SOCIALIST REPUBLIC OF VIETNAM
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SONADEZI
LONG THANH
MEMBER OF SONADEZI

CHARTER

SONADEZI LONG THANH SHAREHOLDING COMPANY

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Dong Nai, On October 13, 2026

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INTRODUCTION

This Charter of Sonadezi Long Thanh Shareholding Company (hereinafter referred to as the "Company") serves as the legal basis for all activities of the Company. The Charter, the Company's regulations, and the resolutions of the General Meeting of Shareholders and the Board of Directors, if duly adopted in accordance with relevant laws, shall be the binding rules and regulations for conducting the Company's business operations.

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" refers to the total par value of shares sold and is stipulated in Article 6 of this Charter;

b. "Enterprise Law" refers to Enterprise Law No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;

c. "Securities Law" refers to Securities Law No. 54/2019/QH14 dated November 26, 2019; as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;

d. "Manager" includes the Chairman of the Board of Directors, members of the Board of Directors, and executives;

e. "Executive" refers to the General Director, Deputy General Director, Chief Accountant, and Director;

f. "Family-related person" includes: spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law (of spouse), mother-in-law (of spouse), biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological younger sibling, brother-in-law, sister-in-law, biological brother of spouse, biological sister of spouse, younger sibling of spouse;

g. "Related person" refers to an individual or organization as defined in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law;

h. "Vietnam" refers to the Socialist Republic of Vietnam;

i. "Shareholder" refers to an individual or organization owning at least one share of the Company;

j. "Common Shareholder" refers to a shareholder owning common shares;

k. "Major Shareholder" refers to a shareholder owning 5% or more of the voting shares of the Company;

l. "Stock Exchange" refers to the Vietnam Stock Exchange and its subsidiaries.

m. "Shareholder's contact address" refers to the address of the shareholder listed in the Consolidated List of Securities Owners provided by the Vietnam Securities Depository and Clearing Corporation at the most recent time.

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

3. The headings (Chapters, Articles of this Charter) are used for the convenience of understanding the content and do not affect the content of this Charter.

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

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

1. Name of the Company

- Name in Vietnamese: CÔNG TY CỔ PHẦN SONADEZI LONG THÀNH
- Name in English: SONADEZI LONG THANH SHAREHOLDING COMPANY
- Trading Name: SONADEZI LONG THÀNH
- Abbreviated Name: SZL
- Company Logo:

SONADEZI
LONG THANH
MEMBER OF SONADEZI

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

3. The registered head office of the Company is:

- Address: Long Thanh Industrial Zone, An Phuoc Commune, Dong Nai City, Viet Nam
- Telephone: (84.251) 3514494
- Fax: (84.251) 3514499
- Email: longthanhiz@szl.com.vn
- Website: www.szl.com.vn

4. The Company may establish branches and representative offices in its business areas to achieve the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law. The branches of the Company include:

- Branch of Sonadezi Long Thanh Shareholding Company – Sonadezi Long Thanh Petroleum Station

+ Location: Road No. 1, Long Thanh Industrial Zone, An Phuoc Commune, Dong Nai City, Vietnam

- Branch of Sonadezi Long Thanh Shareholding Company

+ Location: Chau Duc Industrial Park, Ngai Giao Commune, Ho Chi Minh City.

5. Unless terminated earlier under Article 56, the Company shall operate for an indefinite term.

Article 3. Legal Representative of the Company

1. The Company has one (01) legal representative. The Chairman of the Board of Directors is the legal representative of the Company.

2. Rights and obligations of the legal representative:

a. The legal representative represents the Company in exercising rights and obligations arising from the Company's transactions, and represents the Company as the requester in resolving civil matters, as plaintiff, defendant, or a person with related rights and obligations before Arbitration or Courts.

b. The legal representative performs responsibilities under Article 13 of the Enterprise Law and other rights and obligations as stipulated by current laws.

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

Article 4. Business Lines and Operational Objectives

1. Business lines: as per Appendix No. 01/PLĐL attached to this Charter.

2. Operational objectives of the Company: The Company was established to invest in the construction and development of industrial urban areas, residential areas, and related services to continuously develop the Company, create stable employment for workers, ensure benefits for shareholders, contribute to increasing budget revenue, and facilitate the economic development of Dong Nai Province and the entire country.

Article 5. Scope of Business and Operations

The Company is permitted to conduct business activities in the industries and professions specified in this Charter, which have been registered, amended, and notified to the business registration authority and published on the National Business Registration Portal.

CHAPTER IV. CHARTER CAPITAL AND SHARES

Article 6. Charter Capital and Shares

1. The Charter Capital of the Company is VND 489,613,840,000 *(In words: Four hundred eighty-nine billion, six hundred thirteen million, eight hundred forty thousand Vietnamese Dong).*

The total charter capital of the Company is divided into 48,961,384 shares with a par value of VND 10,000/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 as of the date of adoption of this Charter are common shares.

4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in compliance with legal regulations.

5. Common shares must be offered preferentially to existing shareholders in proportion to their ownership percentage of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The shares not subscribed for by shareholders shall be decided upon by the Company's Board of Directors. The Board of Directors may distribute those shares to other entities under conditions and methods deemed appropriate by the Board, but such shares must not be sold under more favorable conditions than those offered to existing shareholders, except with the approval of the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in accordance with the methods specified in this Charter and current laws.

7. The Company may issue other types of securities in accordance with legal regulations.

Article 7. Share Certificates

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

2. A share is a type of security that confirms the lawful rights and benefits of the owner with respect to a portion of the Company's charter capital. Shares must contain all the details as stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within thirty (30) days from the date of submitting complete documentation requesting the transfer of share ownership as per the Company's regulations, or within two (02) months (or another period specified in the issuance terms) from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan, shareholders shall be issued share certificates. Shareholders are not required to bear the cost of printing share certificates for the Company.

4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be reissued a share certificate by the Company upon their request. The shareholder's request must include the following details:

a. Information about the share certificate that was lost, damaged, or destroyed in another form;

b. A commitment to bear responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise stipulated by this Charter or the law. The Company's shares, which have been registered for trading on the HOSE (Ho

Chi Minh Stock Exchange), shall be transferred in accordance with the regulations of securities and stock market laws.

2. Shares that have not been fully paid for may not be transferred or entitled to related benefits, such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, or other benefits as prescribed by law.

3. In the event that a shareholder who is an individual dies, the heir under a will or by law of that shareholder shall become a shareholder of the Company. If the shares of a deceased individual shareholder have no heir, the heir refuses to accept the inheritance, or the heir is deprived of inheritance rights, such shares shall be handled in accordance with civil law regulations.

4. Shareholders have the right to gift part or all of their shares to others or use their shares to settle debts. In such cases, the recipient of the gift or the person receiving shares as debt settlement shall become a shareholder of the Company upon completion of the transfer procedures as stipulated by this Charter and relevant laws.

CHAPTER V. ORGANIZATIONAL AND MANAGEMENT STRUCTURE

Article 10. Organizational and Management Structure

The organizational and management structure of the Company includes:

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

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Common shareholders have the following rights:

a. To attend and speak at the General Meeting of Shareholders and exercise voting rights directly, through an authorized representative, or by other means as stipulated by the Company's Charter and the law. Each common share carries one vote.

