

**SONADEZI CORPORATION
INDUSTRIAL URBAN
DEVELOPMENT JOINT STOCK
COMPANY NO. 2 (D2D)**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: *127*/CV-D2D-TCHC

Dong Nai, April 23th, 2026

EXTRAORDINARY INFORMATION DISCLOSURE

To:

- The State Securities Commission
- Ho Chi Minh City Stock Exchange

1. Name of organization: **Industrial Urban Development Joint Stock Company No. 2**

- Stock code: **D2D**

- Address: 47, D9 street, Vo Thi Sau residential area, Vinh Thanh quarter, Tran Bien ward, Dong Nai province, Viet Nam.

- Telephone: 0251 3817742

Fax: 0251 3817768

- E-mail: d2d@d2d.com.vn

2. Contents of disclosure: The Company Charter dated April 22, 2026 pursuant to the Resolution of the Annual General Meeting of Shareholders 2026 and Term V (2026-2031), and the 16th amended Enterprise Registration Certificate dated April 22, 2026.

3. This information was published on the company's website on April 23th, 2026 as in the link <http://www.d2d.com.vn>.

We hereby certify that the information provided is true and correct and we take the full responsibility to the law.

Attached documents:

- The Company Charter.

**Organization representative
LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOD**



Wall
Nguyen Van Tuan



SONADEZI CORPORATION
INDUSTRIAL URBAN DEVELOPMENT JOINT STOCK COMPANY NO. 2

Address: No. 47, D9 Street, Vo Thi Sau Residential Area, Tran Bien Ward,
Dong Nai Province

Telephone: 84.251.3817 742

Fax: 84.251.3817 768

Email: d2d@d2d.com.vn

Website: <http://www.d2d.com.vn>

COMPANY CHARTER



DONG NAI, APRIL 22, 2026

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CHAPTER I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Explanation 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; Law No. 76/2025/QH15 dated June 17, 2025;
- 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.
- e. "Executives" is the General Director, Deputy General Director, Chief Accountant.
- f. "Relatives of a person" includes: wife, husband, father, mother, foster father, foster mother, father-in-law, mother-in-law, stepfather, stepmother, children, adopted children, son-in-law, daughter-in-law, brother, sister, brother-in-law, sister-in-law, wife's brother, husband's brother, wife's sister, husband's sister, wife's sibling, husband's sibling.
- g. "Affiliated persons" is an individual or organization as defined 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. "Shareholder" is an individual or organization owning at least one share of the company;
- j. "Common shareholder" is a shareholder owning common shares;
- k. "Major shareholder" is a shareholder owning 5% or more of the company's voting 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 used for convenience of understanding the content and do not affect the content of this Charter.

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

Article 2. Name, type of business, headquarters, branches, representative offices, and operating period of the company

1. Name of company

- Vietnamese name: INDUSTRIAL URBAN DEVELOPMENT JOINT STOCK COMPANY NO. 2

- English name: INDUSTRIAL URBAN DEVELOPMENT JOINT STOCK COMPANY NO 2

- Trading name: INDUSTRIAL URBAN DEVELOPMENT JOINT STOCK COMPANY NO. 2

- Abbreviated name: D2D COMPANY

- Company logo: 

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

3. The registered office of the company is:

- Address: No. 47, D9 Street, Vo Thi Sau Street Residential Area, Vinh Thanh Quarter, Tran Bien Ward, Dong Nai Province, Vietnam

- Telephone: (0251) 3817742

- Fax: (0251) 3817768

- Email: d2d@d2d.com.vn

- Website: <http://www.d2d.com.vn>

4. Name and address of the branch:

- Branch name: Branch of Industrial Urban Development Joint Stock Company No. 2

- Branch address: Chau Duc Industrial Park, Ngai Giao Commune, Ho Chi Minh City, Vietnam

5. The company may establish branches and representative offices in the business area to implement the company's operational objectives in accordance with the Board of Directors' decisions and within the permissible legal framework.

6. Except for cases of dissolution under Article 55 of this Charter, the company operates indefinitely.

Article 3. The Legal representative of the company

1. The company has 01 (one) legal representative. The Chairman is the legal representative of the company.

2. Rights and obligations of the legal representative:

a. The legal representative of the company is the person that, on behalf of the company, exercises and performs the rights and obligations derived from the company's transactions, acts as the plaintiff, defendant or person with relevant interests and duties before in court, arbitration.

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. TARGETS, SCOPE OF BUSINESS AND OPERATION OF COMPANY

Article 4. Business lines and objectives

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

2. Objectives of the company: Mobilize and effectively utilize capital for the development of production and trading of goods according to the permitted functions and business lines. At the same time, aim to improve efficiency and maximize profits, create jobs and stable income for employees, increase returns for shareholders, fulfill obligations to the State Budget, contribute positively to the prosperity and development of society, and continuously develop the company.

Article 5. Scope of business and operations

The company is permitted to conduct business activities in the industries specified in this Charter, which have been registered and notified of changes in registration content to the business registration agency and published on the National Business Registration Portal.

CHAPTER IV. CHARTER CAPITAL, SHARES

Article 6. Charter capital, shares

1. The Charter capital of the company is 303,047,580,000 VND (Three hundred and three billion forty-seven million five hundred and eighty thousand VND).

The total Charter capital of the company is divided into 30,304,758 common shares, with a par value of 10,000 VND/share.

2. The company may change its Charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.

3. All shares of the company on the date of approval of this Charter are common shares.

4. The company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with legal regulations.

5. Common shares must be offered preferentially to existing shareholders in proportion to their ownership of common shares in the company, unless otherwise decided by the General Meeting of Shareholders. Shares not fully subscribed by shareholders will be decided by the Board of Directors of the company. The Board of Directors may distribute such shares to subjects under conditions and in a 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.

The company may repurchase its own issued shares in the manners prescribed in this Charter and applicable law.

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

Article 7. Share Certificates

Shareholders of the company are issued share certificates corresponding to the number and type of shares they own.

