

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

Dong Nai, April 26th, 2025

To:

- The State Securities Commission;
- Hanoi Stock Exchange.

**ON BEHALF OF THE GENERAL DIRECTOR
PERSON AUTHORIZED TO
DISCLOSE INFORMATION**



Pham Tran Hoa Hiep

SONADEZI CORPORATION



CHARTER

April 2025

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CHAPTER I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Definition of Terms

1. In this Charter, the following terms are understood as follows:

a. “Charter capital” is the total par value of shares sold and stipulated in Article 6 of this Charter;

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

c. “Law on Securities” is the Law on Securities No. 54/2019/QH14 dated 2019-11-26, amended and supplemented by Law No. 56/2024/QH15 dated 2024-11-29;

d. “Managers” includes the Chairman of the Board of Directors, members of the Board of Directors, and the Executives.

dd. “Executives” is the General Director, Vice General Director, and Chief Accountant.

e. “Relatives” of a person includes: the spouse, biological parents, adoptive parents, parents-in-laws, biological children, adopted children, children-in-law, biological siblings, siblings-in-law, and biological siblings of the spouse..

g. “Related Persons” are individuals or organizations as prescribed in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprise;

h. “Vietnam” is the Socialist Republic of Vietnam;

i. “Shareholders” are individuals or organizations owning at least one share of the Corporation;

k. “Common shareholders” are shareholders owning common shares;

l. “Stock Exchange” is the Vietnam Stock Exchange and its subsidiaries.

m. “Shareholder's contact address” is the shareholder's address in the consolidated list of securities holders provided by the Vietnam Securities Depository and Clearing Corporation at the most recent time.

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

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

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE CORPORATION

Article 2. Name, Type of Business, Head Office, Branches, Representative Offices, and Term of Operation of the Corporation

1. Name of the Corporation

- Vietnamese name: TỔNG CÔNG TY CỔ PHẦN PHÁT TRIỂN KHU CÔNG NGHIỆP
- English name: SONADEZI CORPORATION
- Trading name: SONADEZI
- Abbreviated name: SONADEZI CORPORATION
- Logo of the Corporation:

Portrait Version



Landscape Version



2. The Corporation is a joint stock company with legal entity status in accordance with the current laws of Vietnam.

3. The registered head office of the Corporation is:

- Address: No. 1, Street 1, Bien Hoa 1 Industrial Park, An Binh Ward, Bien Hoa City, Dong Nai Province

- Telephone: (0251) 8860561
- Fax: (0251) 8860573
- Email: contact@sonadezi.com.vn
- Website: <http://www.sonadezi.com.vn>

4. Branches:

- Name: Branch of Sonadezi Corporation
- Address: Chau Duc Industrial Park, Suoi Nghe Ward, Chau Duc District, Ba Ria - Vung Tau Province.

5. Except for cases of dissolution according to Article 59 of this Charter, the Corporation operates indefinitely.

Article 3. Legal Representative of the Corporation

1. The Corporation has 01 (one) legal representative. The General Director is the legal representative of the Corporation.

2. Rights and Obligations of the Legal Representative:

a. The legal representative of the Corporation is the person that, on behalf of the Corporation, exercises and performs the rights and obligations derived from the Corporation's transactions, represents the Corporation as a claimant, plaintiff, defendant, person with related rights and obligations before the Arbitrator and the Court.

b. The legal representative performs the responsibilities according to Article 13 of the Law on Enterprise and other rights and obligations as prescribed by applicable law.

CHAPTER III. OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE CORPORATION

Article 4. Business Lines and Objectives

1. Business lines: as per Appendix 01/PLĐL attached to the Charter.

2. Objectives of the Corporation: As an enterprise developing industrial park infrastructure, urban areas and roads, Sonadezi provides customers with the best investment opportunities and services, thereby maximizing profits for shareholders, creating jobs and stable income for employees, fulfilling obligations to the State Budget, contributing to the industrialization and modernization of the country.

Article 5. Business Scope and Operations

The Corporation is permitted to conduct business activities within the scope of the business lines specified in this Charter, registered, notified of changes in registration content to the business registration authority, and published on the National Business Registration Portal.

CHAPTER IV. CHARTER CAPITAL, SHARES

Article 6. Charter Capital, Shares

1. The Corporation's Charter capital is 3,765,000,000,000 VND (Three thousand seven hundred and sixty-five billion Vietnamese dong).

The total Charter capital of the Corporation is divided into 376,500,000 Common shares, with a par value of 10,000 VND per share.

2. The Corporation may change its Charter capital when approved by the General Meeting of Shareholders and in accordance with regulations of law..

3. All shares of the Corporation on the date of approval of this Charter are Common shares.

4. The Corporation may issue other types of preferred shares after being approved by the General Meeting of Shareholders and in accordance with regulations of law.

5. Common shares must be offered for sale to existing shareholders in proportion to their ownership of Common shares in the Corporation, unless otherwise decided by the General Meeting of Shareholders. The Board of Directors of the Corporation shall decide on the number of shares that shareholders do not register to purchase. The Board of Directors may distribute such shares to subjects under the conditions and in the manner deemed appropriate by the Board of Directors, but may not sell such shares under more favorable conditions than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

6. The Corporation may repurchase its own issued shares following the methods stipulated in this Charter and applicable laws.

7. The Corporation may issue other types of securities as prescribed by law.

Article 7. Share Certificates

1. Shareholders of the Corporation shall be issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities that certify the lawful rights and interests of the holders with respect to a portion of the Corporation's charter capital. Shares must contain all the details as prescribed in Clause 1, Article 121 of the Law on Enterprise.

3. Within 30 days from the date of submission of a complete application for share ownership transfer, or within 2 months from the date of full payment for the shares, or within another period as stipulated in the issuance plan, the shareholder shall be issued a share certificate. Shareholders shall not be required to pay the Corporation any printing costs for the issuance of the share certificate.

4. In case shares are lost, damaged, or destroyed in any other form, the shareholder shall be re-issued shares by the Corporation upon their request. The shareholder's request must include the following information:

a. Information about the shares that have been lost, damaged, or destroyed in any other form;

b. Commitment to be responsible for any disputes arising from the re-issuance of new shares.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Corporation shall be issued with the signature of the legal representative and the seal of the Corporation.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise stipulated in this Charter and applicable laws. The Corporation's shares are registered for trading on UPCOM,

and the transfer is carried out in accordance with the provisions of the law on securities and the securities market.

2. Unpaid shares shall not be transferred and are not entitled to related rights such as dividend rights, share issuance for increasing charter capital by equity, purchase rights for newly offered shares, and any rights regulated under the law.

3. In the event of the death of an individual shareholder, the heir designated in the will or the legal heir of that shareholder shall become a shareholder of the Corporation. In the event that the shares of a deceased individual shareholder have no heir, the heir refuses to inherit, or is disinherited, such shares shall be handled in accordance with the provisions of civil law.

4. Shareholders have the right to gift part or all of their shares to others, and to use shares to pay debts. In this case, the recipient of the gift or the person receiving the debt payment in shares shall become a shareholder of the Corporation after completing the transfer procedures as prescribed in this Charter and relevant laws.