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

c. To be given priority to purchase new shares in proportion to their ownership percentage of common shares in the Company;

d. To freely transfer their shares to others, except in cases specified in Clause 2, Article 9 of this Charter;

e. To review, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request corrections of inaccurate personal information;

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

g. In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets proportional to their ownership of shares in the Company;

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

i. To be treated equally;

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

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

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

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

a. To request the Board of Directors to convene a General Meeting of Shareholders in cases where the Board of Directors seriously violates shareholders' rights, the obligations of managers, or makes decisions exceeding its delegated authority, and in accordance with Clauses 3 and 4, Article 13 of this Charter;

b. To review, look up, and extract the minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions requiring approval by the Board of Directors, as well as other documents, except for those related to the Company's trade secrets or business secrets;

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

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

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

3. A shareholder or a group of shareholders holding 5% or more of the total number of common shares has the right to nominate candidates to the Board of Directors and the Supervisory Board in accordance with the provisions of Clause 2, Article 24, and

Clause 2, Article 35 of this Charter, respectively. Common shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the attending shareholders of the formation of such a group before the opening of the General Meeting of Shareholders.

Article 12. Obligations of Shareholders

Common shareholders have the following obligations:

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

2. Not to withdraw the capital contributed in the form of common shares from the Company in any manner, except in cases where the shares are repurchased by the Company or others. If a shareholder withdraws part or all of the contributed share capital in violation of this clause, that shareholder and any related beneficiaries in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any resulting damages.

3. To comply with the Company's Charter and internal management regulations, and to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

4. To keep confidential the information provided by the Company in accordance with the Company's Charter and the law; to use the provided information solely to exercise and protect their lawful rights and interests; and to strictly prohibit the dissemination, copying, or sharing of information provided by the Company with other organizations or individuals.

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

a. Attending and voting directly at the meeting;

b. Authorizing another individual or organization to attend and vote at the meeting;

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

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

6. To bear personal liability when acting in the name of the Company in any form to perform any of the following acts:

a. Violating the law;

b. Conducting business or other transactions for personal gain or to serve the interests of another organization or individual;

c. Paying off debts not yet due in the face of financial risks to the Company.

7. To fulfill other obligations as stipulated by law and this Charter.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders entitled to vote and is the highest decision-making body of the Company. The General Meeting of Shareholders holds an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not beyond six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders decides on matters as stipulated by law and the Company's Charter, particularly approving the audited annual financial statements. If the audit report of the Company's annual financial statements contains material exceptions, an adverse audit opinion, or a disclaimer of opinion, the Company must invite a representative of the auditing organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders.

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

a. The Board of Directors deems it necessary for the interests of the Company;

b. The number of remaining members of the Board of Directors or the Supervisory Board falls below the minimum number required 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 bear the signatures of the relevant shareholders; alternatively, the request may be made in several documents which collectively contain the signatures of the relevant shareholders. The request to convene the General Meeting of Shareholders must be accompanied by documents and evidence of violations committed by the Board of Directors, the extent of such violations, or decisions made beyond its authority. The shareholder or group of shareholders shall bear full responsibility before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authorities when requesting the convening of the General Meeting of Shareholders.

d. At the request of the Supervisory Board;

e. Other cases as stipulated by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date when the number of remaining members of the Board of Directors or the Supervisory Board falls as specified in Clause 3(b) of this

Article, or from the date of receiving a request as specified in Clause 3(c) and Clause 3(d) of this Article;

b. If the Board of Directors fails to convene the General Meeting of Shareholders as specified in Clause 4(a) of this Article, within the next thirty (30) days, the Supervisory Board must replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Enterprise Law;

c. If the Supervisory Board fails to convene the General Meeting of Shareholders as specified in Clause 4(b) of this Article, the shareholder or group of shareholders specified in Clause 3(c) of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Enterprise Law. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting, and making decisions at the General Meeting of Shareholders. All costs related to convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the meeting, including accommodation and travel expenses.

d. The procedures for organizing the General Meeting of Shareholders are as specified 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 discusses and approves the following matters:

a. The Company's annual business plan;

b. The audited annual financial statements;

c. The Board of Directors' report on governance and the performance results of the Board of Directors and each of its members;

d. The Supervisory Board's report on the Company's business performance, the performance of the Board of Directors, and the General Director;

e. The Supervisory Board's self-assessment report on its performance and that of each of its members;

f. The dividend rate for each share of each type.

2. In addition to the matters specified in Clause 1 of this Article, the annual and extraordinary General Meetings of Shareholders discuss and approve the following matters:

a. Approval of the Company's development orientation;

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

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

d. Decisions on investments or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

e. Decisions on amendments and supplements to the Company's Charter;

f. Decisions on the repurchase of more than 10% of the total number of sold shares of each type;

g. Review and handling of violations by members of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;

h. Decisions on reorganization or dissolution of the Company;

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

j. Approval of the internal governance regulations, the operating regulations of the Board of Directors, and the operating regulations of the Supervisory Board;

k. Approval of the list of independent auditing organizations to audit the Company's financial statements; decisions on the independent auditing organization to inspect the Company's operations, and dismissal of an independent auditor when deemed necessary;

l. The signing of contracts and transactions as specified in Clause 5, Article 44 of this Charter;

m. Other rights and obligations as stipulated by law and this Charter.

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

Article 15. Authorized Representatives

1. Authorized Representatives of Institutional Shareholders

a. An institutional shareholder must authorize an individual as its representative in accordance with the following provisions:

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

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

c. The document appointing an authorized representative must be notified to the Company and shall only take effect with respect to the Company from the date the Company receives the document. The document appointing an authorized representative must include the following key details:

— Name, enterprise code, and head office address of the shareholder;
— Number of authorized representatives and the ownership percentage of shares or contributed capital corresponding to each authorized representative;
— Full name, contact address, nationality, and legal identification document number of each authorized representative;
— Duration of authorization for each representative, specifying the start date of representation;
— Full name and signature of the legal representative of the shareholder and of the authorized representative.

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

— Not falling under the subjects specified in Clause 2, Article 17 of the Enterprise Law;
— Shareholders that are state-owned enterprises as defined in Clause 1(b), Article 88 of the Enterprise Law must not appoint family-related persons of the enterprise's managers or of the person with authority to appoint such managers as authorized representatives at the Company.

2. Authorization to Attend the General Meeting of Shareholders

a. A shareholder or an authorized representative of an institutional shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting, or attend via one of the methods specified in Clause 3, Article 144 of the Enterprise Law.

b. The authorization for an individual or organization to represent and attend the General Meeting of Shareholders as specified in Clause 2(a) of this Article must be made in writing. The authorization document must comply with civil law regulations and include the following details: 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 person attending the General Meeting of Shareholders must present the

authorization document upon registration for the meeting. In cases of re-authorization, the attendee must also present the original authorization document from the shareholder or the authorized representative of the institutional shareholder (if it has not been previously registered with the Company).

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

— The authorizing party has died, has limited civil act capacity, or has lost civil act capacity;

— The authorizing party has revoked the authorization appointment;

— The authorizing party has canceled the authority of the person performing the authorization.

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

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

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders, or the General Meeting of Shareholders is convened extraordinarily in the cases specified in Clause 4(b) or Clause 4(c), Article 13 of this Charter.

