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Dong Nai, April 18, 2025

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

To: - Ha Noi Stock Exchange

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

**Attached Document:** Charter Sonadezi Environment Joint Stock Company.

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

Sincerely.!

**Recipients:** *ty*

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



**Quach Ngoc Buu**



**SONADEZI CORPORATION**  
**SONADEZI ENVIRONMENT JOINT STOCK COMPANY**

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**CHARTER**  
**SONADEZI ENVIRONMENT**  
**JOINT STOCK COMPANY**

**April/2025**



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This Charter of Sonadezi Environment Joint Stock Company (hereinafter referred to as the “Company”) is the legal basis for all activities of the Company. The Charter, the Company's regulations, the Resolutions of the General Meeting of Shareholders and the Board of Directors, if legally approved in accordance with relevant laws, shall be the binding rules and regulations for conducting the Company's business activities.

## **CHAPTER I**

### **DEFINITION OF TERMS IN THE CHARTER**

#### **Article 1. Interpretation of Terms**

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

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

b) “Law on Enterprises” is the Law on Enterprises No. 59/2020/QH14 dated 17/6/2020, amended and supplemented by Law No. 03/2022/QH15 dated 11/01/2022;

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

d) “Managers” includes the Chairman of the Board of Directors, members of the Board of Directors, and Executive;

đ) “Executive” are the General Director, Deputy General Director, and Chief Accountant;

e) “Family relations” include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, stepfather, stepmother, biological children, adopted children, son-in-law, daughter-in-law, brother, sister, brother-in-law, sister-in-law, wife's brother, husband's brother, wife's sister, husband's sister, wife's younger sibling, husband's younger sibling;

g) “Related person” is an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises;

h) “Vietnam” is Socialist Republic of Vietnam;

i) “Shareholder” is an individual or organization owning at least one share of the Company;

k) “Common shareholder” is a shareholder owning common shares;



l) “Major shareholder” is a shareholder owning 5% or more of the Company's voting shares;

m) “Stock exchange” is the Vietnam Stock Exchange and its subsidiaries.

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

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

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

## **CHAPTER II**

### **NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

1. Name of company

- Vietnamese name: CÔNG TY CỔ PHẦN MÔI TRƯỜNG SONADEZI
- English Name: SONADEZI ENVIRONMENT JOINT STOCK COMPANY
- Abbreviation: SZE
- Trading Name: SONAENCO
- Logo:



2. The Company is a joint stock company with legal entity status in accordance with current Vietnamese law.

3. The Company's registered office is:

- Address: No. 12, Huynh Van Nghe Street, Buu Long Ward, Bien Hoa City, Dong Nai Province



- Telephone: 0251.3951771 and Support Hotline: 19003160
- Fax: Not in use
- Email: info@sze.com.vn
- Website: www.sze.com.vn

4. The Company may establish branches and representative offices in business areas to implement the Company's operational objectives in accordance with the Board of Directors' decisions and within the permissible scope of the law.

5. Except for cases of dissolution under Article 55 of this Charter, the Company operates indefinitely.

### **Article 3. Legal Representative of the Company**

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

2. Rights and obligations of the legal representative:

a) The legal representative represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as a claimant, plaintiff, defendant, person with related rights and obligations before the Arbitrator and the Court.

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

## **CHAPTER III**

### **OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY**

#### **Article 4. Business lines and objectives**

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

2. Objectives of the Company:

a) Perform the task of producing and supplying public utility products and services in urban areas as prescribed by the Bidding Law;

b) Conduct profitable business, mobilize and use capital most effectively, constantly develop resources, improve quality, and enhance competitiveness to meet the increasing needs of customers;

c) Maximize business performance in both aspects: Social efficiency and business efficiency;

d) Improve working conditions, stabilize the lives of employees, ensure the legitimate interests of shareholders, and fulfill obligations to the State.



