars, discos/nightclubs, karaoke rooms and related services) (only when the competent authority approves the location and all business conditions required by law are met) (for alcohol and tobacco trading: only when all business conditions required by law are met and in accordance with the applicable planning)	5610

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No.	Name of business lines	Code
36	Event catering services (only when all business conditions required by law are met)	5621
37	Other food service activities (only when all business conditions required by law are met)	5629
38	Beverage serving activities (excluding operation of bars, discos/nightclubs, karaoke rooms and related services) (only when the competent authority approves the location and all business conditions required by law are met) (for alcohol and tobacco trading: only when all business conditions required by law are met and in accordance with the applicable planning)	5630
39	Real estate business, land use rights of owners, users, or lessees (only when all business conditions required by law are met and in compliance with Article 10 of the Law on Real Estate Business No. 29/2023/QH15 dated 28/11/2023) - Excluded: Investment in construction of cemetery infrastructure for transfer of land use rights attached to such infrastructure	6810 (Chính)
40	Intermediary service activities for real estate activities Details: Real estate brokerage services	6821
41	Other real estate activities on a fee or contract basis Details: Real estate advertising, property management, Real Estate Exchange - Excluded: Real estate auctions; auctions of real estate-related land use rights	6829
42	Architectural activities and related technical consultancy Details: - Surveying, topographic mapping, and geotechnical drilling. - Consultancy on design, planning, and preparation of investment projects. - Consultancy on project management, supervision, appraisal, and inspection/verification of civil, industrial, transport, and technical infrastructure works. (only when all business conditions required by law are met)	7110
43	Technical testing and analysis - Excluded: Inspection (testing) services and issuance of certificates for transport vehicles (including assemblies, equipment, and components of vehicles); inspection services and issuance of certificates of technical safety and environmental protection for specialized vehicles and equipment, containers, and packaging equipment for dangerous goods used in transport; inspection services and issuance of certificates of technical safety and environmental protection for vehicles and equipment for offshore oil and gas exploration, extraction, and transportation; occupational safety technical inspection services for machines and equipment subject to strict occupational safety requirements installed on transport vehicles and vehicles and equipment for offshore oil and gas exploration, extraction, and transportation; fishing vessel registration/inspection services	7120

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No.	Name of business lines	Code
44	Advertising (only when all business conditions required by law are met) - Excluded: Tobacco advertising	7310
45	Other professional, scientific, and technological activities not elsewhere classified Details: Environmental consultancy services.	7499
46	Rental of sports and recreation equipment	7721
47	Rental and leasing of other tangible goods without an operator Details: Rental of construction machinery and equipment.	7730
48	Landscape service activities	8130
49	Trade promotion and business matching activities (only when all business conditions required by law are met)	8230
50	Other business support service activities not elsewhere classified Details: Other business support activities not elsewhere classified (only when all business conditions required by law are met) - Excluded: Export rights, import rights, distribution rights for: cigarettes and cigars; books, newspapers and magazines; recorded media; precious metals and gemstones; pharmaceuticals; explosives; crude oil and refined petroleum products; rice; cane sugar and beet sugar	8299
51	Sports and recreation education	8551
52	Operation of sports facilities (not conducted at the head office)	9311
53	Sports club activities	9312
54	Other sports activities	9319

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**



Nguyen Van Tuan