2. The person convening 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 more than ten (10) days prior to the date of sending the meeting invitation notice; the Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

d. Draft resolutions of the General Meeting of Shareholders based on the anticipated content of the meeting;

e. Determine the time and venue of the meeting;

f. Notify and send the meeting invitation notice to all shareholders entitled to attend;

g. Perform other tasks in service of the meeting.

3. The meeting invitation notice for the General Meeting of Shareholders must be sent to all shareholders by a method ensuring it reaches their contact address, and simultaneously published on the Company's website, the State Securities Commission, and the Stock Exchange. The person convening the General Meeting of Shareholders must send the meeting invitation notice to all shareholders on the list of eligible

attendees no later than twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is sent or validly dispatched). The agenda of the General Meeting of Shareholders and related documents concerning matters to be voted on at the meeting must be posted on the Company's website. The meeting invitation notice must clearly specify the link to all meeting documents for shareholders to access, including:

a. The meeting agenda and documents to be used during the meeting;

b. The list and detailed information of candidates in the case of electing members

of the Board of Directors or the Supervisory Board;

c. Voting ballots;

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

4. A shareholder or group of shareholders as specified in Clause 2, Article 11 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than five (05) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the matter proposed for inclusion in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject a proposal specified in Clause 4 of this Article in the following cases:

a. The proposal is not sent 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 five (5)% of the common shares as required by Clause 2, Article 11 of this Charter;

c. The proposed matter falls outside the decision-making authority of the General Meeting of Shareholders;

d. Other cases as stipulated by law and this Charter.

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

<u>Article 17.</u> Conditions for Conducting a General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting rights of the Company.

2. If, within thirty (30) minutes from the scheduled commencement time, the meeting does not meet the conditions stipulated in Clause 1 of this Article, a second

meeting invitation notice shall be sent within 30 days from the intended date of the first meeting. The General Meeting of Shareholders convened for the second time shall be conducted when the number of attending shareholders represents at least 33% of the total voting rights of the Company.

3. If, within thirty (30) minutes from the scheduled commencement time, the second convened meeting does not meet the conditions stipulated in Clause 2 of this Article, a third meeting invitation notice must be sent within 20 days from the intended date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total number of voting rights represented by the attending shareholders.

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

1. Before the meeting commences, the Company must carry out the registration of attending shareholders and continue the registration until all shareholders entitled to attend have completed their registration.

2. During the registration process, shareholders or their representatives shall be issued a voting card and a ballot, which shall record the registration number, the full name of the shareholder or their representative, and the number of voting rights of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by indicating approval, disapproval, or no opinion. During voting at the meeting, shareholders shall raise their voting cards and mark the corresponding box on the ballot. After collecting and counting the ballots, the total number of votes for approval, disapproval, no opinion, or invalid votes for each issue shall be announced by the chairperson before the meeting concludes.

3. Shareholders or authorized representatives arriving after the meeting has commenced may still register and participate in voting immediately after registration; the chairperson is not obliged to pause the meeting to allow late arrivals to register, and the validity of matters already voted on prior to their arrival remains unaffected.

4. The election of the chairperson, secretary, and vote-counting committee shall be regulated as follows :

a. The Chairman of the Board of Directors shall act as the chairperson or authorize 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 unable to perform duties, the remaining members of the Board of Directors shall elect one among themselves to chair the meeting based on a majority vote. If no chairperson is elected, the Head of the Supervisory Board shall preside over the meeting to enable the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall serve as the chairperson;

b. Except for the cases specified in point a, Clause 4 of this Article, the person signing the meeting convening notice shall preside over the meeting to enable the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall serve as the chairperson;

c. The chairperson shall appoint one or more individuals as the secretary of the meeting;

d. The General Meeting of Shareholders shall elect one or more individuals to the vote-counting committee upon the proposal of the chairperson.

5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically outline the time allocated for each issue in the meeting's content.

6. The convener or chairperson has the authority to take necessary and reasonable measures to manage 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 inspections or other lawful and reasonable security measures;

b. Requesting competent authorities to maintain order at the meeting; expelling individuals who fail to comply with the chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders;

c. Arranging seating at the meeting venue;

d. Ensuring the safety of all individuals present at the meeting venues;

e. Facilitating shareholders' participation (or continued participation) in the meeting.

7. The chairperson has the right to postpone the General Meeting of Shareholders, for which sufficient shareholders have registered, for a maximum of three (3) working days from the scheduled commencement date, and may only postpone the meeting or change its venue in the following cases:

a. The meeting venue lacks sufficient convenient seating for all attendees;

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

c. An attendee obstructs or disrupts order, posing a risk that the meeting cannot be conducted fairly and lawfully.

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

9. Online General Meetings of Shareholders shall be conducted in accordance with the Company's Internal Governance Regulations.

Article 19. Forms of Passing Resolutions of the General Meeting of Shareholders

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

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

a. Approval of the audited annual financial statements;

b. The Company's development orientation;

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

d. Reorganization or dissolution of the Company.

Article 20. Conditions for Resolutions of the General Meeting of Shareholders to Be Passed

1. Resolutions of the General Meeting of Shareholders on the following matters shall be passed if approved by at least 65% of the total voting rights of all shareholders attending and voting at the meeting:

a. Types of shares and the total number of shares of each type;

b. Changes in the Company's business lines, sectors, and fields;

c. Changes in the Company's organizational and management structure;

d. Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

e. Reorganization or dissolution of the Company.

2. The election of members of the Board of Directors and the Supervisory Board shall be conducted in accordance with Clause 3, Article 148 of the Enterprise Law and the Company's Internal Governance Regulations.

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

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective, even if the procedures for convening the meeting and passing such resolutions violate the provisions of the Enterprise Law and the Company's Charter.

Article 21. Authority and Procedure for Obtaining Shareholders' Opinions in Writing to Pass Resolutions of the General Meeting of Shareholders

1. The Board of Directors has the authority to obtain shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed

necessary for the interests of the Company, except in cases specified in Clause 2, Article 19 of this Charter.

2. The Board of Directors shall prepare the opinion form, draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders entitled to vote at least ten (10) days before the deadline for returning the completed opinion forms. The list of shareholders to whom the opinion forms are sent shall be prepared in accordance with point a, Clause 2, Article 16 of this Charter. The requirements and methods for sending the opinion forms and accompanying documents shall comply with Clause 3, Article 16 of this Charter, except for the time requirement.

3. The opinion form must contain the following key details:

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

b. Purpose of obtaining opinions;

c. Full name, contact address, nationality, and number of legal identification document for individual shareholders; or name, enterprise code or number of legal identification document, and address of the principal office for organizational shareholders; or full name, contact address, nationality, and number of legal identification document of the representative of an organizational shareholder; the number of shares of each type and the number of voting rights of the shareholder;

d. Issues requiring opinions for approval;

e. Voting options, including approval, disapproval, and no opinion for each issue;

f. Deadline for returning the completed opinion form to the Company;

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

4. Shareholders may return the completed opinion form to the Company by mail, fax, or email, subject to the following provisions:

a. If sent by mail, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an organizational shareholder. The opinion form sent to the Company must be enclosed in a sealed envelope and must not be opened by anyone before the vote counting;

b. If sent by fax or email, the opinion form sent to the Company must remain confidential until the vote counting;

c. Opinion forms received by the Company after the deadline specified in the form, or those opened (if sent by mail) or disclosed (if sent by fax or email), shall be deemed invalid. Opinion forms not returned shall be considered as not participating in the voting.