## **Article 5. Business scope and operations**

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

## **CHAPTER IV**

### **CHARTER CAPITAL, SHARES**

#### **Article 6. Charter capital, shares**

1. The Charter capital of the Company is VND 300,000,000,000 (Three hundred billion VND).

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

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

3. All shares of the Company on the date of adoption of this Charter are common shares.

4. The Company may issue other classes of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.

5. Common shares must be offered first to existing shareholders in proportion to their common share ownership in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed for by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to subjects under conditions and in a manner deemed appropriate by the Board of Directors, but may not sell such shares on more favorable terms than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase its own issued shares in the manner prescribed in this Charter and applicable law.

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

#### **Article 7. Share Certificate**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares held.



2. A share is a security that certifies the lawful rights and interests of the holder with respect to a portion of the Company's share capital. Shares must have full content as prescribed in Clause 1, Article 121 of the Law on Enterprise.

3. Within thirty (30) days from the date of submitting a complete application for share transfer or within two (02) months from the date of full payment for the shares or other deadlines specified in the issuance plan, shareholders shall be issued share certificates. Shareholders are not required to pay the Company for the cost of printing share certificates.

4. In case shares are lost, damaged, or destroyed in other forms, the shareholder shall be re-issued shares by the Company at the request of such shareholder. The shareholder's request must include the following information:

a) Information on the shares that have been lost, damaged, or destroyed in other forms;

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

#### **Article 8. Other Securities Certificates**

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

#### **Article 9. Share Transfer**

1. All shares are freely transferable unless otherwise provided by this Charter and applicable law. Shares of the Company have been registered for trading on UPCOM, the transfer is carried out in accordance with the provisions of law on securities and the securities market.

2. Unpaid shares are not transferable and do not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase charter capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

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

4. Shareholders have the right to donate part or all of their shares to others; use shares to pay debts. In this case, the donee or the recipient of the shares as debt



payment will be a shareholder of the Company after completing the transfer procedures as prescribed in this Charter and relevant laws.

5. For shares purchased by employees in accordance with their commitment to work for the Company:

a) During the commitment period to work for the Company, the transfer of these shares will be restricted;

b) In the event of company restructuring leading to employee termination, resignation, or job loss as stipulated by the Labor Code before the agreed-upon deadline, these additionally purchased shares will be freely transferable. If the employee wishes to sell these shares back to the Company, the Company is obligated to repurchase them at a price close to the market trading price;

c) If the employee terminates the labor contract before the agreed-upon deadline, they must sell all additionally purchased shares back to the Company at a price close to the market trading price, not exceeding the purchase price at the time of equitization;

d) After the commitment period to work for the Company, these shares can be freely transferred.

## **CHAPTER V**

### **ORGANIZATIONAL MANAGERIAL STRUCTURE**

#### **Article 10. Organizational Managerial Structure**

The Company's management organization structure comprises:

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

## **CHAPTER VI**

### **SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 11. Shareholder Rights**

1. Common shareholders have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through authorized representatives or other forms as



prescribed by the Company's internal regulations on corporate governance, these Articles of Association, and the law; Each common share has one vote;

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

c) Have preemptive rights to purchase newly issued shares corresponding to the percentage of common shares held by each shareholder;

d) Freely transfer their shares to others, except as prescribed in Clause 2 and Clause 5, Article 9 of these Articles of Association.

đ) Review, look up, and excerpt information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information;

e) Review, look up, excerpt, or copy the Company's Articles of Association, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

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

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

i) Be treated equally;

k) Have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;

l) Have their legitimate rights and interests protected; request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors as prescribed by the Law on Enterprise;

m) Other rights as prescribed by law and these Articles of Association.

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

a) Request the Board of Directors to convene a General Meeting of Shareholders in the following cases: The Board of Directors seriously violates shareholder rights, management obligations, or makes decisions exceeding its authorized powers, and according to Clause 3 and Clause 4, Article 13 of these Articles of Association.

b) Review, look up, and excerpt minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board



of Supervisors, contracts, transactions subject to the Board of Directors' approval, and other documents, except those related to trade secrets and business secrets of the Company;

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

d) Propose issues for inclusion in the agenda of the General Meeting of Shareholders according to Clause 4, Article 16 of this Charter;

đ) Other rights as prescribed by law and this Charter.