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

Within 30 days from the date of submitting a complete application for share transfer or within 2 months from the date of full payment for the shares or another period specified in the issuance plan, shareholders shall be issued share certificates. Shareholders are not required to pay the company for the cost of printing share certificates.

In case shares are lost, damaged, or destroyed in any other form, the shareholder shall be re-issued shares by the company upon the shareholder's 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 issued by the company shall bear the signature of the legal representative and the company's seal.

Article 9. Share Transfer

All shares are freely transferable unless otherwise provided by this Charter and applicable law. For company shares listed on HOSE, the transfer is carried out in accordance with the provisions of the law on securities and the securities market.

Unpaid shares may not be transferred and shall not be entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase charter capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

In the event of the death of an individual shareholder, the heir by will or by law of that shareholder shall be a shareholder of the company. 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.

A shareholder has the right to gift part or all of their shares to another person; to use shares to pay debts. In this case, the recipient of the gift or the person receiving the shares as debt payment shall be a shareholder of the company after completing the transfer procedures as prescribed in this Charter and relevant laws.

CHAPTER V. MANAGEMENT ORGANIZATION STRUCTURE

Article 10. Management Organization Structure

The company's management organization structure includes:

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

Common shareholders have the following rights:

a. To attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or other forms as prescribed by the company's internal regulations on corporate governance, this Charter, and applicable law; Each common share has one vote.

b. Receive dividends at the rate decided by the General Meeting of Shareholders;

c. Have preemptive rights to purchase newly issued shares corresponding to the percentage of common stock ownership of each shareholder;

d. Freely transfer their shares to others, except as prescribed in Clause 2, Article 9 of this Charter.

e. Review, look up, and extract information about the name and contact address in the list of shareholders entitled to vote; request correction of their inaccurate information;

f. Review, look up, extract, or copy the company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. Upon the company's dissolution or bankruptcy, receive a portion of the remaining assets corresponding to the share ownership ratio in the company;

h. Request the company to repurchase shares in the cases specified in Article 132 of the Law on Enterprise;

i. Be treated equally;

j. Have full access to periodic and extraordinary information disclosed by the company as prescribed by law;

k. Have their legitimate rights and interests protected; 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;

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

2. A shareholder or a group of shareholders holding from 5% of the total common shares have the following rights:

a. Request the Board of Directors to convene a General Meeting of Shareholders in case the Board of Directors seriously violates shareholders' rights, obligations of managers, or makes decisions exceeding the authorized authority, and according to Clause 3 and Clause 4, Article 13 of this Charter.

b. Review, look up, and extract the minutes book and resolutions, 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 company;

c. Request the Board of Supervisors to inspect specific issues related to the management and operation of the company when deemed necessary. The request must be in writing and must include the following contents: 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, and head office address for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire

shareholder group, and the ownership ratio in the total number of shares of the company; the issue to be inspected and the purpose of the inspection;

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

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

3. A shareholder or a group of shareholders owning from 10% of the total common shares have 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, respectively. 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. Be liable for the company's debts and other financial obligations within the limit of the capital contributed to the company;

2. Not withdraw the capital contributed by common shares from the company in any form, except in cases where the company or another person repurchases the shares; in the event that a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this Clause, that shareholder and related persons in the company shall be jointly liable for the company's debts and other financial obligations within the value of the withdrawn shares and any damages incurred;

3. Comply with the Charter and regulations of the company; comply with the resolutions and decisions of the General Meeting of Shareholders, Board of Directors;

4. Keep confidential the information provided by the company as prescribed in this Charter and the law; only use the information provided to exercise and protect their legitimate rights and interests; strictly prohibited from disseminating or copying, sending information provided by the company to other organizations and individuals;

5. Attend the General Meeting of Shareholders and exercise the right to vote through the following forms:

a. Attend and vote directly at the meeting;

b. Authorize another person to attend and vote at the meeting;

c. Attend and vote via online conference, electronic voting or other electronic forms;

d. Send ballots to the meeting via mail, fax, email;

6. Be personally liable when acting on behalf of the company in any form to perform one of the following acts:

- a. Violate the law;
- b. Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c. Pay debts that are not yet due in anticipation of potential financial risks to the company.

7. 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 body of the company. The General Meeting of Shareholders shall meet annually 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 where 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 chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable 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 company's annual financial statements has material exceptions, adverse or disclaimer audit opinions, the company must invite representatives of the auditing organization that audited the company's financial statements to attend the annual General Meeting of Shareholders.

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

- a. The Board of Directors deems it necessary for the benefit of the company;
- b. The number of remaining members of the Board of Directors, 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 a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must be signed by the relevant shareholders, or the request document may be prepared in multiple copies and contain the signatures of all relevant shareholders; the request to convene the meeting must be accompanied by documents and evidence regarding the violations of the Board of Directors, the severity of the violations, or the decision exceeding authority. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and

truthfulness of the documents and evidence provided to the competent authority when requesting to convene a General Meeting of Shareholders;

- d. At the request of the Board of Supervisors;
- e. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors as prescribed in Point b, Clause 3 of this Article or receives the request 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 according to the provisions of 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 a company 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 Agency 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 company. 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 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. Company's annual business plan;
- b. Audited annual financial statements;

c. The Board of Directors' report on the management and performance of the Board of Directors and each member of the Board of Directors;

d. The Board of Supervisors' report on the company's business results, the performance of the Board of Directors, and the General Director;

e. Self-assessment report on the performance of the Board of Supervisors and each member of the Board of Supervisors;

f. 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 company's development orientation;

b. Decide the type of shares and the total number of shares of each type that may be offered for sale;

c. Elect, dismiss, and remove members of the Board of Directors and members of the Board of Supervisors;

d. Decide to invest in or sell assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statements;

e. Decide to amend and supplement the company's Charter;

f. Decide to buy back more than 10% of the total number of shares sold of each type;

g. Review and handle violations of members of the Board of Directors, members of the Board of Supervisors causing damage to the company and the company's shareholders;

h. Decision on reorganization, dissolution of the company;

i. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors, Board of Supervisors;

k. Approve the Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, the Regulations on the Operation of the Board of Supervisors;

l. Approve the list of independent audit organizations to audit the company's financial statements; decide on an independent audit organization to inspect the company's operations, dismiss the independent auditor when deemed necessary;

m. Signing contracts, transactions as prescribed 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 shareholders are organizations.

a. Shareholders that are organizations must authorize individual representatives as follows:

- Shareholders owning less than 10% of the total shares are only authorized 01 representative.