5. The Board of Directors shall count the votes and prepare a vote-counting record in the presence of the Supervisory Board or a shareholder who does not hold a managerial position in the Company. The vote-counting record must contain the following key details:

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

b. Purpose and issues requiring opinions for passing resolutions;

c. Number of shareholders and total voting rights participating in the voting, distinguishing between valid and invalid votes and the method of submission, accompanied by an appendix listing the participating shareholders;

d. Total number of votes for approval, disapproval, and no opinion for each issue;

e. Issues approved and the corresponding approval voting ratio;

f. Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote-counting supervisor.

Members of the Board of Directors, the vote counter, the legal representative of the Company, and the vote-counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote-counting record and jointly liable for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote-counting record and resolution must be published on the Company's website within twenty-four (24) hours from the completion of vote counting and disclosed in accordance with securities market regulations.

7. Completed opinion forms, the vote-counting record, the full text of the approved resolution, and related documents sent with the opinion forms must be retained at the Company's principal office.

8. Resolutions on the following matters, passed by obtaining shareholders' opinions in writing, require the approval of shareholders holding at least 65% of the total voting rights of all shareholders entitled to vote:

a. Types of shares and the total number of shares of each type offered for sale;

b. Changes in business lines, sectors, and fields;

c. Changes in the Company's organizational and management structure;

d. Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements.

9. Except for the matters specified in Clause 8 of this Article, resolutions on other matters passed by obtaining shareholders' opinions in writing must be approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

10. Resolutions passed by obtaining shareholders' opinions in writing under this Article shall have the same validity as resolutions passed at a General Meeting of Shareholders.

Article 22. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, and may also be prepared in a foreign language, containing the following key details:

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

b. Time and venue 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 opinions expressed at the General Meeting of Shareholders on each issue in the agenda;

f. Number of shareholders and total voting rights of attending shareholders, with an appendix listing registered shareholders and their representatives, including the number of shares and corresponding votes;

g. Total number of votes for each voting issue, specifying the voting method, total valid and invalid votes, votes for approval, disapproval, and no opinion, and the corresponding ratio to the total voting rights of attending and voting shareholders;

h. Issues approved and the corresponding approval voting ratio;

i. Full name and signature of the chairperson and secretary; if the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required details under this Clause; the minutes shall note the refusal of the chairperson or secretary to sign. The signatories of the minutes shall be jointly responsible for the accuracy and truthfulness of the contents recorded in the Board of Directors' meeting minutes. The chairperson and the minute taker shall bear personal liability for any damage caused to the company due to their refusal to sign the minutes, in accordance with Enterprise Law, the Company's Charter, and relevant legal regulations.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson, secretary, or other signatories of the minutes shall be jointly responsible for the truthfulness and accuracy of the minutes' content.

3. Resolutions, minutes of the General Meeting of Shareholders, all attached documents (if any), and related documents accompanying the meeting invitation notice must be published on the Company's website within twenty-four (24) hours from the meeting's conclusion and disclosed in accordance with securities market regulations.

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix listing registered shareholders with their signatures, powers of attorney for meeting attendance, all attached documents (if any), and related documents accompanying the meeting invitation notice must be retained at the Company's principal office.

<u>Article 23.</u> Request for Cancellation of Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution, minutes of the General Meeting of Shareholders, or vote-counting record for obtaining opinions, a shareholder or group of shareholders as specified in Clause 2, Article 11 of this Charter may request

a Court or Arbitration to review and cancel a resolution or part of a 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 Enterprise Law and this Charter, except in cases 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 Candidacy for Members of the Board of Directors

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website, allowing shareholders to learn about the candidates prior to voting. Candidates for the Board of Directors must provide a written commitment confirming the truthfulness and accuracy of their disclosed personal information, including family relationships as prescribed in Clause 22, Article 4 of the Law on Enterprises and must pledge to perform their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. The information related to candidates for the Board of Directors to be disclosed includes:

a. Full name, date, month, and year of birth;

b. Professional qualifications;

c. Work experience;

d. Other managerial positions (including positions on the Board of Directors/ Members' Council of other companies);

e. Interests related to the Company and its related parties;

f. Information about companies where the candidate currently holds a position as a member of the Board of Directors/ Members' Council, other managerial roles, and any interests related to the Company (if applicable).

2. Shareholders have the right to combine their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 20%, up to two (02) candidates; from 20% to less than 30%, up to three (03) candidates; from 30% to less than 40%, up to four (04) candidates; from 40% to less than 50%, up to five (05) candidates; from 50% to less than 65%, up to six (06) candidates; and from 65% or more, up to seven (07) candidates.

3. If the number of candidates for the Board of Directors through nomination and candidacy remains insufficient as required by Clause 1, Article 25 of this Charter, the incumbent Board of Directors may introduce additional candidates. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes on the election of Board members.

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

1. The number of members of the Board of Directors is seven (07).

2. The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for a maximum of two (02) consecutive terms. If all members of the Board of Directors complete their terms simultaneously, they shall continue to serve as members until new members are elected to replace them and assume their duties.

3. The structure of the Board of Directors is as follows:

The composition of the Board of Directors of the Company shall ensure that at least two (02) members are non-executive members.The Company shall limit, to the greatest extent possible, members of the Board of Directors from concurrently holding executive positions in the Company to ensure the independence of the Board. The total number of independent members of the Board of Directors must include at least two (02) independent members.

4. A member of the Board of Directors shall no longer hold their position if removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.

5. The appointment of members of the Board of Directors must be disclosed in accordance with regulations on information disclosure in the securities market.

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

a. Not fall under the categories specified in Clause 2, Article 17 of the Enterprise Law;

b. Possess professional qualifications and experience in business administration or in the field, sector, or industry of the Company's operations, and not necessarily be a shareholder of the Company;

c. May concurrently serve as a member of the Board of Directors/ Members' Council of no more than five (05) other companies;

d. Must not be a related person of:

— The General Director or other managers of the Company;

— Managers or persons authorized to appoint managers of Sonadezi Corporation.

7. Independent members of the Board of Directors must meet the following standards and conditions:

a. Not currently employed by the Company, its parent company, or subsidiaries; and not having worked for the Company, its parent company, or subsidiaries for at least the preceding three (03) consecutive years;

b. Not receiving a salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to under regulations;

c. Not having a spouse, biological or adoptive parent, biological or adoptive child, or biological sibling who is a major shareholder of the Company, or a manager of the Company or its subsidiaries;

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

e. Not having served as a member of the Board of Directors or Supervisory Board of the Company for at least the preceding five (05) consecutive years, except in cases of being appointed for two (02) consecutive terms.

8. Independent members of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions specified in Clause 7 of this Article and shall automatically cease to be independent members from the date they no longer meet these standards and conditions. The Board of Directors must report the case of an independent member no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member within six (06) months from the date of receiving the relevant independent member's notification.