3. A shareholder or a group of shareholders owning at least 10% of the total common shares has the right to nominate persons to the Board of Directors and the Board of Supervisors as prescribed in Clause 2, Article 24 and Clause 2, Article 34 of this Charter. Common shareholders forming a group to nominate persons to the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group formation before the opening of the General Meeting of Shareholders.

## **Article 12. Obligations of Shareholders**

Common shareholders have the following obligations:

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

2. Not withdraw the capital contributed by common shares from the Company in any form, except in cases where the shares are repurchased by the Company or another person; In case a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this Clause, that shareholder and related persons in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any occurring damages;

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



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

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

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Send voting ballots to the meeting via mail, fax, or email;

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

- a) Violate the law;
- b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c) Settle debts before maturity in anticipation of potential financial risks to the Company.

7. Perform other obligations as prescribed by law and this Charter.

### **Article 13. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the Company's highest decision-making body. The General Meeting of Shareholders convenes annually within four (04) months from the fiscal year's end. The Board of Directors may extend the annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the fiscal year's end. Besides the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location is where the chairperson attends and must be within Vietnam's territory.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable venue. The annual General Meeting of Shareholders decides on matters as prescribed by law and this Charter, particularly approving the audited annual financial statements. If the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite representatives of the auditing



organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the Company's benefit;
- b) The number of remaining Board of Directors or Board of Supervisors members falls below the minimum number prescribed by law;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter; the request to convene the General Meeting of Shareholders must be in writing, stating the meeting's reason and purpose, with sufficient signatures of the relevant shareholders or the request document made in multiple copies and gathering enough signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- d) Other cases as prescribed 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 the number of remaining Board of Directors or Board of Supervisors members falls as stipulated in point b, clause 3 of this Article, or from receiving the request stipulated in points c and d, clause 3 of this Article;
- b) If the Board of Directors not convene the General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, within the next thirty (30) days, the Board of Supervisors must replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law;
- c) If the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders stipulated in point c, clause 3 of this Article, may request the Company's representative to convene the General Meeting of Shareholders as prescribed by the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the procedures for convening, conducting the meeting, and issuing resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include those incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.



d) Procedures for organizing the General Meeting of Shareholders as stipulated in Clause 2, Article 16 of this Charter.

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

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

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) The Board of Directors' report on the management and performance of the Board of Directors and each member of the Board of Directors;
- d) The Board of Supervisors' report on the Company's business results and the performance of the Board of Directors and the General Director;
- đ) The self-assessment report on the performance of the Board of Supervisors and each member of the Board of Supervisors;
- e) The dividend rate for each share of each type.

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

- a) Approving the Company's development orientation;
- b) Deciding the type of shares and the total number of shares of each type that may be offered for sale;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
- d) Deciding to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- đ) Deciding to amend and supplement the Company's Charter;
- e) Deciding to repurchase more than 10% of the total number of shares sold of each type;
- g) Reviewing and handling violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- h) Deciding to reorganize or dissolve the Company;



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

k) Approving the internal regulations on corporate governance, the operating regulations of the Board of Directors, and the operating regulations of the Board of Supervisors;

l) Approving the list of independent audit organizations to audit the Company's financial statements; deciding on an independent audit organization to inspect the Company's operations and dismissing independent auditors when deemed necessary;

m) Signing contracts and conducting transactions as prescribed in Clause 5, Article 43 of this Charter;

n) Other rights and obligations as prescribed by law and this Charter.

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

#### **Article 15. Authority Representation**

1. Authority representative of a shareholder being an organization.

a) A shareholder being an organization must authorize an individual representative as follows:

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

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

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

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

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

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

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

b) In case a shareholder, being an organization, appoints multiple authorized representatives, the number of shares for each representative must be specified. If



the shareholder does not specify the corresponding number of shares for each authorized representative, the shares will be divided equally among the number of authorized representatives.

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

- Name, business code, and head office address of the shareholder;
- The number of authorized representatives and the corresponding share ownership ratio or capital contribution of each authorized representative;
- Full name, contact address, nationality, and legal document number of each authorized representative;
- The corresponding authorization period of each authorized representative; clearly stating the starting date of representation.
- Full name and signature of the legal representative of the shareholder and of the authorized representative.