5. For the shares purchased by employees in accordance with the commitment period of employment with the Corporation:

a. During the commitment period to work for the Corporation, the transfer of these shares shall be restricted;

b. In the event that the Corporation undergoes restructuring, leading to the employee having to terminate the labor contract, resign, or lose their job according to the provisions of the Labor Code before the committed deadline, these additionally purchased shares shall be freely transferable. In case the employee wishes to sell these shares back to the Corporation, the Corporation shall be responsible for repurchasing them at a price close to the market trading price.

c. If the employee terminates the labor contract before the committed period, they are obligated to sell back to the Corporation all additionally purchased shares at a price close to the market trading price, not exceeding the purchase price at the time of equitization.

d. After the commitment period of employment with the Corporation, these shares can be freely transferred.

CHAPTER V. MANAGEMENT ORGANIZATIONAL STRUCTURE

Article 10. Management Organizational Structure

The management organizational structure of the Corporation comprises:

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. Shareholder Rights

1. Common shareholders have the following rights:

a. To attend, speak at the General Meeting of Shareholders and exercise voting rights directly or through authorized representatives or other methods as stipulated by the Internal regulations on corporate governance, this Charter, Charterthis Charterand the law; each common share has one vote.

b. To receive dividends at the rate decided by the General Meeting of Shareholders.

c. To have preemptive rights to purchase new shares in proportion to the ownership ratio of common shares of each shareholder.

d. To freely transfer their shares to others, except for the cases specified in Clause 2 and Clause 5, Article 9 of Charterthis Charter.

dd. To review, look up, and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information.

e. To review, look up, extract, or copy the Corporation Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.

g. Upon the Corporation's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to their share ownership percentage in the Corporation.

h. To request the Corporation to repurchase shares in the cases specified in Article 132 of the Law on Enterprise.

i. To be treated equally.

k. To have full access to periodic and extraordinary information disclosed by the Corporation as prescribed by law.

l. To have their legitimate 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 as prescribed by the Law on Enterprise.

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

2. Shareholders or shareholder groups holding 5% or more of the total common shares have the following rights:

a. To request the Board of Directors to convene a General Meeting of Shareholders in case the Board of Directors seriously violates shareholder rights, management obligations, or makes decisions exceeding their authorized powers, and according to Clause 3 and Clause 4, Article 13 of this Charter.

b. To review, look up, and extract the minutes book, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Corporation.

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

dd. Other rights as prescribed by law and this Charter.

3. Shareholder or a group of shareholders owning at least 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 persons to the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group formation before the opening 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 Corporation within the limit of the capital contributed to the Corporation;

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

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

4. To keep confidential the information provided by the Corporation as prescribed in this Charter and law; only use the provided information to exercise and protect their legitimate rights and interests; strictly prohibit disseminating or

copying, sending information provided by the Corporation to other organizations or individuals;

5. To attend the General Meeting of Shareholders and exercise the right to vote 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. Attending and voting via online conference, electronic voting, or other electronic methods;
- d. Submitting ballots to the meeting via postal mail, fax, or email;

6. Be personally responsible when acting on behalf of the Corporation in any form to perform any of the following acts:

- 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 anticipation of potential financial risks to the Corporation.

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

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making authority of the Corporation. 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 shall decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding 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 location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable location. The annual General Meeting of Shareholders decides on matters as prescribed by law and this Charter, especially approving the audited annual financial statements. In the event that the audit report of the annual financial statements of the Corporation contains material exceptions, adverse or disclaimer of opinion, the Corporation must invite representatives of the auditing organization that audited the financial statements of the Corporation 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 Corporation;

b. The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;

c. At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 11 of this Charter; the request to convene the General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request document made in multiple copies and gathering enough signatures of the relevant shareholders;

d. At the request of the Board of Supervisors;

dd. 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 is as prescribed in Point b, Clause 3 of this Article or upon receiving the request specified in Point c and Point d, Clause 3 of this Article;

b. In case the Board of Directors does not 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 must replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprise;

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

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 issuing decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Corporation. These expenses 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 are as prescribed in Clause 2, Article 16 of this Charter.

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

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

- a. The Corporation's annual business plan;
- b. The audited annual financial statements;
- c. The report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
- d. The report of the Board of Supervisors on the Corporation's business performance, the performance of the Board of Directors, and the General Director;
- dd. Self-assessment report on the performance of the Board of Supervisors and each member of the Board of Supervisors;
- e. Dividend rate for each share of each type.

2. In addition to the contents prescribed in Clause 1 of this Article, the Annual and Extraordinary General Meeting of Shareholders shall discuss and approve the following matters:

- a. Approve the Corporation's development orientation;
- b. Decide the type of shares and the total number of shares of each type that are allowed to be offered for sale;
- c. Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
- d. Decision on investment or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;
- dd. Decision on amending and supplementing the Corporation's Charter;
- e. Decision on repurchasing over 10% of the total sold shares of each type;
- g. Reviewing and handling violations of members of the Board of Directors and members of the Board of Supervisors that cause damage to the Corporation and its shareholders;
- h. Decision on reorganizing or dissolving the Corporation;
- i. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k. Approving the Internal regulations on corporate governance, the Regulations on Operations of the Board of Directors, and the Regulations on Operations of the Board of Supervisors;
- l. Approving the list of independent audit organizations to audit the Corporation's financial statements; deciding on independent audit organizations to inspect the Corporation's operations, and dismissing independent auditors when deemed necessary;
- m. Signing contracts and transactions as stipulated in Clause 5, Article 43 of this Charter;
- n. Other rights and obligations as prescribed by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorized Representatives

1. Authorized representatives of institutional shareholders.

a. Institutional shareholders must authorize individual representatives as follows:

- Shareholders owning less than 10% of the total shares may only authorize 01 representative.

- Shareholders owning from 10% to less than 20% of the total shares may authorize a maximum of 02 representatives.

- Shareholders owning from 20% to less than 30% of the total shares may authorize a maximum of 03 representatives.

- Shareholders owning from 30% to less than 40% of the total shares may authorize a maximum of 04 representatives.

- Shareholders owning from 40% to less than 50% of the total shares may authorize a maximum of 05 representatives.

- Shareholders owning from 50% to less than 60% of the total shares may authorize a maximum of 06 representatives.

- Shareholders owning 60% or more of the total shares may authorize a maximum of 07 representatives.

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

c. The authorization document must be notified to the Corporation and is only effective for the Corporation from the date the Corporation receives the document. The authorization document must include the following main contents:

- Name, enterprise code, and head office address of the shareholder;
- Number of authorized representatives and the corresponding shareholding ratio or capital contribution ratio of each authorized representative;

- Full name, contact address, nationality, and legal document number of each individual authorized representative;

- The corresponding authorization period for each authorized representative, clearly stating the start date of representation;

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

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

- Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprise;

- 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 Corporation.

2. Authorization to attend the General Meeting of Shareholders

a. Shareholders, authorized representatives of shareholders who are organizations, may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprise.

b. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article must be in writing. The authorization document must be prepared in accordance with 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 authorization, the authorization period, and the signatures of the authorizing party and the authorized party.

The authorized attendee of the General Meeting of Shareholders must present the authorization document upon registration. In case of re-authorization, the attendee must also present the original authorization document of the shareholder or the authorized representative of the shareholder who is an organization (if not previously registered with the Corporation).

c. The voting ballot of the authorized attendee within the authorized scope remains valid in the following cases:

- The principal has passed away, been restricted in their civil capacity, or lost their civil capacity;

- The principal has revoked the authorization;

- The principal has revoked the authority of the person performing the authorization.