9. Removal, dismissal, replacement, and supplementation of members of the Board of Directors:

a. The General Meeting of Shareholders may remove a member of the Board of Directors if that member no longer meets the standards and conditions under Clause 6 of this Article or submits a resignation letter that is accepted;

b. The General Meeting of Shareholders may dismiss a member of the Board of Directors if that member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

c. When deemed necessary, the General Meeting of Shareholders may decide to replace, remove, or dismiss a member of the Board of Directors outside the cases specified in points a and b of Clause 9 of this Article;

d. The Board of Directors must convene a General Meeting of Shareholders to elect additional members if the number of members decreases by more than one-third (1/3) of the number stipulated in this Charter. In such cases, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of members decreases by more than one-third (1/3);

e. Except in the case specified in point d of this Clause, the General Meeting of Shareholders shall elect a new member to replace a member who has been removed or dismissed at the nearest meeting.

Article 26. Powers and Duties of the Board of Directors

1. The Board of Directors is the Company's management body, with full authority to act on behalf of the Company to decide and exercise the Company's rights and duties, except for those under the authority of the General Meeting of Shareholders.

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

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

b. Propose the types of shares and the total number of shares of each type authorized for issuance;

c. Decide on the sale of unsold shares within the authorized number of shares of each type; decide on additional capital mobilization through other methods;

d. Determine the selling price of the Company's shares and bonds;

e. Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Enterprise Law;

f. Decide on investment plans and projects within its authority and limits as prescribed by law;

g. Decide 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 stipulated in point d, Clause 2, Article 14, and Clause 5, Article 44 of this Charter;

i. Elect, remove, or dismiss the Chairman of the Board of Directors; appoint, remove, sign contracts, terminate contracts, and determine salaries, bonuses, and other benefits for the General Director, Head of the Internal Audit Committee, and other executives; appoint representatives for the Company's capital contributions in other enterprises and determine their bonuses and other benefits;

j. Supervise and direct the General Director and other managers in the daily business operations of the Company;

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

l. Approve the agenda and 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 audited annual financial statements to the General Meeting of Shareholders;

n. Propose the dividend payout level; decide on the timing and procedures for dividend payments or handling losses incurred during business operations;

o. Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;

p. Decide on the issuance of the Operating Regulations of the Board of Directors and the Internal Governance Regulations after approval by the General Meeting of Shareholders; decide on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors and the Regulations on Information Disclosure of the Company;

q. To organize training and professional development programs on corporate governance and other 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.

r. To implement the payment of dividends to shareholders in accordance with the law after such dividends have been approved by the Annual General Meeting of Shareholders.

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

3. The Board of Directors must report to the General Meeting of Shareholders on its activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government.

Article 27. Remuneration, Salaries, and Other Benefits of Members of the Board of Directors

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Non-full-time members of the Board of Directors shall receive remuneration from the remuneration fund for non-full-time managers, as decided by the General Meeting of Shareholders.

3. The full-time Chairman of the Board of Directors shall receive a salary. The salary of the full-time Chairman shall be proposed by the Board of Directors and decided by the General Meeting of Shareholders.

4. Members of the Board of Directors may receive bonuses in accordance with the Company's Bonus Policy. The bonus amounts for the Chairman and each member of the Board of Directors to be temporarily paid during the year shall be approved by the Board of Directors and subsequently submitted to the nearest Annual General Meeting of Shareholders for approval.

5. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with corporate income tax regulations, recorded 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 subcommittees of the Board of Directors, or performing tasks beyond the normal scope of duties of a Board member may receive additional remuneration in the form of a

lump-sum payment per task, salary, commission, percentage of profits, 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, and other reasonable expenses incurred while performing their responsibilities, including costs related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.

Article 28. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors may not concurrently serve as the General Director.

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

a. Develop programs and plans for the activities of the Board of Directors;

b. Prepare the agenda, content, and materials for meetings; convene, chair, and act as the chairperson of Board of Directors meetings;

c. Organize the adoption of resolutions and decisions of the Board of Directors;

d. Supervise the implementation of resolutions and decisions of the Board of Directors;

e. Chair the General Meeting of Shareholders;

f. Other rights and duties as stipulated by the Enterprise Law and this Charter.

4. If the Chairman of the Board of Directors submits a resignation letter or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or the removal/dismissal decision.

5. If the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and duties of the Chairman. If no one is authorized, or if the Chairman dies, goes missing, is detained, is serving a prison sentence, is undergoing compulsory administrative measures at a rehabilitation or educational facility, has fled their residence, has limited or lost civil capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding office or practicing certain professions or tasks, the remaining members shall elect one among themselves to serve as Chairman based on a majority vote until a new decision is made by the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The first meeting of the term of the Board of Directors to elect the Chairman must be held within seven (07) working days from the end of the election of that term's Board of Directors. This meeting shall be convened by the member with the highest number of votes. If more than one member has the highest number of votes, the members shall select one among them to convene the meeting based on a majority vote.

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

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

a. At the request of the Supervisory Board or an independent member of the Board of Directors;

b. At the request of the General Director or at least five (05) other managers;

c. At the request of at least two (02) members of the Board of Directors;

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

5. The Chairman of the Board of Directors must convene a meeting within seven(07) working days from the date of receiving the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, they shall be responsible for any damages incurred by the Company; the requester may replace the Chairman in convening the meeting.

6. The Chairman of the Board of Directors or the convener must send meeting invitations at least three (03) working days before the meeting date. The invitation must specify the time, venue, agenda, issues to be discussed, and decisions. The invitation must include the meeting materials and voting forms for members. The invitation may be sent by written notice, phone message, email, fax, or other electronic means ensuring delivery to the registered contact address of each member of the Board of Directors.

7. The Chairman of the Board of Directors or the convener shall send meeting invitations and accompanying materials to members of the Supervisory Board in the same manner as to members of the Board of Directors. Members of the Supervisory Board may attend Board of Directors meetings, participate in discussions, but may not vote.

8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total members attend. If a meeting convened under this Clause does not have the required number of attendees, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In this case, the meeting shall proceed if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed 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 and vote as stipulated in Clause 11 of this Article;

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

d. Sending a voting form to the meeting by mail, fax, or email;

10. If a voting form is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (01) hour before the meeting commences. The voting form shall only be opened in the presence of all attendees.

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

12. The Board of Directors shall pass resolutions and decisions by voting at the meeting or obtaining written opinions. Each member of the Board of Directors has one vote. A resolution or decision of the Board of Directors shall be passed if approved by a majority of members; in case of a tie, the final decision shall favor the side supported by the Chairman of the Board of Directors.

Article 30. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to handle matters related to development policies, human resources, remuneration, internal audit, and risk management. The number of members of a subcommittee, decided by the Board of Directors, must be at least two (02), including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of a subcommittee shall only take effect when a majority of attending members vote in favor at the subcommittee's meeting.

2. The implementation of decisions of the Board of Directors or its subcommittees must comply with applicable laws, this Charter, and the Company's Internal Governance Regulations.

Article 31. Corporate Governance Officer

1. The Board of Directors of the Company must appoint at least one (01) corporate governance officer to assist with corporate governance activities. The corporate governance officer may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The corporate governance officer must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The corporate governance officer has the following rights and duties:

a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters related to the Company and its shareholders;

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

c. Advise on meeting procedures;

d. Attend meetings;

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

f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Supervisory Board;

g. Monitor and report to the Board of Directors on the Company's information disclosure activities;

h. Serve as the point of contact with stakeholders;

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

CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32. Organization of the Management Structure

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director and other executives. The appointment, removal, and dismissal of executive positions must be approved through resolutions or decisions of the Board of Directors.