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

- Not belonging to the subjects specified in Clause 2, Article 17 of the Enterprise Law;
- A shareholder being a state-owned enterprise as prescribed in Point b, Clause 1, Article 88 of the Enterprise Law may not appoint relatives of the enterprise's manager and of the person authorized to appoint such manager as authorized representatives at the Company.

## 2. Authorization to attend the General Meeting of Shareholders

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

b) The authorization for individuals or organizations to represent at the General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article must be made in writing. The authorization document is prepared in accordance with civil law regulations and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the



authorization period, and the signatures of the authorizing party and the authorized party.

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

c) The voting ballot of the authorized attendee within the authorized scope 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 canceled the authorization appointment;
- The authorizing party has revoked the authority of the person carrying out the authorization.

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

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

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders, or an extraordinary General Meeting of Shareholders is convened in the cases specified in point b or point c, clause 4, Article 13 of this Charter.

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

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders; the list of shareholders entitled to attend the General Meeting of Shareholders is prepared no later than ten (10) days before the date of sending the invitation to the General Meeting of Shareholders; the Company must announce the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the agenda and content of the General Meeting of Shareholders;

c) Prepare documents for the General Meeting of Shareholders;

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



- d) Determine the time and place of the meeting;
- e) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks serving the meeting.

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

- a) Meeting agenda, documents used in the meeting;
- b) List and details of candidates in the case of electing members of the Board of Directors, members of the Supervisory Board;
- c) Voting ballot;
- d) Draft resolutions for each issue on the agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 11 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be 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 share held by the shareholder, and the issue proposed for inclusion in the meeting agenda.

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

- a) The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five (5)% of the common shares as prescribed in Clause 2, Article 11 of this Charter;



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

d) Other cases as prescribed by law and this Charter.

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

### **Article 17. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders is conducted when the attending shareholders represent more than 50% of the total voting shares of the Company.

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

3. Within thirty (30) minutes from the scheduled opening time, if the second meeting does not meet the conditions for proceeding as prescribed in Clause 2 of this Article, a third meeting notice must be sent within 20 days from the date of the second scheduled meeting. In this case, the General Meeting of Shareholders is conducted regardless of the total voting shares of the attending shareholders.

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

1. Before the opening of the meeting, the Company must carry out the registration procedures for attending shareholders and must continue the registration until all eligible shareholders present have registered.

2. When registering for the meeting, shareholders or their representatives are issued a voting card and a voting ballot, which state the registration number, name of the shareholder or name of the shareholder's representative, and the number of voting shares of that shareholder. The General Meeting of Shareholders discusses and votes on each issue on the agenda. Voting is conducted by voting in approve, disapprove, or abstain. When voting at the meeting, shareholders raise their voting cards and mark the corresponding box on the voting ballot. After collecting and checking the voting ballot, the total number of votes in approve, disapprove, abstain,



or invalid for each issue is announced by the chairperson before the end of the meeting.

3. Shareholders or authorized representatives arriving after the meeting has commenced are still registered and have the right to participate in voting immediately after registration; in this case, the validity of the contents previously voted on remains unchanged.

4. The election of the chairman, secretary, and Vote Counting Committee is regulated as follows:

a) The Chairman of the Board of Directors chairs or authorizes another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors elect one of them to chair the meeting by majority vote. If a chairman cannot be elected, the Head of the Board of Supervisors presides so that the General Meeting of Shareholders can elect a chairperson from among the attendees, and the person with the highest number of votes chairs the meeting;

b) Except as prescribed in Point a, Clause 4 of this Article, the person who signs the convening notice for the General Meeting of Shareholders presides so that the General Meeting of Shareholders can elect a chairperson, and the person with the highest number of votes chairs the meeting.

c) The chairperson appoints one or several individuals to act as meeting secretaries.

d) The General Meeting of Shareholders elects one or several individuals to the vote counting committee as proposed by the chairperson.

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

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

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

b) Requesting competent authorities to maintain order during the meeting; expelling from the General Meeting of Shareholders those who do not comply with



the chairman's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or do not comply with security inspection requirements.

c) Arranging seating at the General Meeting of Shareholders venue.