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

Article 16. Convening, Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders or the extraordinary General Meeting of Shareholders convened in the cases specified in Point b or Point c, 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 meeting invitation; The Corporation must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the recode date;

b. Prepare the agenda 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;

dd. Determine the time and venue of the meeting;

e. Notify and send a meeting 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 shall be sent to all shareholders by means ensuring delivery to the shareholders' contact addresses, and simultaneously published on the websites of the Corporation and the State Securities Commission, the Stock Exchange. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is sent or validly transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be posted on the Corporation's website. The notice of the meeting must clearly state the link to all meeting documents for shareholders to access, including:

a. Meeting agenda and documents used in the meeting;

b. List and details of candidates in case of election of 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. Shareholder or group of shareholders as prescribed in Clause 2, Article 11 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Corporation no later than 05 working days before the opening date 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 to be included 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 not submitted in accordance with the provisions 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 the common shares as prescribed in Clause 2, Article 11 of this Charter;

c. The proposed issue is not within the competence of the General Meeting of Shareholders;

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 conducting the General Meeting of Shareholders

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

2. Within 30 minutes from the scheduled opening time of the meeting, if the meeting does not meet the conditions for proceeding as prescribed in Clause 1 of this Article, a second meeting notice of the meeting shall be sent within 30 days from the date of the first scheduled meeting. The meeting of the General Meeting of Shareholders convened for the second time shall be held when the number of shareholders attending the meeting represents at least 33% of the total voting shares of the Corporation.

3. Within 30 minutes from the scheduled commencement time, if 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 within 20 days from the date of the second scheduled meeting. In this case, the General Meeting of Shareholders proceeds regardless of the total votes of the attending shareholders.

Article 18. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Corporation must carry out the procedure for shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have completed their registration..

2. When registering, shareholders or their representatives are issued a voting card and a voting ballot, stating the registration number, name of the shareholder or their representative, and the number of votes held. The General Meeting of Shareholders discusses and votes on each issue on the agenda. Voting is conducted by approval, disapproval, and abstention. When voting, shareholders raise their voting card and mark the corresponding box on the voting ballot. After collecting and counting the ballots, the total number of votes for approval, disapproval, abstention, or invalid votes for each issue by the Chairperson before the meeting concludes.

3. Shareholders or authorized representatives arriving after the meeting has commenced are still registered and entitled to vote immediately after registration; in this case, the validity of previously voted matters remains unchanged.

4. The election of the Chairperson, Secretary, and vote counting committee is regulated as follows:

a. The Chairman of the Board of Directors chairs or authorizes another Member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining Members of the Board of Directors elect one of them to chair the meeting by majority vote. If a Chairperson cannot be elected, the Head of the Board of Supervisors presides over the General Meeting of Shareholders to elect 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 signs the convening notice for the General Meeting of Shareholders presides to elect a Chairperson, and the person with the highest number of votes shall be the chairperson of the meeting.

c. The Chairperson appoints one or more persons as secretaries for the meeting.

d. The General Meeting of Shareholders elects one or more persons to the vote counting committee as proposed by the Chairperson.

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

6. The convener or Chairperson of the General Meeting of Shareholders has the right to implement necessary and reasonable measures to organize and conduct the meeting in an orderly manner, according to the approved agenda, and reflecting the wishes of the majority of attendees, including:

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

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

c. Arrange seating at the General Meeting of Shareholders venue;

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

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

7. The chairperson has the right to postpone the General Meeting of Shareholders, provided that the required number of registered attendees is met, but no later than 03 working days from the intended opening date, and may only postpone the meeting or change the venue in the following cases:

a. The meeting venue does not have enough convenient seating for all attendees;

b. The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c. The meeting is disrupted by one or some attendees, thus threatening the fairness and legitimacy of the meeting.

8. If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson to conduct the meeting until its conclusion; all resolutions approved at that meeting are valid and enforceable.

9. The online General Meeting of Shareholders shall be conducted in accordance with the provisions of the Internal Regulations on Corporate Governance.

Article 19. Form of Resolutions Approval by the General Meeting of Shareholders

1. The General Meeting of Shareholders shall approve resolutions within its competence by voting at the meeting or by obtaining written opinions.

2. Resolutions of the General Meeting of Shareholders on the following matters must be approved by voting at the General Meeting of Shareholders:

a. Approval of the audited annual financial statements;

b. Development orientations of the Corporation;

c. Election, dismissal, and removal of members of the Board of Directors and members of the Board of Supervisors ;

d. Reorganization or dissolution of the Corporation.

Article 20. Conditions for Approving Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders on the following matters shall be approved if at least 65% of the total votes of all shareholders attending and voting at the meeting are in favor:

- a. Type of shares and 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. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Corporation's latest financial statements;
- dd. Reorganization or dissolution of the Corporation.

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 Law on Enterprise and the 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 will be approved when more than 50% of the total votes of all shareholders attending and voting at the meeting are in favor.

4. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and approving the resolutions violate the provisions of the Law on Enterprise and this Charter.

Article 21. Authority and procedures for obtaining shareholders' written opinions to approve resolutions of the General Meeting of Shareholders

1. The Board of Directors has the right to obtain shareholders' written opinions to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Corporation, except for the cases specified in Clause 2, Article 19 of this Charter.

2. The Board of Directors prepares the questionnaires, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions and sends them to all shareholders with voting rights at least 10 days before the deadline for returning the questionnaires. The list of shareholders for sending the questionnaires is prepared according to Point a, Clause 2, Article 16 of this Charter. The requirements and procedures for sending the questionnaires and accompanying documents comply with Clause 3, Article 16 of this Charter, except for the time requirement.

3. The questionnaires must include the following main contents:

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

b. Purpose of obtaining opinions;

c. Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders or full name, contact address, nationality, and legal document number of the individual for representatives of institutional shareholders; number of shares of each type and number of voting shares of the shareholder;

d. Issues requiring opinions for approval;

dd. Voting options include agree, disagree, and no opinion for each issue;

e. Deadline for returning the completed questionnaires to the Corporation;

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

4. Shareholders can send completed questionnaires to the Corporation by postal mail, fax, or email according to the following regulations:

a. In case of sending by postal mail, the completed questionnaires shall be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The questionnaires sent to the Corporation must be enclosed in a sealed envelope, and no one has the right to open them before the vote counting;

b. In case of sending by fax or email, the questionnaires sent to the Corporation must be kept confidential until the vote counting;

c. The questionnaires sent to the Corporation after the deadline specified in the questionnaires or opened in case of sending by postal mail and disclosed in case of sending by fax or email are invalid. The questionnaires not returned shall be considered as ballots that do not participate in the voting process..

5. The Board of Directors counts the votes and prepares a vote counting record in the presence of the Board of Supervisors or shareholders who do not hold management positions in the Corporation. The vote counting minutes must include the following main contents:

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

b. Purpose and issues requiring opinions for resolution approval;

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 questionnaires, attached with an appendix listing the participating shareholders;

d. The total number of votes in agree, disagree, and no opinion for each issue;

dd. Approved issues and corresponding approval rates;

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

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

6. The vote counting minutes and Resolutions must be published on the Corporation's website within 24 hours of the end of the vote counting and the disclosure of information in accordance with securities market regulations.

7. The answered questionnaires, vote counting minutes, the full text of the approved resolutions, and related documents attached to the questionnaires must be kept at the Corporation's head office.