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

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

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

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

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

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

b. In case a shareholder, being an organization, 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 document appointing the authorized representative must be notified to the company and is only effective for the company from the date the company receives the document. The document appointing the authorized representative must include the following main contents:

- Name, enterprise code, address of the shareholder's head office;

- Number of authorized representatives and the corresponding shareholding ratio, capital contribution ratio of each authorized representative;

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

- Authorization period of each authorized representative; clearly stating the starting date of representation;

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

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

- Not belonging to the subjects specified in Clause 2, Article 17 of the Law on Enterprise;

State-owned enterprise shareholders, as defined in point b, clause 1, Article 88 of the Law on Enterprise, may not appoint family members of the enterprise's manager or of the person authorized to appoint said manager as their authorized representatives at the company.

2. Authorization to attend the General Meeting of Shareholders

a. Shareholders, or authorized representatives of shareholders that are organizations, may attend the meeting directly or authorize one or more individuals or other organizations to attend the meeting, including attendance through one of the forms stipulated 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 stipulated 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 the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

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

c. Proxy votes cast by authorized attendees within the scope of their authorization remain valid in the following circumstances:

- The authorizing shareholder has died, has limited civil capacity, or has lost civil capacity;
- The authorizing shareholder has revoked the authorization;
- The authorizing shareholder has revoked the authority of the person who executed the authorization.

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

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

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders, or an 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 must be prepared no later than 10 days before the date of sending the meeting invitation; the company must announce the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration 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 proposed content of the meeting;

e. Determine the time and location of the meeting;

f. Notify and send meeting notices to all shareholders entitled to attend;

g. Other tasks serving the meeting.

3. The invitation to the General Meeting of Shareholders must be sent to all shareholders by a method that ensures delivery to the shareholder's contact address, and simultaneously published on the company's website and the website of the State Securities Commission and the Stock Exchange. The convener of the General Meeting of Shareholders must send the invitation to all shareholders on the list of eligible shareholders no later than 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 related documents pertaining to matters to be voted on at the meeting must be posted on the company's website. The meeting invitation must clearly state the link to all meeting documents for shareholder access, including:

a. Meeting agenda and related documents;

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

c. Ballot papers;

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

4. A shareholder or a group of shareholders, as stipulated in Clause 2, Article 11 of this Charter, has the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the company no later than 5 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 matter proposed for inclusion in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject a proposal as stipulated in Clause 4 of this Article in any 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 ordinary shares as stipulated in Clause 2, Article 11 of this Charter;

c. The proposed matter is not within the decision-making authority 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 stipulated 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 meeting agenda and content if approved by the General Meeting of Shareholders.

Article 17. Conditions for Conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders may proceed when the attending shareholders represent more than 50% of the company's total voting shares.

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

3. If the second meeting does not meet the conditions for proceeding as prescribed in Clause 2 of this Article within 30 minutes from the scheduled opening time, 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 may proceed regardless of the total voting shares of the attending shareholders.

Article 18. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Before the meeting commences, the company must carry out the shareholder registration procedure and must continue the registration until all shareholders entitled to attend the meeting have registered.

2. When registering to attend the meeting, shareholders or their representatives are issued a voting card and a ballot paper, which state the registration number, the name of the shareholder or the name of the shareholder's representative, and the number of voting shares held by that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by voting in favor, against, or abstaining. When voting at the meeting, shareholders raise their voting cards and mark the corresponding box on the ballot paper. After collecting and counting the ballot papers, the total number of

votes in favor, against, abstaining, or invalid for each issue is announced by the chairperson before the end of the meeting.

Shareholders or their proxies arriving after the meeting has commenced may still register and participate in voting immediately after registration; in this case, the validity of previously voted matters remains unchanged.

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 so that the General Meeting of Shareholders can elect a chairperson from among the attendees, and the person with the highest number of votes chairs 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 so that the General Meeting of Shareholders can elect a chairperson, and the person with the highest number of votes chairs the meeting.

c. The chairperson appoints one or more persons to act as secretary of the meeting.

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

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

The convener or chairperson of the General Meeting of Shareholders has the right to take necessary and reasonable measures to organize and conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees, including:

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

b. Requesting competent authorities to maintain order at the meeting; 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 do not comply with security inspection requirements.

c. Arranging seating at the meeting venue.

d. Ensuring the safety of everyone present at the meeting venues.

e. Facilitating shareholder participation (or continued participation) in the meeting.

The chairperson has the right to postpone the General Meeting of Shareholders, for which the maximum number of registered attendees has been reached, for a period not exceeding three 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 sufficient and 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. Attendees obstruct or disrupt order, posing a risk that the meeting cannot be conducted fairly and lawfully.

If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be valid and enforceable.

Online General Meeting of Shareholders shall be conducted in accordance with the company's internal regulations on corporate governance.

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

1. The General Meeting of Shareholders shall adopt resolutions within its competence by voting at the meeting or by written opinion.
2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the General Meeting of Shareholders:
 - a. Approval of the audited annual financial statements;
 - b. Company development orientation;
 - c. Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors.
 - d. Company reorganization or dissolution.

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

1. Resolutions of the General Meeting of Shareholders on the following matters shall be adopted if approved by at least 65% of the total votes of all shareholders attending and voting at the meeting:
 - a. Type of shares and total number of shares of each type to be offered for sale;
 - b. Change of business lines, industries, and fields;
 - 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 company's latest financial statements;

d. Company reorganization or dissolution.

2. The voting for 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 company's internal regulations on corporate governance.