Article 33. Executives of the Company

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications suitable to the structure and management regulations of the Company as stipulated by the Board of Directors. The Company's executives are responsible for supporting the Company in achieving its set objectives in operations and organization.

2. The General Director shall receive a salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

3. The salaries of executives shall be included in the Company's business expenses in accordance with corporate income tax regulations, recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, Removal, Duties, and Powers of the General Director

1. The Board of Directors shall appoint one of its members or another individual as the General Director.

2. The General Director is responsible for managing the daily business operations of the Company, is subject to the supervision of the Board of Directors, and is accountable to the Board of Directors and the law for the exercise of their assigned rights and duties.

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

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

a. Not fall under the categories specified in Clause 2, Article 17 of the Enterprise Law;

b. Not be a related person of:

— Managers or members of the Supervisory Board of Sonadezi Corporation;

— Managers or members of the Supervisory Board of the Company;

— Representatives of the state's capital contribution at Sonadezi Corporation;

— Representatives of Sonadezi Corporation's capital contribution at the Company;

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

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

a. Decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

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

c. Organize the implementation of the Company's business plans and investment strategies;

d. Propose organizational structures and internal management regulations of the Company;

e. Appoint, remove, or dismiss managerial positions within the Company, except for positions under the authority of the Board of Directors;

f. Determine salaries and other benefits for the Company's employees, including managers appointed by the General Director;

g. Recruit employees;

h. Propose plans for dividend payments or handling business losses;

i. Other rights and duties as stipulated by law, this Charter, and resolutions or decisions of the Board of Directors.

6. The Board of Directors may remove the General Director when a majority of attending members with voting rights at the meeting approve and appoint a new General Director as a replacement.

CHAPTER IX. SUPERVISORY BOARD

Article 35. Nomination and Candidacy for Supervisory Board Members

1. The identification of candidates for the Supervisory Board and the disclosure of information shall be carried out in the same manner as stipulated in Clause 1, Article 24 of this Charter.

2. Shareholders have the right to combine their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 5% to less than 25% of the total voting shares may nominate one (01) candidate;

from 25% to less than 50%, up to two (02) candidates; and from 50% or more, up to three (03) candidates.

3. If the number of candidates for the Supervisory Board through nomination and candidacy is insufficient as required, the incumbent Supervisory Board may nominate additional candidates. The nomination of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes on the election of Supervisory Board members in accordance with legal regulations.

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

a. Not fall under the categories specified in Clause 2, Article 17 of the Enterprise Law;

b. Have been trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business activities;

c. Not be a related person of:

— Members of the Board of Directors, General Director, or other managers of Sonadezi Corporation;

— Members of the Board of Directors, General Director, or other managers of the Company;

— Representatives of the state's capital contribution at Sonadezi Corporation;

— Representatives of Sonadezi Corporation's capital contribution at the Company;

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

e. Not work in the accounting or finance department of the Company;

f. Not be a member or employee of an independent auditing firm that has audited the Company's financial statements in the preceding three (03) consecutive years.

Article 36. Composition and Term of the Supervisory Board

1. The Supervisory Board of the Company shall consist of three (03) members. The term of a Supervisory Board member shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. A Supervisory Board member shall be removed in the following cases:

a. No longer meeting the standards and conditions to serve as a Supervisory Board member as stipulated in Clause 4, Article 35 of this Charter;

b. Submitting a resignation letter that is accepted;

3. A Supervisory Board member shall be dismissed in the following cases:

a. Failing to complete assigned tasks or duties;

b. Failing to exercise their rights and duties for six (06) consecutive months, except in cases of force majeure;

c. Committing multiple or serious violations of the duties of a Supervisory Board member as stipulated by the Enterprise Law and this Charter;

d. Other cases as decided by a resolution of the General Meeting of Shareholders.

Article 37. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, removal, or dismissal shall follow the majority principle. More than half of the Supervisory Board members must be permanent residents in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business activities.

2. Rights and duties of the Head of the Supervisory Board:

a. Convene meetings of the Supervisory Board;

b. Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Supervisory Board;

c. Prepare and sign the Supervisory Board's report after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 38. Rights and Duties of the Supervisory Board

The Supervisory Board has the following rights and duties:

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

2. Inspect the reasonableness, legality, truthfulness, and diligence in the management and operation of business activities; and the systematic nature, consistency, and appropriateness of accounting, statistical work, and financial reporting;

3. Verify the completeness, legality, and truthfulness of the Company's business performance reports, annual and semi-annual financial statements, and the Board of Directors' management evaluation reports, and submit verification reports at the annual General Meeting of Shareholders; review and provide recommendations on contracts and transactions with related parties 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 Company'sinternal control system, internal audit, risk management, and early warning systems;

5. Examine the Company's accounting books, records, and other documents, as well as the management and operational activities, when deemed necessary, or pursuant to a resolution of 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 an inspection within seven (07) working days from the date of receiving a request from a shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter; within 15 days from the completion of the inspection, report to the Board of Directors and the requesting shareholder or group of shareholders on the matters requested for inspection; inspections under this Clause must not hinder the normal operations of the Board of Directors or disrupt the Company's business activities;

7. Recommend to the Board of Directors or the General Meeting of Shareholdersmeasures to amend, supplement, or improve the organizational structure, supervision, and management of the Company's business operations;

8. Upon detecting legal violations or breaches of this Charter by a member of the Board of Directors, General Director, or other executive, notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose remedial measures;

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

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

11. Consult 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 a list of independent auditing organizations to audit the Company's financial statements; decide on an independent auditing organization to inspect the Company's activities and dismiss an independent auditor when deemed necessary;

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

14. Develop and issue the Operating Regulations of the Supervisory Board after approval by the General Meeting of Shareholders;

15. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government;

16. Have the right to access the Company's records and documents stored at the principal office, branches, and other locations; have the right to visit the workplaces of managers and employees during working hours;

17. Have the right to request the Board of Directors, its members, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company;

18. Other rights and duties as stipulated by law and this Charter.

Article 39. Meetings of the Supervisory Board

1. The Supervisory Board must hold at least two (02) meetings per year, with the attendance of at least two-thirds (2/3) of its members. Minutes of Supervisory Board meetings must be detailed and clear. The minute-taker and attending Supervisory Board members must sign the meeting minutes. Minutes of Supervisory Board meetings must be retained to determine the responsibilities of each member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend and address issues requiring clarification.

Article 40. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members

1. Non-full-time Supervisory Board members shall receive remuneration from the remuneration fund for non-full-time managers, as decided by the General Meeting of Shareholders. The annual operating budget of the Supervisory Board shall be determined by the General Meeting of Shareholders.

2. The full-time Head of the Supervisory Board shall receive a salary as decided by the General Meeting of Shareholders.

3. Members of the Supervisory Board may receive bonuses in accordance with the Company's Bonus Regulations. The bonus amounts for the Head of the Supervisory Board and each member of the Supervisory Board to be temporarily paid during the year shall be approved by the Board of Directors and subsequently submitted to the nearest Annual General Meeting of Shareholders for approval.

4. Supervisory Board members shall be reimbursed for accommodation, travel, and costs of using independent consulting services within the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders.

5. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with corporate income tax regulations and other relevant legal provisions, and recorded as a separate item in the Company's annual financial statements.

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

Article 41. Duty of Care

Members of the Board of Directors, Supervisory Board members, the General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, with honesty and diligence in the best interests of the Company.

Article 42. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisory Board members, the General Director, and other managers must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.

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

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

4. Members of the Board of Directors, Supervisory Board members, the General Director, other managers, and their related persons must not use or disclose internal information to others for the purpose of conducting related transactions.

Article 43. Disclosure of Related Interests

The disclosure of interests and related persons of the Company shall comply with the following provisions:

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

a. Name, enterprise code, principal office address, and business sector of enterprises in which they own capital contributions or shares; the percentage and date of ownership of such capital contributions or shares;

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

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendments or supplements must be reported to the Company within seven (07) working days from the date of such changes.

3. Members of the Board of Directors and the General Director, acting on their own behalf or on behalf of others, who perform any work within the scope of the Company's business operations must explain the nature and content of such work to the Board of Directors and the Supervisory Board and may only proceed with the approval of the majority of the remaining members of the Board of Directors; if such work is conducted without declaration or approval from the Board of Directors, all income derived from that activity shall belong to the Company.

Article 44. Contracts and Transactions with Related Persons

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

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

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

4. The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the Company and the following parties:

a. Shareholders or their authorized representatives holding more than 10% of the Company's total common shares and their related persons;4

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

c. Enterprises that members of the Board of Directors, Supervisory Board members, the General Director, and other managers must declare under Clause 1, Article 43 of this Charter.

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

a. Contracts and transactions under Clauses 3 and 4 of this Article with a value of 35% or more, or transactions that result in a total transaction value within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the Company's most recent financial statements;

b. Contracts and transactions with a value exceeding 10% of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or their related persons; In cases of approving contracts or transactions under this Clause, the Company's representative signing the contract or transaction must notify the Board of Directors and Supervisory Board members of the related parties involved and provide a draft contract or a summary of the transaction's key contents. The Board of Directors shall submit the draft contract, transaction, or explanation of its key contents to the General Meeting of Shareholders or obtain shareholders' opinions in writing. In such cases, shareholders with related interests in the contracts or transactions shall not have voting rights.

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

a. Contracts and transactions under point a, Clause 5 of this Article with a value less than 35% of the total asset value recorded in the most recent financial statements;

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

In cases of approving contracts or transactions under this Clause, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and Supervisory Board of the related parties involved and provide a draft contract or the transaction's key contents. The Board of Directors shall decide on the approval within 15 days from the date of notification. Members of the Board of Directors with related interests in the contracts or transactions, or whose related persons have such interests, shall not have voting rights.

Article 45. Liability for Damages and Compensation

1. Members of the Board of Directors, Supervisory Board members, the General Director, and other executives who violate their duties of loyalty and care or fail to fulfill their responsibilities shall be liable for damages caused by their violations.

2. The Company shall compensate individuals who have been, are, or may become parties to complaints, lawsuits, or legal proceedings (including civil and administrative cases, but not lawsuits initiated by the Company) if such individuals were or are members of the Board of Directors, Supervisory Board members, the General Director, other executives, employees, or authorized representatives of the Company, or were acting on behalf of the Company, provided they acted honestly and diligently in the Company's interests in compliance with the law and there is no evidence confirming a breach of their responsibilities.

3. Compensation costs include court judgments, fines, and actual payments arising (including legal fees) during the resolution of such cases within the scope permitted by law. The Company may purchase insurance for these individuals to mitigate the aforementioned compensation liabilities.

CHAPTER XI. RIGHT TO ACCESS BOOKS AND RECORDS

Article 46. Right to Access Books and Records

1. Common shareholders have the right to access books and records as stipulated in points e and f, Clause 1, Article 11, and point b, Clause 2, Article 11 of this Charter.

2. In cases where an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of such power of attorney.

3. Members of the Board of Directors, Supervisory Board members, the General Director, and other executives have the right to access the shareholder register, shareholder list, books, and other records of the Company for purposes related to their positions, provided such information remains confidential.

4. The Company must retain this Charter and its amendments, the Business Registration Certificate, regulations, documents proving asset ownership, 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 Supervisory Board, annual financial statements, accounting books, and other documents as required by law at its principal office or another location, provided shareholders and the Business Registration Authority are informed of the storage location.

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

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 47. Employees and Trade Union

1. The General Director shall submit to the Board of Directors for approval policies regarding recruitment, termination, salaries, social insurance, welfare, rewards, and discipline for employees and executives of the Company.

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

CHAPTER XIII. PROFIT DISTRIBUTION

Article 48. Profit Distribution

1. After offsetting losses carried forward from previous years (if any), the Company shall appropriate funds from its after-tax profits, including: the Development Investment Fund; the Reward and Welfare Fund; the Bonus Fund for relevant individuals and units; and the Community Social Responsibility Fund.

2. The General Meeting of Shareholders shall decide the annual dividend payout level and method from the Company's retained profits.

3. The Company shall not pay interest on dividends or payments related to any class of shares.

4. The Board of Directors may propose to the General Meeting of Shareholders the approval of paying all or part of dividends in shares, and the Board of Directors shall be the body to implement such a decision.

5. The Board of Directors may decide to make advance dividend payments within the scope of the plan approved by the General Meeting of Shareholders if such payments are deemed consistent with the Company's profitability.

6. In cases where dividends or other payments related to a class of shares are paid in cash, the Company must make payments in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds according to the bank details provided by a shareholder and the shareholder does not receive the funds, the Company shall not be liable for the transferred amount. Dividend payments for shares may be processed through securities companies or the Vietnam Securities Depository and Clearing Corporation.

7. Pursuant to the Enterprise Law and Securities Law, the Board of Directors shall adopt a resolution determining a specific date to finalize the shareholder list. Based on

that date, registered shareholders or holders of other securities shall be entitled to receive cash or stock dividends, notices, or other documents.

8. Principles for handling business losses:

In the event of a financial year-end loss, the Board of Directors must propose to the General Meeting of Shareholders one of the following two options:

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

b. If the Company incurs prolonged losses over multiple years without resolution, the General Meeting of Shareholders shall consider and decide on measures in accordance with the Bankruptcy Law.

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

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

Article 49. Bank Accounts

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

2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts overseas in accordance with legal regulations.

Article 50. Fiscal Year

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

Article 51. Accounting Regime

1. The Company shall adopt the enterprise accounting regime or a specificaccounting regime issued or approved by the competent authority.

2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with laws on accounting and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The Company shall use the Vietnamese Dong as the accounting currency.

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

Article 52. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare annual financial statements in accordance with legal regulations, and these statements must be audited as stipulated in Article 54 of this

Charter. The Company shall disclose audited annual financial statements in accordance with securities laws and submit them to the competent state authority.

2. Annual financial statements must include all reports, appendices, and explanatory notes as required by laws on enterprise accounting. They must truthfully and objectively reflect the Company's operational situation.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with securities market regulations and submit them to the competent state authority.

Article 53. Annual Report

The Company must prepare and disclose an Annual Report in accordance with regulations on securities and the securities market.