8. Resolutions on the following matters are approved in the form of a collection of shareholders' written opinions when agreed by shareholders holding at least 65% of the total voting shares of all shareholders with voting rights:

- a. Type of shares and total number of shares of each type offered for sale;
- b. Changes in industries, trades, and business lines;
- c. Changes in management organizational structure;
- d. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Corporation's latest financial statements;
- dd. Reorganization or dissolution of the Corporation;

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

10. Resolutions approved in the form of a collection of shareholders' written opinions under this Article have the same validity as resolutions approved at the General Meeting of Shareholders.

Article 22. Resolutions, 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 prepared in Vietnamese and include the following main contents:

- a. Name, head office address, and enterprise code of the Corporation;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and content;
- d. Full name of the chairperson and secretary;
- dd. Summarizing the proceedings of the meeting and the opinions expressed at the General Meeting of shareholders on each issue on the agenda;

e. 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, agreeing, disagreeing, and no opinion votes; corresponding percentage of the total votes of the shareholders attending and voting at 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, these minutes are 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 clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes are jointly responsible for the honesty and accuracy of the minutes' content.

3. The Resolutions, Minutes of the General Meeting of Shareholders, all documents attached to the Minutes (if any), and relevant documents attached to the meeting invitation must be published on the Corporation's website within 24 hours of the conclusion of the meeting and disclosed according to the regulations of the securities market.

4. The Resolutions, Minutes of the General Meeting of Shareholders, the appendix listing attending shareholders with their signatures, authorized documents for attending the meeting, all documents attached to the Minutes (if any), and related documents included with the meeting invitation shall be retained by the head office address of the Corporation.

Article 23. Request for Cancellation of the Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receiving the Resolutions or the Minutes of the General Meeting of Shareholders or the voting count minutes of collection of the General Meeting of Shareholders' opinions, the shareholder or group of shareholders specified in Clause 2, Article 11 of this Charter has the right to request the Court or Arbitration to review and cancel the Resolution or part of the Content of the Resolutions of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprise and this Charter, except for the case specified in Clause 4, Article 20 of this Charter.

2. The Content of the Resolutions violates the law or this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 24. Article 24. Nomination and self-nomination of members of the Board of Directors

1. In the case where the candidates for the Board of Directors have been identified, the Corporation shall disclose relevant information about the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Corporation's website, allowing shareholders to review the candidates before casting their vote. Candidates for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the personal information disclosed and shall commit to performing their duties honestly, carefully, and in the best interests of the Corporation if elected as members of the Board of Directors. The information related to the candidates for the Board of Directors to be disclosed includes::

- a. Full name, date of birth;
- b. Qualification;
- c. Work experience;
- d. Other management positions (including Board of Directors positions at other companies);
- dd. Interests related to the Corporation and related parties of the Corporation;
- e. Information about companies where the candidate is holding a position as a member of the Board of Directors, other management positions, and interests related to the candidate's company (if any).

2. Shareholders have the right to combine voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate 01 candidate; from 20% to less than 30%, a maximum of 02 candidates; from 30% to less than 40%, a maximum of 03 candidates; from 40% to less than 50%, a maximum of 04 candidates; from 50% to less than 60%, a maximum of 05 candidates; from 60% to less than 65%, a maximum of 06 candidates; from 65% or more, a maximum of 07 candidates.

3. In the event that the number of candidates for the Board of Directors through nomination is still insufficient according to 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 subject to the provisions of Clause 2, Article 17 of the Law on Enterprise;

b. Possess professional qualifications and experience in business administration or in the field, industry, or business lines of the Corporation and not necessarily be a shareholder of the Corporation;

c. Only concurrently hold the member of the Board of Directors position at a maximum of 05 other companies;

d. Not be a family member of the General Director or other managers of the Corporation.

Article 25. Composition and Term of the Board of Directors

1. The number of Members of the Board of Directors is 07.

2. The term of a Member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. In the event that all Members of the Board of Directors' terms expire simultaneously, those members shall continue to serve on the Board of Directors until new members are elected to replace them and assume their roles.

3. The composition of the Board of Directors must ensure that at least one-third (1/3) of the total number of Members of the Board of Directors are non-executive members.

4. Dismissal, Removal, 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 if that member is no longer qualified as per Clause 4, Article 24 of this Charter, or submits a resignation letter and it is approved.

b. The General Meeting of Shareholders shall remove a Member of the Board of Directors if that member does not participate in the Board of Directors' activities 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, dismiss or remove a Member of the Board of Directors in cases other than those specified in Points a and b of this Clause 4.

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 falls below one-third (1/3) of the number specified in this 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 falls below one-third (1/3).

dd. Except as provided in Point d of this Clause, the General Meeting of Shareholders shall elect new members to replace dismissed or removed Members of the Board of Directors at the nearest meeting.

Article 26. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Corporation, having full authority on behalf of the Corporation to decide and exercise the rights and obligations of the Corporation, 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, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a. Decide on the Corporation's strategy, medium-term development plan, and annual business plan;

b. Recommend the types of shares and the total number of shares authorized for offering for each type;

c. Decide on the sale of unsold shares within the authorized offering limit for each type; decide on raising additional capital in other forms;

d. Decide on the selling price of the Corporation's shares and bonds;

dd. Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprise;

e. Decision on investment plans and investment projects within the competence and limits prescribed by law;

g. Decision on market development, marketing, and technology solutions;

h. Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value equal to or greater than 10% of the total asset value recorded in the latest financial statements of the Corporation, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 14 and Clause 5, Article 43 of this Charter;

i. Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts, deciding salaries, bonuses, and other benefits of the General Director, Head of Internal Audit Committee, and other executives; appointing representatives of the Corporation's capital in other enterprises, deciding bonuses and other benefits of these individuals;

k. Supervising and directing the General Director and other executives in the daily business operations of the Corporation;

l. Deciding the organizational structure of the Corporation, except for the management organizational structure specified in Article 10 of this Charter; deciding the internal management regulations of the Corporation, except for the regulations under the authority of the General Meeting of Shareholders; deciding the establishment of subsidiaries, branches, and representative offices; deciding on capital contribution and purchase of shares in other enterprises;

m. Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or obtaining written opinions for the General Meeting of Shareholders to approve resolutions;

n. Submitting audited annual financial statements to the General Meeting of Shareholders;

o. Proposing the dividend payment rate; deciding the deadline and procedures for paying dividends or handling losses incurred during business operations;

p. Proposing the reorganization or dissolution of the Corporation; requesting bankruptcy of the Corporation;

q. Deciding to issue the Regulations on Operation of the Board of Directors and the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders;

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

3. The Board of Directors must report the results of its operations to the General Meeting of Shareholders according to Article 280 of Decree No. 155/2020/ND-CP dated 2020-12-31 of the Government.

Article 27. Remuneration, salaries, bonuses, and other benefits of Members of the Board of Directors

1. The Corporation has the right to pay salaries, remuneration, and bonuses to members of the Board of Directors based on business results and performance.

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

4. Members of the Board of Directors receive bonuses from the management bonus fund decided by the General Meeting of Shareholders based on production and business results. The bonus amounts for the Chairman and each member is decided by the Board of Directors.

5. The salary of the Chairman of the Board of Directors and remuneration for each Member of the Board of Directors are included in the Corporation's business expenses according to the provisions of the law on corporate income tax, are shown as a separate item in the Corporation'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 serving on Board of Directors subcommittees, or performing tasks beyond the usual duties of a Member of the Board of Directors, may receive additional remuneration as a lump-sum payment, salary, commission, profit percentage, or in another form as decided by the Board of Directors.

7. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meal, and other reasonable expenses incurred while performing their duties, including expenses for 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 cannot concurrently hold the position of the General Director.

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

- a. Formulates the Board of Directors' programs and action plans;
- b. Prepares the agenda, content, and documents for meetings; convenes, presides over, and chairs Board of Directors meetings;
- c. Organizes the approval of Board of Directors resolutions and decisions;
- d. Supervises the implementation of Board of Directors resolutions and decisions;
- dd. Chairperson of the General Meeting of Shareholders;
- e. Other rights and obligations as per the Law on Enterprise and this Charter.

4. If the Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 days of receiving the resignation or dismissal, removal.

5. In the event of the Chairman of the Board of Directors 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 of Directors. In the absence of an authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is under temporary detention, 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 of Directors 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 must be held within 07 working days from the end of the Board of Directors election. This meeting is convened by the member with the highest number of votes. If more than

one member has the same highest number of votes, the members will vote by majority to select one of them to convene the Board of Directors meeting.

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

3. The Chairman of the Board of Directors convenes Board of Directors meetings in the following circumstances:

- a. At the request of the Board of Supervisors;
- b. At the request of the General Director or at least five other managers;
- c. At the request of at least two Members of the Board of Directors.

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

5. The Chairman of the Board of Directors must convene a Board of Directors meeting within seven working days of receiving the request as stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene the meeting as requested, they shall be liable for any damages incurred by the Corporation; the requester has the right to replace the Chairman of the Board of Directors in convening the Board of Directors meeting.

6. The Chairman of the Board of Directors or the convener of the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The invitation must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided upon. The invitation must be accompanied by documents to be used at the meeting and the members' voting ballots. The notice of invitation to the Board of Directors meeting can be sent by formal letter of invitation, phone message, email, fax, or other electronic means ensuring delivery to the contact address of each member of the Board of Directors registered at the Corporation.

7. The Chairman of the Board of Directors or the convener must send the meeting invitation 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 valid with the presence of at least three-quarters of the total number of members. If a meeting convened under this clause does not have the required quorum, a second meeting shall be convened within seven days of the first scheduled meeting date. In this case, the meeting is valid if more than half of the Board of Directors members are present.

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

- a. Attending and voting in person at the meeting;

b. Authorizing another person to attend the meeting and vote as stipulated in Clause 11 of this Article;

c. Attending and voting via online conference, electronic voting, or other electronic means;

d. Sending voting ballots to the meeting via postal mail, fax, or email;

10. If voting ballots are sent to the meeting by postal mail, they must be in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one hour before the meeting commences. Voting ballots are only opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. 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 approves 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 approved if agreed by a majority of members; in case of a tie, the final decision rests with the Chairman of the Board of Directors.

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 Corporation. The Person in charge of corporate governance may concurrently serve as the Corporate Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprise.

2. The Person in charge of corporate governance may not concurrently work for the audit firm currently auditing the Corporation's financial statements.

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

a. Advise the Board of Directors on organizing the General Meeting of Shareholders as prescribed and related matters between the Corporation and shareholders;

b. Prepare meetings of the Board of Directors, Board of Supervisors, and General Meeting of Shareholders as requested by the Board of Directors or Board of Supervisors;

c. Advise on meeting procedures;

d. Attend meetings;

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

e Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;

- g. Monitor and report to the Board of Directors on the Corporation's information disclosure activities;
- h. Act as a liaison with relevant stakeholders;
- i. Maintain confidentiality of information in accordance with legal regulations and this Charter.

CHAPTER VIII. GENERAL DIRECTOR, OTHER EXECUTIVES

Article 31. Management structure

The Corporation's management system must ensure that the management structure is responsible to, and under the supervision and direction of the Board of Directors in the Corporation's daily business operations. The Corporation has a General Director and other executives. The appointment, dismissal, and removal of executives must be approved by resolutions or decisions of the Board of Directors.

Article 32. Corporation executives

1. At the request of the General Director and with the approval of the Board of Directors, the Corporation may recruit other executives with the quantity and standards appropriate to the Corporation's structure and management regulations as prescribed by the Board of Directors. The Corporation's executives must be responsible for supporting the Corporation in achieving its operational and organizational goals.

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

3. Executives' salaries are included in the Corporation's business expenses in accordance with regulations of the law on corporate income tax, are shown as a separate item in the Corporation's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 33. Appointment, dismissal, duties, and authority of the General Director

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

2. The General Director manages the Corporation's daily business operations; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The General Director's term 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 Enterprise;

- b. Not a family member of:
 - The manager, Member of the Board of Supervisors of the Corporation;
 - The representative of the State capital at the Corporation;
 - c. Possessing professional qualifications and experience in business administration of the Corporation.
5. The General Director has the following rights and obligations:
- a. Deciding on matters related to the daily business operations of the Corporation that are not under the authority of the Board of Directors;
 - b. Organizing the implementation of the resolutions and decisions of the Board of Directors;
 - c. Organizing the implementation of the Corporation's business plan and investment plan;
 - d. Proposing the organizational structure and internal management regulations of the Corporation;
 - dd. Appointing, dismissing, and removing Heads, Deputy Heads of Departments, Chief of the Corporation Office, Directors and Vice Directors of branches, except for positions under the authority of the Board of Directors;
 - e. Deciding on salaries and other benefits for employees in the Corporation, including officials appointed by the General Director;
 - g. Recruiting employees;
 - h. Proposing plans 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 members of the Board of Directors with voting rights attending the meeting agree and appoint a new General Director as a replacement.

CHAPTER IX. BOARD OF SUPERVISORS

Article 34. Nomination and self-nomination of members of the Board of Supervisors

1. The identification of Board of Supervisors candidates and the announcement of information shall be implemented 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 case the number of candidates for the Board of Supervisors through nomination and recommendation 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 Enterprise;

b. Trained in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major suitable for the business operations of the enterprise;

c. Not a family member of:

- Member of the Board of Directors, the General Director, and other managers of the Corporation;

- The representative of the State capital at the Corporation;

d. Not a manager of the Corporation; not necessarily a shareholder or employee of the Corporation;

dd. Not working in the accounting and finance department of the Corporation;

e. Not a member or employee of the independent audit firm that audited the Corporation's financial statements for the previous 03 consecutive years.

Article 35. Composition and Term of the Board of Supervisors

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

2. A Member of the Board of Supervisors shall be dismissed 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. Submits a resignation letter and it is approved;

3. A Member of the Board of Supervisors shall be removed in the following cases:

a. Fails to complete assigned tasks and duties;

b. Fails to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;

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

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

Article 36. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be 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 hold at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or a major related to the Corporation's business operations.

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, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;

c. Prepare and sign the Report of the Board of Supervisors after consulting with the Board of Directors for the proposal 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, the General Director, and other executives in the management and administration of the Corporation; monitor the Corporation's financial situation; be responsible to shareholders for their supervisory activities;

2. Inspect the reasonableness, legality, honesty, and prudence in the management and operation of business activities; the consistency, uniformity, and appropriateness of accounting, statistics, and financial statements;

3. Appraise the completeness, legality, and honesty of the Corporation's annual and semi-annual income statements and financial statements, the Board of Directors' management performance evaluation report, and present 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 Corporation's internal control, internal audit, risk management, and early warning systems;

5. Review the Corporation's accounting books, accounting records, and other documents, as well as the management and operation of the Corporation 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 prescribed 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 prescribed in this Clause must not obstruct the normal operations of the Board of Directors, nor disrupt the business operations of the Corporation.