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

4. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and Approval the resolutions violate the provisions of the Law on Enterprise and these Articles of Association.

Article 21. Authority and Procedures for Obtaining Written Opinions of Shareholders for Approval Resolutions of the General Meeting of Shareholders

1. The Board of Directors has the right to obtain written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the company, except for the cases specified in Clause 2, Article 19 of these Articles of Association.

2. The Board of Directors shall prepare voting ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning the voting ballots. The compilation of the list of shareholders to send voting ballots shall be carried out in accordance with Point a, Clause 2, Article 16 of these Articles of Association. The requirements and procedures for sending voting ballots and accompanying documents shall comply with Clause 3, Article 16 of these Articles of Association, except for the time requirement.

3. Voting ballots must include the following main contents:

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

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, address of the head office 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 votes of the shareholder;

d. Issues requiring voting for approval;

e. Voting options include approval, disapproval, and abstention for each issue;

- f. Deadline for submitting completed voting ballots to the company;
- g. Full name and signature of the Chairman.

4. Shareholders may submit completed voting ballots to the company by mail, fax, or email as follows:

- a. For mail submissions, completed voting ballots must be signed by the individual shareholder, authorized representative, or legal representative of the institutional shareholder. Ballots must be submitted in sealed envelopes and must not be opened before the vote count;

- b. For fax or email submissions, voting ballots must remain confidential until the vote count;

- c. Ballots submitted after the deadline specified on the ballot, or opened prematurely (in the case of mail), or disclosed (in the case of fax or email), are invalid. Unsubmitted ballots are considered abstentions.

5. The Board of Directors conducts the vote count and prepares the vote counting minutes, witnessed by the Board of Supervisors or a shareholder not holding a management position in the company. The vote counting minutes must include the following key information:

- a. Company name, registered address, and company code;

- b. Purpose and issues requiring voting for resolution approval;

- c. Number of shareholders and total votes cast, specifying the number of valid votes, invalid votes, and voting methods, along with an appendix listing participating shareholders;

- d. Total votes for, against, and abstentions for each issue;

- e. Approved issues and their corresponding approval rates;

- f. Full name and signature of the Chairman, vote counters, and vote count supervisors.

Board members, vote counters, and vote count supervisors are jointly responsible for the accuracy and integrity of the vote counting minutes and for any damages arising from decisions approved based on inaccurate or dishonest vote counting.

6. The vote counting minutes and resolutions must be published on the company's website within 24 hours of the vote count's conclusion and disclosed according to securities market regulations.

7. Completed voting ballots, vote counting minutes, full text of approved resolutions, and related documents submitted with the ballots must be kept at the company's headquarters.

8. Resolutions on the following matters are adopted through written shareholder voting with the approval of shareholders holding at least 65% of the total voting shares of all shareholders entitled to vote:

- a. Type 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 asset sales with a value of 35% or more of the total assets recorded in the company's most recent financial statements;
- e. Company reorganization or dissolution;

9. Except for the matters specified in Clause 8 of this Article, resolutions on other matters adopted through written shareholder voting require the approval of shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.

10. The Resolution is passed by obtaining shareholder approval in writing according to this Article and has the same validity as a resolution passed at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and can be audio-recorded or recorded and stored in other electronic forms. The minutes must be written in Vietnamese and include the following main content:

- a. Name, address of the head office, and company code;
- b. Time and place of the General Meeting of Shareholders;
- c. Meeting agenda and content;
- d. Full name of the chairperson and secretary;
- e. Summary of the meeting proceedings and comments made at the General Meeting of Shareholders on each issue on the agenda;
- f. Number of shareholders and total votes of shareholders attending the meeting, appendix of the shareholder registration list, representatives of shareholders attending the meeting with corresponding shares and votes;
- g. Total votes for each voting issue, clearly stating the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding percentage of the total votes of shareholders attending the meeting;
- h. Issues approved and the corresponding percentage of approving votes;
- 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 include all the content as 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 shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. The Resolution, 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 company's website within 24 hours of the end of the meeting and information must be disclosed according to the law on the securities market.

4. The Resolution, Minutes of the General Meeting of Shareholders, appendix of the list of registered shareholders attending the meeting with shareholders' signatures, proxies for attending the meeting, all documents attached to the Minutes (if any), and relevant documents attached to the meeting invitation must be kept at the company's head office.

Article 23. Request to cancel the Resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the Resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting of the General Meeting of Shareholders, a shareholder or a group of shareholders as prescribed 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 Resolution of the General Meeting of Shareholders in the following cases:

1. The 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 Resolution violates the law or this Charter.

CHAPTER VII. Board of Directors

Article 24. Nomination and Recommendation of Members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information, family relationships as stipulated in Clause 22, Article 4 of the Law on Enterprise, and must commit to performing their duties honestly, carefully, and in the best interests of the company if elected as a member of the Board of Directors. Information related to 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 positions on the Board of Directors/ Members' Council of other companies);
- đ. Interests related to the company and its related parties;
- e. Information about companies where the candidate is currently holding the position of member of the Board of Directors/ Members' Council, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders have the right to combine their voting rights to nominate Member of the Board of Directors candidates. 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% may nominate a maximum of 02 candidates; from 30% to less than 40% may nominate a maximum of 03 candidates; from 40% to less than 50% may nominate a maximum of 04 candidates; from 50% to less than 60% may nominate a maximum of 05 candidates; from 60% to less than 65% may nominate a maximum of 06 candidates; from 65% or more may nominate a maximum of 07 candidates.

3. In the event that the number of Member of the Board of Directors candidates through nomination and self-nomination is still not sufficient 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. Have professional qualifications and experience in business administration or in the company's business field, industry, or profession, and not necessarily be a shareholder of the company;
- c. May only concurrently be a member of the Board of Directors or Members' Council at a maximum of 05 other companies;
- d. Must not be a family member of:
 - The General Director and other managers of the company;
 - Managers, persons with the authority to appoint managers of Sonadezi Corporation;

5. Independent Members of the Board of Directors must meet the following standards and conditions:

a. Not a person currently working for the company, the Parent company of the company; not a person who has worked for the company, the Parent company of the company for at least 03 consecutive years prior;

b. Not a person currently receiving salary, remuneration from the company, except for allowances that Members of the Board of Directors are entitled to according to regulations;

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

d. Not directly or indirectly owning at least 1% of the total voting shares of the company.

e. Not having been a member of the Board of Directors or the Board of Supervisors of the company for at least five consecutive years prior, unless appointed for two consecutive terms.