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

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

7. The chairperson has the right to postpone the General Meeting of Shareholders, provided the maximum number of registered attendees is reached, for a period not exceeding 03 working days from the intended opening date, and may only postpone the meeting or change the venue in the following circumstances:

a) The meeting venue does not have sufficient convenient seating for all attendees.

b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote.

c) Attendees obstruct or disrupt order, posing a risk that the meeting cannot be conducted fairly and lawfully.

8. In the event that the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairman and conduct the meeting until its conclusion; all Resolutions passed at such meeting shall be valid and enforceable.

9. The conduct of online General Meeting of Shareholders shall comply with the regulations stipulated in the Company's Internal Regulations on Corporate Governance.

#### **Article 19. Form of Resolution Adoption by the General Meeting of Shareholders**

1. The General Meeting of Shareholders approved Resolutions within its authority by voting at the meeting or by obtaining written opinions.

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

a) Approve of the audited annual financial statements.

b) Company development orientation.

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



## **Article 20. Conditions for Resolution Adoption by the General Meeting of Shareholders**

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

- a) The class of shares and the total number of shares of each class being offered;
- b) Changes in industries, occupations, and business lines;
- c) Changes in the organizational managerial structure;
- d) Investment projects or asset sales with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- đ) Company reorganization or dissolution.

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

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

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

## **Article 21. Authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders**

1. The Board of Directors has the right to obtain shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for the case specified in Clause 2, Article 19 of these Articles of Association.

2. The Board of Directors shall prepare the written opinion form, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the written opinion form. The compilation of the list of shareholders to send written opinion form shall be carried out according to Point a, Clause 2, Article 16 of these Articles of Association. The requirements



and procedures for sending written opinion form and accompanying documents shall comply with Clause 3, Article 16 of these Articles of Association, except for the time requirement.

3. The written opinion form must contain the following main contents:

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

b) Purpose of obtaining opinions;

c) Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, business code or legal document number of the organization, address of the head office for institutional shareholders or full name, contact address, nationality, and legal document number of the individual for representatives of institutional shareholders; the number of shares of each class and the number of votes of the shareholder;

d) Matters requiring opinions for approval;

d) Voting options including approval, disapproval, and abstention for each matter requiring opinions;

e) Deadline for returning the completed written opinion form to the Company;

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

4. Shareholders may send completed written opinion form to the Company by mail, fax, or email according to the following regulations:

a) In case of sending by mail, the completed written opinion form must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The written opinion form sent to the Company must be enclosed in sealed envelopes, and no one is allowed to open them before the vote counting;

b) In case of sending by fax or email, the written opinion form sent to the Company must be kept confidential until the vote counting.

c) The written opinion forms submitted to the Company after the deadline specified in the written opinion form or opened in the case of mail and disclosed in the case of fax or email are invalid. The written opinion forms not returned are considered abstentions.

5. The Board of Directors counts the ballots and prepares the vote counting minutes witnessed by the Board of Supervisors or a shareholder not holding a management position in the Company. The vote counting minutes must include the following main contents:



- a) Name, head office address, and code of the Company;
- b) Purpose and matters requiring opinions for resolution approval;
- c) Number of shareholders with the total number of voting ballots participating in the vote, distinguishing between valid voting ballots, invalid voting ballots, and the method of submitting voting ballots, along with an appendix listing the participating voting shareholders;
- d) Total vote in approve, disapprove and abstaining for each matter;
- đ) Matters approved and the corresponding approval rate;
- e) Full name and signature of the Chairman of the Board of Directors, vote teller, and vote counting supervisor.

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

6. The vote counting minutes and resolutions must be published on the Company's website within twenty-four (24) hours from the end of the vote counting and information disclosure according to securities market regulations.

7. Answered written opinion form, vote counting minutes, the full text of approved resolutions, and related documents attached to the written opinion form must be kept at the Company's head office.