7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and business operation of the Corporation.

8. Upon detecting any violation of law or this Charter by a member of the Board of Directors, the General Director, or other executive, 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 remedy the consequences.

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

10. Utilize independent consultants and the Corporation's internal audit committee to carry out 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 the approval of the list of independent audit organizations to audit the Corporation's Financial Statements; decide on an independent audit organization to inspect the Corporation's operations and dismiss the independent auditor when deemed necessary.

13. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

14. Develop and issue the operating regulations of the Board of Supervisors after approval by the General Meeting of Shareholders.

15. Report to the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated 2020-12-31 of the Government.

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

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

18. 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 hold meetings at least twice a year, with the number of members attending the meeting being at least two-thirds (2/3) of the Board of Supervisors members. Minutes of the Board of Supervisors meetings must

be detailed and clear. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the minutes. The minutes of the Board of Supervisors meetings 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 independent audit organizations to attend and answer matters that need clarification.

Article 39. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Board of Supervisors

1. Non-executive members of the Board of Supervisors are entitled to remuneration from the non-executive management remuneration fund 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 receives a salary as decided by the General Meeting of Shareholders.

3. Members of the Board of Supervisors receive bonuses from the management bonus fund, as determined by the General Meeting of Shareholders based on business performance results; The bonus level for the Head of the Board and each member is decided by the Board of Directors.

4. Members of the Board of Supervisors are reimbursed for expenses related to meals, accommodation, travel, and independent consulting services within the annual operating budget of the Board of Supervisors, as approved by the General Meeting of Shareholders.

5. Salaries and operating expenses of the Board of Supervisors are included in the Corporation's business expenses in accordance with Law on corporate income tax, other relevant legal regulations, and must be itemized separately in the Corporation's annual financial statements.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR, AND OTHER EXECUTIVES

Article 40. Duty of Care

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have a responsibility to perform their duties honestly and diligently in the best interests of the Corporation.

Article 41. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives must disclose relevant interests as prescribed by the Law on Enterprise and relevant legal regulations.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and their related persons may only use information obtained through their positions to serve the interests of the Corporation.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are obligated to notify in writing the Board of Directors and the Board of Supervisors of transactions between themselves, their related persons, with the Corporation or its subsidiaries, as prescribed by law. The Corporation must disclose information as prescribed by Law on Securities 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 Board of Supervisors, the General Director, other managers, and their related persons must not use or disclose to others inside information to conduct related transactions.

Article 42. Disclosure of Related Interests

The disclosure of related interests and related persons of the Corporation is implemented as follows:

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

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

b. Name, enterprise code, head office address, business lines of the enterprise in which their related persons jointly own or individually own capital contribution or shares exceeding 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; amendments and supplements must be notified to the Corporation within 07 working days from the date of the corresponding amendment or supplement.

3. Any Member of the Board of Directors or General Director conducting business, personally or on behalf of others, within the scope of the Corporation's operations, must disclose the nature and details of such work to the Board of Directors and the Board of Supervisors, and may only proceed with majority approval from the remaining Members of the Board of Directors; any income derived from such undisclosed or unapproved activities belongs to the Corporation.

Article 43. Contracts and transactions with related persons

1. The Corporation shall not provide loans or guarantees to any shareholders or their related persons.

2. The Corporation shall not provide loans or guarantees to any of its managers or their affiliated persons, except as provided in Clause 3 of this Article.

3. The Corporation may provide loans or guarantees to its 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 shall approve contracts and transactions between the Corporation and the following:

a. Shareholders, authorized representatives of shareholders holding more than 10% of the Corporation's total common shares, and their related persons;

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

c. Enterprises that Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers of the Corporation must 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 within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the Corporation's latest financial statement;

b. Contracts and transactions with a value greater than 10% of the total asset value recorded in the latest financial statement between the Corporation and a shareholder holding 51% or more of the total voting shares or their related persons;

In the case of approving contracts and transactions as prescribed in this Clause, the Corporation's representative signing the contract or transaction must notify the Board of Directors and members of the Board of Supervisors of the related persons involved in such contract or transaction and enclose a 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' written opinions. In these cases, shareholders have no voting rights regarding contracts or transactions in which they have a related interest.

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

a. Contracts and transactions specified in Point a, Clause 5 of this Article with a value of less than 35% of the total asset value recorded in the latest financial statement;

b. Contracts and transactions specified in Point b, Clause 5 of this Article with a value less than or equal to 10% of the total asset value recorded in the latest financial statements;

In case of approval of the contract, the transaction as prescribed in this Clause, the representative of the Corporation signing the contract, the transaction must notify

the members of the Board of Directors, members of the Board of Supervisors of the affiliated parties to such contract, transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors decides on the approval of the contract, transaction within 15 days from the date of receiving the notification. Members of the Board of Directors do not have the right to vote on contracts, transactions in which such members or related persons of such members have related interests.

Article 44: Liability for damages and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, General Directors and other executives who violate their obligations, responsibilities of honesty and prudence, and fail to fulfill their duties shall be liable for damages caused by their violations.

2. The Corporation shall compensate those who have been, are or may become a related party in complaints, lawsuits, prosecutions (including civil, administrative cases and not lawsuits initiated by the Corporation) if such person has been or is a Member of the Board of Directors, Board of Supervisors member, General Director, other executive, employee or authorized representative of the Corporation or such person has been or is performing duties as authorized by the Corporation, acting honestly, prudently for the benefit of the Corporation on the basis of compliance with the law and there is no evidence confirming that such person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, actual payments incurred (including legal fees) when settling these cases within the permissible legal framework. The Corporation may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

CHAPTER XII. RIGHT TO INSPECT BOOKS AND RECORDS

Article 45. Right to inspect books and records

1. Common shareholders have the right to inspect books and records corresponding to the provisions in Point dd, Point e, Clause 1, Article 11 and Point b, Clause 2, Article 11 of this Charter.

2. In case the authorized representative of a shareholder and a group of shareholders requests to inspect books and records, they must enclose the authorization letter of the shareholder and the group of shareholders that they represent or a notarized copy of this authorization letter.

3. Members of the Board of Directors, members of the Board of Supervisors, General Directors, and other executives have the right to inspect the Corporation's share register, shareholder list, other books and records of the Corporation for purposes related to their positions, provided that this information must be kept confidential.

4. The Corporation must keep this Charter and its amendments, Business 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 General Meeting of Shareholders 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 the head office 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 Corporation's website.

CHAPTER XIII. EMPLOYEES AND TRADE UNIONS

Article 46. Employees and Trade Unions

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

2. The General Director shall submit to the Board of Directors for approval policies regarding the relationship of the Corporation with trade union organizations in accordance with the Trade Union Law, Trade Union Charter, and current legal provisions.

CHAPTER XIII. RELATIONSHIP BETWEEN THE CORPORATION AND ITS MEMBER UNITS

Article 47. Relationship with Dependent Accounting Units

1. The dependent accounting units of the Corporation shall conduct production and business activities, accounting, organization, personnel, and other activities according to the decentralization and authorization regime of the Corporation, as specified in the organizational and operational regulations of these units.

2. The organizational and operational regulations of the accounting units of the Corporation shall be submitted by the General Director to the Board of Directors for approval.

3. The Corporation shall be responsible for financial obligations arising from the lawful commitments of its dependent accounting units in accordance with legal provisions.

4. The Corporation shall exercise other rights and obligations towards its dependent accounting units as prescribed by law.