Article 25. Composition and Term of the Board of Directors

1. The number of members of the Board of Directors is 7.

2. The term of office of a member of the Board of Directors shall not exceed five years and may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors complete their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace and take over their duties.

3. The structure of the Board of Directors must ensure that at least 02 members of the Board of Directors are non-executive members.

4. The minimum number of independent members of the Board of Directors is 2. An individual may only be elected as an independent member of the Board of Directors of a company for a maximum of two consecutive terms. An independent member of the Board of Directors must notify the Board of Directors of no longer meeting the standards and conditions specified in Clause 5, Article 24, and shall automatically cease to be an independent member of the Board of Directors from the date of no longer meeting such standards and conditions. The Board of Directors must announce the case of an independent member of the Board of Directors no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within six months from the date of receiving the notification from the relevant independent member of the Board of Directors.

5. Dismissal, Removal, Replacement, and Supplement of Members of the Board of Directors:

a. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the event that such member does not meet the standards and conditions as prescribed in 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 in the event that such member does not participate in the activities of the Board of Directors for six 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 5.

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 Board members is reduced by more than one-third ($1/3$) compared to the number of members 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 ($1/3$).

e. 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 company, having full authority on behalf of the company to decide and exercise the rights and obligations of the company, except for the rights and obligations of the General Meeting of Shareholders.

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

a. Decision on strategies, medium-term development plans, and annual business plans of the company;

b. Propose the types of shares and the total number of shares offered for sale for each type;

c. Decision on selling unsold shares within the authorized offering limit for each share type; decision on raising additional capital through other methods;

d. Decision on the selling price of the company's shares and bonds;

e. Decision on share buybacks as stipulated in Clause 1 and Clause 2, Article 133 of the Law on Enterprise;

f. Decision on investment plans and investment projects within the authorized scope and limits as prescribed by law;

- g. Decision on solutions for market development, marketing, and technology;
- h. Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or greater than 50% of the company's charter capital, 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. Elect, dismiss, and remove the Chairman; appoint, dismiss, sign contracts, terminate contracts, decide salaries, bonuses, and other benefits for the General Director, Head of Internal Audit, and other executives; appoint representatives of the company's capital in other enterprises, decide bonuses and other benefits for these individuals;
- j. Supervise and direct the General Director and other executives in the daily business operations of the company;
- k. Decision on the organizational structure of the company, except for the management organizational structure specified in Article 10 of this Charter; decision on the company's internal management regulations, except for regulations under the authority of the General Meeting of Shareholders; decision on the establishment of subsidiaries, branches, and representative offices; decision on capital contribution and purchase of shares in other enterprises;
- l. Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or obtain opinions for the General Meeting of Shareholders to pass resolutions;
- m. Submit the audited annual financial statements to the General Meeting of Shareholders;
- n. Propose the dividend payment rate; decide the time limit and procedures for dividend payment or handling of losses incurred during business operations;
- o. Propose the reorganization or dissolution of the company; request bankruptcy of the company;
- p. Decision on issuing the Board of Directors' operational regulations and internal regulations on corporate governance after being approved by the General Meeting of Shareholders;
- r. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Person in charge of Corporate Governance, and other managers of the company;
- s. Carry out the payment of dividends to shareholders in accordance with the law after being approved by the annual General Meeting of Shareholders;
- t. 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 for members of the Board of Directors

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

4. Members of the Board of Directors are entitled to receive bonuses according to the Company's Bonus Regulations. The bonus level for the Chairman and each member of the Board of Directors temporarily paid during the year shall be approved by the Board of Directors and shall be submitted to the nearest annual General Meeting of Shareholders for approval.

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

6. Members of the Board of Directors holding executive positions, working in Board committees, or performing tasks beyond the usual duties of a Board member may receive additional remuneration as a lump-sum payment, salary, commission, profit percentage, or other forms 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 General Meeting of Shareholders, Board of Directors, or committee meetings.

Article 28. Chairman

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

2. The Chairman cannot concurrently hold the position of General Director.

3. The Chairman has the following rights and obligations:

a. Establish the Board of Directors' operational plans and programs;

b. Prepare programs, content, and documents for meetings; convene, preside over, and chair Board meetings;

- c. Organize the Approval of Board resolutions and decisions;
- d. Supervise the implementation of Board resolutions and decisions;
- e. Preside over the General Meeting of Shareholders;
- f. Other rights and obligations as per the Law on Enterprise and these Articles of Association.

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

5. If the Chairman is absent or unable to perform their duties, they must authorize another member in writing to exercise their rights and obligations. If there is no authorized person or if the Chairman dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative handling at a compulsory detoxification or education facility, has absconded from their residence, has limited or lost civil act capacity, has cognitive or behavioral difficulties, is prohibited by the Court from holding a position or practicing a certain profession, the remaining members will elect one among themselves to serve as Chairman by a majority vote until a new decision is made by the Board of Directors.

Article 29. Board of Directors Meetings

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 election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes. In the event that more than 01 member has the same highest number of votes, the members shall vote by majority rule to select 01 person among them to convene the Board of Directors meeting.

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

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

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

4. 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 competence of the Board of Directors.

5. The Chairman must convene a Board of Directors meeting within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case the Chairman fails to convene the Board of Directors meeting as requested, the Chairman shall be responsible for any damages incurred by the

company; the requester has the right to replace the Chairman to convene the Board of Directors meeting.

6. The Chairman or the convener of the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must clearly specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the member's ballot. The Board of Directors meeting invitation can be sent by invitation letter, text message, email, fax, or other electronic means ensuring delivery to the contact address of each Member of the Board of Directors registered at the company.