CHAPTER XVI. AUDITING

Article 54. Auditing

1. The annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

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

CHAPTER XVII. COMPANY SEAL

Article 55. Company Seal

1. The Company's seal includes a physical seal made at an authorized seal-making facility or a digital signature seal in accordance with laws on electronic transactions.

2. The Board of Directors shall decide on the type, number, form, and content of the seal of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable legal regulations.

CHAPTER XVIII. DISSOLUTION OF THE COMPANY

Article 56. Dissolution of the Company

1. The 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, except where otherwise provided by the Tax Administration Law;

c. Other cases as stipulated by law.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

3. Procedures and process for dissolution:

The dissolution of the Company under Clause 1 of this Article shall be carried out as follows:

a. The General Meeting of Shareholders shall adopt a resolution or decision to dissolve the Company. In cases of dissolution due to revocation of the Business Registration Certificate or a court decision, within 10 days from receiving the revocation decision or the effective court ruling, the Company must convene a General Meeting of Shareholders to adopt a resolution for dissolution;

b. The dissolution resolution or decision must include the following key contents:

— Name and principal office address of the Company;
— Reason for dissolution;
— Deadline and procedures for liquidating contracts and settling 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 shall establish a liquidation committee for the Company's assets;

d. Within seven (07) working days from adoption, the dissolution resolution or decision and meeting minutes must be sent to the Business Registration Authority, tax authority, and Company employees. The dissolution resolution or decision must be posted on the National Business Registration Portal and publicly displayed at the Company's principal office, branches, and representative offices. If the Company has outstanding financial obligations, the dissolution resolution or decision and debt settlement plan must be sent to creditors and persons with related rights, obligations, and interests. The debt settlement plan must include the creditors' names and addresses, debt amounts, deadlines, locations, and methods of payment, as well as the process and deadline for handling creditor complaints;

e. The legal representative shall submit the dissolution dossier to the Business Registration Authority within five (05) working days from the date all Company debts are settled.

Article 57. Liquidation

1. After the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01)

member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All liquidation-related costs shall be prioritized for payment by the Company before other debts.

2. The Liquidation Committee shall report to the Business Registration Authority on its establishment date and start of operations. From that point, the Liquidation Committee shall represent the Company in all matters related to liquidation before courts and administrative agencies.

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

a. Liquidation costs;

b. Salaries, severance allowances, social insurance, and other benefits owed to employees under collective labor agreements and signed labor contracts;

c. Tax debts;

d. Other debts of the Company;

e. The remaining amount after settling all debts from points a to d above shall be distributed to shareholders. Preferred shares (if any) shall be prioritized for payment first.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal Dispute Resolution

1. In the event of a dispute or claim related to the Company's operations or the rights and obligations of shareholders under this Charter, the Enterprise Law, or other legal regulations between:

a. A shareholder and the Company;

b. A shareholder and the Board of Directors, Supervisory Board, General Director, or other executives, the involved parties shall attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman shall preside over the dispute resolution and require each party to present factual elements related to the dispute within fifteen (15) working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman, either party may request the Head of the Supervisory Board to appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. If no mediation decision is reached within six (06) weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to a competent court.

3. Each party shall bear its own costs related to the negotiation and mediation process. Court costs shall be paid in accordance with the court's judgment or decision.

CHAPTER XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 59. Amendments and Supplements to the Charter

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

2. In cases where legal provisions related to the Company's operations are not addressed in this Charter, or new legal provisions conflict with the terms of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

CHAPTER XXI. EFFECTIVE DATE

Article 60. Effective Date

1. This Charter, consisting of 21 chapters and 60 articles, was adopted by the General Meeting of Shareholders of Sonadezi Long Thanh Shareholding Company on April 17, 2026, replacing the Charter adopted on August 15, 2025.

2. This Charter must be retained at the Company's principal office, with one copy registered with the Business Registration Authority.

3. This Charter is the sole and official Charter of the Company. The Charter is prepared in two versions Vietnamese and English. In the event of any discrepancies, the Vietnamese version shall prevail as the reference document.

4. Copies or excerpts of this Charter shall be valid when signed by the Chairman of the Board of Directors or the General Director.

Dong Nai, October 13, 2026.

LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS

M.S.D.N: 3600849539 - C.T.C.P
CÔNG TY CỔ PHẦN SONADEZI LONG THÀNH
THÀNH PHỐ ĐỒNG NAI

Pham Anh Tuan

APPENDIX NO. 01/PLĐL

Attached to the Charter of Sonadezi Long Thanh Shareholding Company

No.	Business Line / Sector	Industry Code
1	Warehousing and storage of goods	5210
2	Activities of amusement parks and theme parks Detail: Amusement park and entertainment business.	9321
3	Building completion and finishing	4330
4	Water collection, treatment and supply	3600
5	Materials recovery / Scrap recycling	3830
6	Collection of hazardous waste	3812
7	Architectural and engineering activities and related technical consultancy Detail: - Architectural design for industrial and civil works. Construction design for industrial and civil works. Construction design for urban technical infrastructure works. - Supervision of construction and completion of civil and industrial works. - Supervision of construction and completion of bridge and road works. - Project management consultancy. Investment project formulation and management consultancy. - Construction supervision for technical infrastructure works. (Only operational when fully meeting business conditions prescribed by law)	7110
8	Collection of non-hazardous waste	3811
9	Demolition	4311
10	Remediation activities and other waste management services	3900
11	Other building installation	4329
12	Treatment and disposal of hazardous waste	3822
13	Real estate trading, land use rights owned, used or leased (Main business line)	6810
14	Other specialized construction activities	4390
15	Freight transport by road	4933
16	Electrical installation Detail: Installation of solar power systems	4321
17	Site preparation	4312

18	Sewerage and wastewater treatment	3700
19	Treatment and disposal of non-hazardous waste	3821
20	Construction of residential buildings	4101
21	Plumbing, heat and air-conditioning installation	4322
22	Construction of non-residential buildings	4102
23	Tour operator activities	7912
24	Construction of railways	4211
25	Construction of other civil engineering projects	4299
26	Construction of roads	4212
27	Construction of utility projects for electricity	4221
28	Construction of utility projects for water supply and sewerage	4222
29	Construction of utility projects for telecommunications and communications	4223
30	Intermediary services for real estate activities Detail: Real estate brokerage	6821
31	Other real estate activities on a fee or contract basis Detail: - Consultancy and management activities for residential housing and residential land use rights - Consultancy and management activities for non-residential buildings and land use rights - Real estate auctioning and real estate land use rights auctioning activities - Other real estate activities not elsewhere classified on a fee or contract basis	6829
32	Other short-stay accommodation	5520
33	Construction of other public utility projects	4229
34	Maintenance and repair of motor vehicles Detail: Car washing services	9531
35	Transmission and distribution of electricity	3513
36	Support activities directly related to land transportation Detail: - Electric vehicle charging station business and investment - Parking lots	5225
37	Maintenance and repair of motorcycles and mopeds Detail: Motorbike washing services	9532
38	Wholesale of solid, liquid and gaseous fuels and related products Detail: Wholesale of gasoline, oil, and liquefied petroleum gas	4671

	(LPG)	
39	Other transportation support activities Detail: Mobile EV charging station support services	5229
40	Restaurants and mobile food service activities	5610
41	Beverage serving activities	5630
42	Renting and leasing of other machinery, equipment and tangible goods without operator Detail: Rental services of other machinery and equipment	7730