Article 48. Group of Companies

1. Sonadezi Corporation is a group of companies related to each other through share ownership, capital contribution, or other forms of association as prescribed by

the Law on Enterprise, including the Corporation, subsidiaries, and affiliated companies – collectively referred to as member companies.

2. The parent and each member company within the Corporation shall have the rights and obligations of an independent enterprise as prescribed by law and shall be bound by the rights and obligations under association contracts and agreements between enterprises.

Article 49. Relationship with Member Companies

1. The Corporation authorizes its authorized representatives to directly manage The Corporation's investments in member companies within the scope of these companies' charters.

2. The Corporation shall decide the level of investment in newly established member companies and adjust the investment capital in operating member companies to ensure compliance with legal provisions and The Corporation's business strategies and plans in each period.

3. The rights and obligations of the Corporation's authorized representatives in member companies shall be defined by regulations issued by the Board of Directors and in each specific decision to appoint authorized representatives.

4. The Corporation will not directly decide or directly participate in the management of member companies but will exercise the rights of a shareholder or capital contributor through authorized representatives who are members of the Member Council/Board of Directors or at the General Meeting of Shareholders of those companies. This provision does not preclude the right of The Corporation's authorized representatives to perform management and executive roles in member companies.

5. Contracts, transactions, and other relationships between the parent and member companies must be established and implemented independently and equally under the conditions applicable to independent legal entities.

Article 50. General Coordination between the Parent and Member Companies

The parent and member companies shall cooperate in the following ways:

1. Establish general operating regulations based on the agreement between the parent company and its member companies.

2. The parent company utilizes the rights and obligations of a member or contributing shareholder in member companies to organize and implement joint activities:

a. Develop and implement a shared development strategy and business plan;
b. Provide strategic business direction, allocate operational areas, and define the production and business lines of member companies;

c. Organize financial, accounting, and statistical tasks, including preparing financial statements for member companies and consolidated financial statements;

- d. Establish, manage, and utilize centralized funds of the entire Corporation in accordance with legal regulations;
 - dd. Manage and utilize land and mineral resources (if any);
 - e. Manage labor, salaries, healthcare, training, and human resource development;
 - g. Oversee occupational safety, disaster prevention, and environmental protection;
 - h. Manage the application of science and technology;
 - i. Name member companies; utilize the name and brand of Sonadezi;
 - k. Manage administrative and external affairs for the entire Corporation;
 - l. Manage emulation and commendation, culture, sports, and social community activities;
 - m. Develop and organize the implementation of management and operational regulations, as well as standards and norms applied uniformly throughout the Corporation.;
 - n. Other activities.
3. Coordination between the parent company and member companies must comply with legal regulations, this Charter, the charters of member companies, agreements between the parent company and member companies, and the parent company's role in each collaborative activity with member companies.

CHAPTER XIV. PROFIT DISTRIBUTION

Article 51. Profit Distribution

1. Annually, after distributing profits to affiliated capital contributors according to signed economic contracts (if any), offsetting losses from previous years (if any), the Corporation shall allocate funds from profit after tax, including: development investment fund, employee welfare and reward fund, and management bonus fund as regulated.
2. The General Meeting of Shareholders decides the annual dividend payout rate and method from the Corporation's retained earnings.
3. The Corporation does not pay interest on dividend payments or payments related to any type of share.
4. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of the dividend in shares, and the Board of Directors is the body that implements this decision.
5. The Board of Directors may decide to advance dividends within the plan approved by the General Meeting of Shareholders if it deems this payment consistent with the Corporation's profitability.

6. If dividends or other amounts related to a type of share are paid in cash, the Corporation must pay in Vietnamese Dong. Payment can be made directly or through banks based on detailed bank account information provided by the shareholder. If the Corporation has transferred funds according to the detailed bank information provided by the shareholder, but the shareholder does not receive the money, the Corporation is not responsible for the amount transferred to this shareholder. Dividend payments for shares can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

7. Pursuant to the Law on Enterprise and the Law on Securities, the Board of Directors shall approve a resolution specifying a date to finalize the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notifications, 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. Carry the loss forward to the following year according to current regulations, and the General Meeting of Shareholders must decide on remedial measures.

b. In the event that the Corporation incurs losses for many consecutive years without remedy, the General Meeting of Shareholders will consider deciding on handling measures according to the Law on Bankruptcy.

9. Other issues related to profit distribution are implemented according to legal regulations.

CHAPTER XV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 52. Bank Accounts

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

2. With prior approval from competent authorities, if necessary, the Corporation may open bank accounts abroad in accordance with legal regulations.

Article 53. Fiscal Year

The Corporation's fiscal year begins on the first day of January and ends on December 31. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31 immediately following.

Article 54. Accounting System

1. The accounting system used by the Corporation is the enterprise accounting system or a specific accounting system issued or approved by a competent authorities.
2. The Corporation maintains accounting books in Vietnamese and keeps accounting records in accordance with accounting laws and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Corporation's transactions.
3. The Corporation uses Vietnamese Dong as the accounting currency unit.

CHAPTER XVI. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 55. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Corporation must prepare annual financial statements according to legal regulations, and the annual financial statements must be audited as prescribed in Article 57 of this Charter. The Corporation publishes the audited annual financial statements according to regulations on securities and submits them to competent state authorities.
2. Annual financial statements must include complete reports, appendices, and explanations as prescribed by Law on enterprise accounting. Annual financial statements must reflect truthfully and objectively the Corporation's operational status.
3. The Corporation must prepare and publish reviewed semi-annual financial statements and quarterly financial statements according to regulations on the securities market and submit them to the competent state agencies.

Article 56. Annual Report

The Corporation must prepare and publish an Annual Report in accordance with regulations on securities.

CHAPTER XVII. AUDIT

Article 57. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of these firms to audit the Corporation's Financial Statements.
2. The audit report is attached to the Corporation's annual financial statements.
3. The independent auditor conducting the audit of the Corporation's financial statements may attend General Meeting of Shareholders meetings and is entitled to receive notices and other information related to the General Meeting of Shareholders

meetings and to speak at the meeting on matters related to the audit of the Corporation's financial statements.

CHAPTER XVIII. SEAL OF THE CORPORATION

Article 58. Seal of the Corporation

1. The Corporation's seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature as prescribed by law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form, and content of the seals of the Corporation, its branches, and representative offices (if any).

3. The Board of Directors and the General Director use and manage the seal in accordance with current law.

CHAPTER XIX. DISSOLUTION OF THE CORPORATION

Article 59. Dissolution of the Corporation

1. The Corporation may be dissolved in the following cases:

a. Dissolution pursuant to a resolution or decision of the General Meeting of Shareholders;

b. Revocation of the Business Registration Certificate, unless otherwise provided by the Law on Tax Administration;

c. Other cases as prescribed by law.

2. The dissolution of the Corporation, as decided by the General Meeting of Shareholders, shall be implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as regulated.