7. The Chairman or the convener shall send the meeting invitation and accompanying documents to the members of the Board of Supervisors as 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 held when at least three-quarters (3/4) of the total number of members attend the meeting. If the meeting convened as prescribed in this clause does not have enough members attending as prescribed, a second meeting shall be convened within 07 days from the date of the first scheduled meeting. In this case, the meeting is held if more than half of the Board of Directors members attend.

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 directly at the meeting;
- b. Authorizing another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c. Attending and voting via online conference, electronic voting, or other electronic forms;
- d. Sending ballots to the meeting via mail, fax, or email;

10. In case of sending ballots to the meeting by mail, the ballots must be in sealed envelopes and must be delivered to the Chairman at least 01 hour before the opening. Ballots shall only be opened in the presence of all attendees.

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

12. The Board of Directors adopts resolutions and decisions by voting at meetings or by obtaining written opinions. Each Board member has one vote. Resolutions and decisions of the Board of Directors are passed if approved by a

majority of members; in the event 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 company. The Person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprise.

2. The Person in charge of corporate governance must not concurrently work for the audit firm currently auditing the company'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 company 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;

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

f. 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 company'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. THE GENERAL DIRECTOR, OTHER EXECUTIVES

Article 31. Management Structure

The company's management system must ensure that the management structure is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the company's daily business operations. The company has a General Director and other executives. The appointment,

removal, or dismissal of executive positions must be approved by resolutions or decisions of the Board of Directors..

Article 32. Company executives

1. At the proposal of the General Director and with the approval of the Board of Directors, the company may recruit other executives with the number and standards appropriate to the company's organizational structure and management regulations as prescribed by the Board of Directors. Company executives must be responsible for supporting the company 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. Executive salaries are included in the company's business expenses under the provisions of the Law on corporate income tax, are shown as a separate item in the company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

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

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

2. The General Director manages the company's daily business operations; is supervised by the Board of Directors; and is responsible to the Board of Directors and before the law for the execution of assigned rights and obligations.

3. The General Director's term is 05 years and is renewable for an unlimited number of terms.

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

- a. Not be subject to the provisions of Clause 2, Article 17 of the Law on Enterprise;
- b. Not be a family member of:

- The manager or member of the Board of Supervisors of Sonadezi Corporation;

- The manager or member of the Board of Supervisors of the company;

- The representative of the State capital at Sonadezi Corporation;

- The representative of Sonadezi Corporation's capital at the company.

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

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

- a. Decide on matters related to the company's daily business operations that are not under the authority of the Board of Directors;

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

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

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

e. Appoint, dismiss, and remove Heads and Deputy Heads of departments and committees of the company, Directors and Deputy Directors of branches with the opinion of the Board of Directors, except for positions under the authority of the Board of Directors;

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

g. Recruit employees;

h. Propose 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 can dismiss the General Director when a majority of Board members with voting rights attending the meeting agree and appoint a new General Director as a replacement.

CHAPTER IX. BOARD OF SUPERVISORS

Article 34. Nomination of the member of the Board of Supervisors

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

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

3. In the event that the number of Board of Supervisors candidates nominated is insufficient, the incumbent Board of Supervisors may nominate additional candidates. The incumbent Board of Supervisors's introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect Board of Supervisors members.

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

a. Not be subject to the provisions of Clause 2, Article 17 of the Law on Enterprise;

b. Possess training in one of the following specializations: economics, finance, accounting, auditing, law, business administration, or a specialization relevant to the company's business operations;

c. Not be a family member of:

- The member of the Board of Directors, General Director, or other managers of Sonadezi Corporation;

- The member of the Board of Directors, General Director, or other managers of the company;

- The representative of the State capital at Sonadezi Corporation;

- The representative of Sonadezi Corporation's capital at the company.

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

e. Not be an employee in the company's accounting or finance department;

f. Not be a member or employee of the independent audit firm that audited the company'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 Board of Supervisors member shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. The member of the Board of Supervisors shall be dismissed in the following cases:

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

b. Submits a resignation letter and it is approved;

3. The 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 violates the obligations of a Board of Supervisors member as prescribed by the Law on Enterprise and this Charter;

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

Article 36. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall follow the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must

have at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or a major related to the company'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, General Director, and other executives to provide relevant information to report to the Board of Supervisors;
- c. Prepare and sign the Report of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 37. Rights and Obligations of the Board of Supervisors

The Board of Supervisors has the following rights and obligations:

1. Supervise the Board of Directors, General Director, and other executives in the management and administration of the company; monitor the company's financial situation; be responsible to shareholders for their supervisory activities;
2. Inspect the reasonableness, legality, honesty, and prudence in the management and administration of business operations; the consistency, systematization, and suitability of accounting, statistics, and financial statements;
3. Appraise the completeness, legality, and honesty of the company's annual and semi-annual income statement and financial statements, the report evaluating the management performance of the Board of Directors, and submit the appraisal report at the Annual General Meeting of Shareholders; Review and make recommendations on contracts and transactions with affiliated persons under the approval authority of the Board of Directors or the General Meeting of Shareholders;
4. Review, inspect, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning system of the company.
5. Review the company's accounting books, accounting records, and other documents, as well as the company's management and operational activities when deemed necessary, or as resolved by the General Meeting of Shareholders, or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter.
6. Conduct inspections within 07 working days from the date of receiving the request from the shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter; Within 15 days from the inspection's completion date, report to the Board of Directors and the requesting shareholder or group of shareholders on the inspected matters; The inspection stipulated in this clause must not obstruct the normal operations of the Board of Directors or disrupt the company's business operations.
7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and business operations of the company.

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

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

10. Utilize independent consultants and the 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 Financial Statements; decide on an independent audit organization to inspect the company'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 Regulations on Operation 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 company's records and documents kept at the head office, branches, and other locations; have the right to visit the workplace of the company's managers and employees during working hours.

17. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the company'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 attending members of the Board of Supervisors must sign the minutes of the meeting. The minutes of the Board of Supervisors meetings must be kept to determine the responsibility of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, General Director, and independent audit firm representatives to attend and clarify necessary issues.

Article 39. Salaries, remunerations, bonuses, and other benefits of the member of the Board of Supervisors

1. Non-executive Board of Supervisors are entitled to remunerations from the non-executive management remuneration fund as approved by the General Meeting of Shareholders. The annual operating budget of the Board of Supervisors is approved by the General Meeting of Shareholders.

2. The full-time Head of the Board of Supervisors receives a salary as approved by the General Meeting of Shareholders.

3. Members of the Board of Supervisors are entitled to receive bonuses according to the Company's Bonus Regulations. The bonus level for the Head of the Board and each member of the Board of Supervisors temporarily paid during the year shall be approved by the Board of Directors and shall be submitted to the nearest annual General Meeting of Shareholders for approval.

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

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

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

Article 40. Duty of Care

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are responsible for performing their duties honestly and carefully in the best interests of the company.

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, and other executives, and their affiliated persons may only use information obtained through their positions to serve the company's interests.

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 and their affiliated persons with the company and its subsidiaries as prescribed by law. The company 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 affiliated persons may not use or disclose to others inside information to conduct related transactions.

Article 42. Disclosure of Related Interests

The disclosure of interests and affiliated persons of the company is implemented as follows:

1. Members of the Board of Directors, members of the Board of Supervisors, General Director, and other managers of the company must declare to the company 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 owning such capital contribution or shares;

b. Name, enterprise registration number, head office address, business lines, and industries of the enterprise in which their affiliated persons jointly own or individually own a capital contribution or shareholding exceeding 10% of the charter capital.

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

3. Any members of the Board of Directors or General Director acting in their personal capacity or on behalf of another person to perform work in any form within the scope of the company's business must explain the nature and content of such work to the Board of Directors and the Board of Supervisors, and may only proceed with such work upon approval by the majority of the remaining members of the Board of Directors; if performed without declaration or the approval of the Board of Directors, all income derived from such activity belongs to the company.

Article 43. Contracts and transactions with affiliated persons

1. The company may not provide loans or guarantees to any shareholders and their affiliated persons.

2. The company may not provide loans or guarantees to any of the company's managers and their affiliated persons, except as provided in Clause 3 of this Article.

3. The company may provide loans or guarantees to the Company's subsidiaries after obtaining approval from the General Meeting of Shareholders or the Board of Directors as prescribed 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 company and the following cases:

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

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

c. Enterprises that Board of Directors members, Board of Supervisors members, General Director, and other managers of the company must declare as prescribed 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 prescribed in Clauses 3 and 4 of this Article with a value of 35% or more, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the latest financial statements;

b. Contracts and transactions with a value greater than 10% of the total asset value recorded in the latest financial statements between the company and the shareholder owning 51% or more of the total voting shares or an affiliated person of that shareholder;

In the case of approving a contract or transaction as prescribed in this Clause, the company representative signing the contract or transaction must notify the Board of Directors and Board of Supervisors members of the affiliated person related to 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 collect written comments of Shareholders. In these cases, shareholders do not have the right to vote on contracts or transactions in which they have a related interest.

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

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

b. Contracts and transactions as 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 approving contracts and transactions as prescribed in this clause, the company representative signing the contract or transaction must notify the Board of Directors members and Board of Supervisors members of the related parties to such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification. Board of Directors members do not have the right to vote on contracts or transactions in which such member or their related person has a related interest.

Article 44. Liability for Damages and Compensation

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

2. The company shall compensate those who are, were, or may become a related party in complaints, lawsuits, prosecutions (including civil, administrative cases, and not including lawsuits initiated by the company) if such person is or was a member of the Board of Director, Board of Supervisors, General Director, other executive, employee, or authorized representative of the company, or such person performed tasks as authorized by the company, acted honestly and with due care for the benefit of the company based on compliance with the law and there is no evidence confirming that such person violated their responsibilities.

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

CHAPTER XI. RIGHT TO ACCESS BOOKS AND RECORDS

Article 45. Right to access books and records

1. Common shareholders have the right to access books and records corresponding to the provisions in point D, point e, clause 1, Article 11 and point b, clause 2, Article 11 of this Charter.

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

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

4. The company must keep this Charter and its amendments, the 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 company's website.

CHAPTER XII. EMPLOYEES AND TRADE UNIONS

Article 46. Employees and Trade Unions

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

2. The General Director shall submit to the Board of Directors for approval the policies regarding the company's relations with trade union organizations in accordance with the Labor Union Law, the Trade Union Charter, and current legal regulations.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 47. Profit Distribution

1. After offsetting losses from previous years (If any), the Company shall appropriate funds from the Profit after tax, including: Investment and development fund; Bonus & welfare funds; Bonus fund for relevant individuals and units; Community social responsibility fund.

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

3. The company shall 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 dividends in shares, and the Board of Directors is the body that implements this decision.

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

6. In the event that dividends or other amounts related to a type of share are paid in cash, the company must pay in Vietnamese Dong. Payment can be made directly or through banks based on the detailed bank account information provided

by the shareholders. In the event that the company has transferred the money according to the detailed bank information provided by the shareholder, but the shareholder does not receive the money, the company is not responsible for the amount the company has transferred to this shareholder. Dividend payments for shares may be made through the Securities Company or Vietnam Securities Depository and Clearing Corporation.

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

8. Principles of handling business losses:

In the event of a loss in the fiscal year settlement, the Board of Directors must propose to the General Meeting of Shareholders to handle it according to the following two options:

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

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

9. Other issues related to profit distribution shall be implemented in accordance with legal regulations.

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

Article 48. Bank Accounts

1. The company may open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.

2. With prior approval from competent authorities, the company may open bank accounts overseas in necessary cases, following legal regulations.

Article 49. Fiscal Year

The company's fiscal year begins on the first day of January and ends on December 31. The first fiscal year starts from the date the Business Registration Certificate is issued and ends on December 31 of that year.

Article 50. Accounting Regime

1. The accounting system used by the company is either the enterprise accounting system or a specific accounting system issued and authorized by the competent authorities.

2. The company maintains accounting records in Vietnamese and keeps accounting documents according to accounting laws and related regulations. These

records must be accurate, up-to-date, systematic, and sufficient to prove and explain the company's transactions.

3. The monetary unit used for accounting by the company is the Vietnamese Dong.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 51. Annual, Semi-Annual, and Quarterly Financial Statements

1. The company must prepare annual financial statements according to legal regulations, and these statements must be audited as stipulated in Article 53 of this Charter. The company publishes the audited annual financial statements according to Law on Securitiss and submits them to competent state agencies.

2. The annual financial statements must include all reports, appendices, and explanations as prescribed by enterprise accounting laws. The annual financial statements must truthfully and objectively reflect the company's operational status.

3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements according to Law on Securitiss and submit them to competent state agencies.

Article 52. Annual Report

The company must prepare and publish Annual Report as stipulated by Law on Securitiss.

CHAPTER XVI. AUDIT

Article 53. Audit

1. The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to select one of these firms to audit the company's financial statements.

2. The audit report is attached to the company's annual financial statements.

3. The independent auditor auditing the company's financial statements may attend General Meeting of Shareholders meetings, is entitled to receive notices and other information related to the General Meeting of Shareholders meetings, and may express opinions at the meeting on matters related to the audit of the company's financial statements.

CHAPTER XVII. COMPANY SEAL

Article 54. Company Seal

1. The company's seal includes a physical seal made at a seal engraving establishment or a digital signature as prescribed by laws on electronic transactions.
2. The Board of Directors decides the type, quantity, form, and content of the seals of the company, 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 XVIII. COMPANY DISSOLUTION

Article 55. Company Dissolution

1. A company 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 stipulated by the Law on Tax Administration;
 - c. Other cases as prescribed by law.
2. The dissolution of the company, as approved by the General Meeting of Shareholders, shall be executed by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as regulated.
3. Procedures for Company Dissolution

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

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

- Name and address of the company's head office;
- Reasons for dissolution;
- The deadline, procedures for contract liquidation and payment of the company'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 company's asset liquidation committee.

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

In cases where the company still has outstanding financial obligations, the resolution, decision to dissolve, and debt settlement plan must be sent to creditors and those with related rights, obligations, and interests. The debt settlement plan must include the name and address of the creditor; the debt amount, due date, place, and method of debt payment; and the method and time limit for resolving creditor complaints.

D. The legal representative submits the dissolution documents to the Business Registration Authority within 05 working days from the date of full payment of the company's debts.

Article 56. Liquidation

1. After the decision to dissolve the company, 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 prepares its operating regulations. Members of the Liquidation Committee may be selected from among company employees or independent experts. All costs related to the liquidation are prioritized by the company for payment before other debts of the company.

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 company in all matters related to the company's liquidation before the Court and administrative agencies.

3. Cash proceeds from the disposal 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;

D. The remaining portion after paying all debts from points a to d above shall be distributed to the shareholders. Preferred shares (if any) shall be paid first.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

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

- a. Shareholders and the company;
- b. Shareholders and the Board of Directors, Board of Supervisors, General Director or other executives,

The parties involved shall endeavor to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman, the Chairman 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 case of disputes related to the Board of Directors or the Chairman, any party may request the Head of the Board of Supervisors to appoint an independent expert to mediate the dispute resolution process.

2. If no conciliation decision is reached within 06 weeks from the commencement of the conciliation process or if the decision of the mediator is not accepted by the parties, any party may bring the dispute to a competent Court.

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

CHAPTER XX. SUPPLEMENT AND AMENDMENT OF THE CHARTER

Article 58. Supplement and Amendment of the Charter

1. The supplement and amendment of this Charter must be considered and approved by the General Meeting of Shareholders.

2. In case the law has regulations related to the company's operations not mentioned in this Charter or in the event of new legal regulations that differ from the contents of this Charter, those regulations shall apply to govern the company's operations.

CHAPTER XXI. EFFECTIVENESS

Article 59. Effectiveness

1. This Charter, consisting of 21 chapters and 59 articles, was approved by the General Meeting of Shareholders of Industrial Urban Development Joint Stock Company No. 2 under Resolution No. 01/NQ-D2D-DHDCD dated April 16, 2026

and pursuant to the 16th amended Enterprise Registration Certificate dated April 22, 2026, replacing the Charter dated April 16, 2025.

2. This Charter is made in 10 copies, all of which have equal legal value:

- a. 01 copy registered at the business registration authority;
- b. 01 copy submitted to Sonadezi Corporation;
- c. 08 copies kept at the company's headquarters.

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

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

Dong Nai, 2026-04-22

**LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOD**



Nguyen Van Tuan



APPENDIX NO. 01/PLDL**Attached to the Charter of the D2D Company**

No.	Business line	Code
1	Manufacture of concrete and products from concrete, cement, and plaster.	2395
2	Manufacture of metal structural products.	2511
3	Drainage and wastewater treatment.	3700
4	Construction of residential buildings.	4101
5	Construction of non-residential buildings.	4102
6	Construction of railway projects.	4211
7	Construction of road projects.	4212
8	Construction of power projects.	4221
9	Construction of water supply and drainage projects.	4222
10	Construction of telecommunications and communication.	4223
11	Construction of other public utility projects.	4229
12	Construction of other civil engineering projects.	4299
13	Site preparation.	4312
14	Hotels and similar accommodation services.	5510
15	Restaurants and mobile food service activities.	5610
16	Real estate business, land use rights belonging to owners, users, or lessees.	6810
17	Intermediary services for real estate activities.	6821
18	Other real estate activities on a fee or contract basis.	6829
19	Architectural activities and related technical consultancy.	7110
20	Travel agency activities.	7911
21	Primary vocational training.	8531
22	University education.	8541



**LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOD**



Nguyen Van Tuan