3. Procedures for the dissolution of the Corporation

The dissolution of the Corporation as prescribed in Clause 1 of this Article shall be carried out as follows:

a. The General Meeting of Shareholders passes a resolution or decision to dissolve the Corporation. In case of dissolution due to revocation of the Business Registration Certificate or by a court decision, within 10 days from the date of receipt of the decision to revoke the Business Registration Certificate or the effective court decision, the Corporation must convene a General Meeting of Shareholders to pass a resolution to decide on the dissolution.

b. The resolution or decision to dissolve the Corporation must include the following main contents:

- Name and address of the Corporation's head office;
- Reasons for dissolution;

- The deadline, procedures for liquidating contracts and paying the Corporation's debts;

- Plan for handling obligations arising from labor contracts;

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

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

d. Within 07 working days from the date of passage, the resolution, decision on dissolution, and minutes of the meeting must be sent to the Business Registration Authority, tax authority, and employees of the Corporation. The resolution or decision on dissolution must be posted on the National Business Registration Portal and publicly posted at the head office, branches, and representative offices of the Corporation.

If the Corporation still has outstanding financial obligations, it must submit a resolution, a liquidation Decision, and a debt settlement plan to creditors, individuals with rights, obligations, and related interests. The debt settlement plan must include the creditor's name and address; the debt amount, due date, location, and method of debt payment; and the method and timeframe for resolving creditor complaints.

dd. The legal representative shall submit the liquidation documents to the Business Registration Authority within 05 working days from the date of full payment of the Corporation's debts.

Article 60. Liquidation

1. After the Decision to dissolve the Corporation, the Board of Directors must establish a Liquidation Committee consisting of 03 members: 02 members appointed by the General Meeting of Shareholders and 01 member appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Corporation's employees or independent experts. All costs related to the liquidation shall be prioritized by the Corporation for payment before other debts of the Corporation.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority the date of establishment and the date of commencement of operations. From that time, the Liquidation Committee represents the Corporation in all matters relating to the liquidation of the Corporation before the Court and administrative agencies.

3. Cash proceeds from the liquidation shall be paid in the following order:

a. Costs of disposal;

b. Salary debts, severance allowances, social insurance, health insurance, unemployment insurance as prescribed by law, and other benefits of employees according to the collective labor agreement and signed labor contracts;

c. Tax debts;

d. Other debts;

dd. The remainder after paying all debts from points a to d above shall be distributed to shareholders. Preferred shares (If any) shall be paid first.

CHAPTER XX. INTERNAL DISPUTE RESOLUTION

Article 61. Internal Dispute Resolution

1. In the event of a dispute or complaint related to the Corporation's operations or to the rights and obligations of shareholders as prescribed in this Charter, the Law on Enterprise, or other legal regulations between:

a. Shareholders and the Corporation;

b. Shareholders with the Board of Directors, Board of Supervisors, General Director, or other executives,

The parties involved shall attempt to resolve the dispute through negotiation and conciliation. Except for disputes related to 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 information related to the dispute within 15 working days from the date the dispute arises. In the event of a dispute related to 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 as a mediator for the dispute resolution process.

2. In case no mediation Decision is reached within 06 weeks from the commencement of the mediation process, or if the decision of the mediator is not accepted by the parties, any party may submit the dispute to the competent Court.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. Payment of Court costs shall be executed in accordance with the Court's Judgment/Decision.

CHAPTER XXI. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 62. Amendments and Supplements to the Charter

1. Amendments and supplements to this Charter must be considered and approved by the General Meeting of Shareholders.

2. In cases where the law has regulations related to the operations of the Corporation not yet mentioned in this Charter or in cases where there are new legal regulations different from the content of this Charter, those regulations shall apply to govern the operations of the Corporation.

CHAPTER XXII. EFFECTIVE DATE


Article 63. Effective date

1. This Charter, consisting of 22 chapters and 63 articles, was approved by the General Meeting of Shareholders of Sonadezi Corporation under Resolution No. 96/NQ-SNZ-QTTH dated 2025-04-25, replacing the Charter dated 2021-04-28.

2. This Charter is made in 07 copies, having equal value, and must be kept at the Corporation's head office, with 01 copy registered at the Business Registration Authority.

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

4. Copies or extracts of this Charter are valid when signed by the Chairman of the Board of Directors or the General Director.

“In case of any discrepancy or different understanding between the information in English and Vietnamese, the information in Vietnamese shall prevail.” 

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**



Tran Thanh Hai

APPENDIX NO. 01/PLDL**Attached to the Charter of Sonadezi Corporation
Sixth amendment and supplement on 2025-04-25**

No.	Business lines	Business Code
1	Scrap recycling.	3830
2	Retail sale of motor fuels in specialized stores.	4730
3	Site preparation.	4312
4	Other uncategorized professional, scientific and technical activities: Assessment and treatment of environmental impacts on civil works.	7490
5	Construction of other civil engineering works.	4299
6	Electrical system installation.	4321
7	Real estate business, land use rights owned by owners, users or leased.	6810
8	Real estate consulting, brokerage, auction, land use rights auction: Real estate valuation, real estate consulting, real estate advertising, real estate auction, real estate management, real estate trading floor.	6820
9	Other sports activities.	9319
10	Activities of amusement parks and theme parks.	9321
11	Wholesale of solid, liquid, gaseous fuels and related products.	4661
12	Construction of railway works.	4211
13	Construction of road works.	4212
14	Construction of residential buildings.	4101
15	Construction of non-residential buildings.	4102
16	Installation of water supply, drainage, heating and air conditioning systems.	4322
17	Installation of other construction systems.	4329
18	Advertising.	7310
19	Market research and public opinion polling.	7320
20	Organization of trade introduction and promotion.	8230

No.	Business lines	Business Code
21	Other business support service activities n.e.c.	8299
22	Short-term accommodation services.	5510
23	Integrated support services.	8110
24	General house cleaning.	8121
25	Industrial cleaning and specialized construction.	8129
26	Landscape care and maintenance services.	8130
27	Management consulting activities: Investment project development consulting, bidding consulting, construction investment project management, consulting on inspection and certification of construction quality conformity, and construction quality assessment and inspection.	7020
28	Architectural activities and related technical consulting: Details: - Design, appraisal, and verification of urban planning designs up to class II, general site plans for architectural works, civil and industrial works, interior and exterior design, structural design for public works, housing, electrical works with voltage below 35 KV, surveying, and drawing various types of maps. - Supervision of civil and industrial construction and completion works. - Supervision of road construction and completion works.	7110
29	Technical inspection and analysis.	7120
30	Wholesale of other machinery, equipment, and parts: Wholesale and installation of construction machinery and equipment.	4659
31	Commodity brokerage, agency, and auction.	4610
32	Warehousing and storage of goods.	5210
33	Support services for rail transport.	5221
34	Support services for road transport.	5225
35	Support services for waterway transport.	5222
36	Cargo handling.	5224
37	Other support services related to transport.	5229
38	Drainage and wastewater treatment.	3700
39	Collection of non-hazardous waste.	3811

No.	Business lines	Business Code
40	Collection of hazardous waste.	3812
41	Treatment and disposal of non-hazardous waste.	3821
42	Treatment and disposal of hazardous waste.	3822
43	Operation of sports facilities.	9311
44	Operation of sports clubs.	9312
45	Other uncategorized amusement and recreation activities.	9329
46	Construction of other public works.	4229
47	Demolition.	4311
48	Completion of construction projects.	4330
49	Other specialized construction activities.	4390
50	Other retail sale in non-specialized stores: Supermarket business.	4719
51	Wholesale of other construction materials and equipment.	4663
52	Water exploitation, treatment, and supply.	3600
53	Manufacture of concrete, cement, and plaster products.	2395
54	Manufacture of metal structural components.	2511
55	Pollution treatment and other waste management activities.	3900
56	Stone, sand, gravel, and clay quarrying.	0810

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**



Tran Thanh Hai