8. Resolutions on the following matters are passed by written shareholder resolution when approved by shareholders holding at least 65% of the total voting shares of all shareholders entitled to vote:

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

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



10. Resolutions passed by written shareholder resolution under this Article are valid as resolutions passed at the General Meeting of Shareholders.

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

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

- a) Name, head office address, and code of the Company;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and meeting content;
- d) Full name of the chairman and secretary;
- đ) Summary of the meeting proceedings and comments made at the General Meeting of Shareholders on each issue on the agenda;
- e) Number of shareholders and total voting ballots of shareholders attending the meeting, appendix of the shareholder registration list, representatives of shareholders attending the meeting with corresponding number of shares and voting ballots;
- g) Total voting ballots for each voting issue, specifying the voting method, total valid votes, invalid votes, votes in approve, disapprove, and abstentions; corresponding percentage of the total voting ballots of shareholders attending the meeting;
- h) Issues approved and the corresponding percentage of approving votes;
- i) Full name and signature of the chairman and secretary; In case the chairman or secretary refuses to sign the minutes of the meeting, these minutes are valid if signed by all other members of the Board of Directors attending the meeting and have full content as prescribed in this Clause; The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other persons signing the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. Resolutions, Minutes of the General Meeting of Shareholders, all documents attached to the Minutes (if any) and relevant documents attached to the notice of the meeting must be published on the Company's website within twenty-four (24) hours from the end of the meeting and information must be disclosed in accordance with the law on the securities market.



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

### **Article 23. Request for cancellation of a Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the Resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote of the General Meeting of Shareholders, a shareholder or a group of shareholders as prescribed in Clause 2, Article 11 of this Charter has the right to request the Court or Arbitration to consider and cancel the Resolution or part of the content of the Resolution of the General Meeting of Shareholders in the following cases:

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

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

## **CHAPTER VII**

### **BOARD OF DIRECTORS**

#### **Article 24. Nomination, self-nomination of the Board of Directors members**

1. In the event that the candidates for the Board of Directors have been identified, the Company must publish 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 so that shareholders can review about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be published includes:

- a) Full name, date of birth (DD/MM/YYYY);
- b) Qualification;
- c) Work experience;



d) Other executive positions (including Board of Directors positions at other companies);

đ) Interests related to the Company and its related parties;

e) Information about companies where the candidate is a Member of the Board of Directors, other executive positions, and interests related to the candidate's company (if any).

2. Shareholders have the right to combine voting rights to nominate Board of Directors candidates. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 65% may nominate a maximum of six (06) candidates; from 65% or more may nominate a maximum of seven (07) candidates.

3. In the event that the number of Board of Directors candidates through nomination is still insufficient according to Clause 1, Article 25 of this Charter, the incumbent Board of Directors shall 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 to elect members of the Board of Directors.

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

a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

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

c) May only concurrently be a member of the Board of Directors at a maximum of 05 other companies;

d) Must not be a family member of:

- The General Director and other Executives of the Company;

- Executives, or those with the authority to appoint managers, of Sonadezi Corporation;



## **Article 25. Composition and Term of the Board of Directors**

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

2. The term of a Member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace and take over their work.

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

4. Dismissal, removal, replacement, and addition of Board of Directors members:

a) The General Meeting of Shareholders shall dismiss a Member of the Board of Directors in case such member does not meet the standards and conditions as prescribed in Clause 4, Article 24 of this Charter, or submits a resignation letter and it is approved.

b) The General Meeting of Shareholders shall remove a Member of the Board of Directors in case such member does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.

c) When deemed necessary, the General Meeting of Shareholders shall decide to replace a Board of Directors Member, dismiss or remove a Board of Directors Member in cases other than those specified in points a and b of this Clause 4.

d) The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors when the number of Board members falls below one-third (1/3) of the number stipulated in this Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of members falls below one-third (1/3).

đ) Except as prescribed in point d of this clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or removed at the nearest meeting.

## **Article 26. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations of the General Meeting of Shareholders.



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

- a) Decide the Company's strategies, medium-term development plans, and annual business plans;
- b) Recommend the types of shares and the total number of shares offered for sale for each type;
- c) Decide to sell unsold shares within the authorized offering limit for each share type; decide to raise additional capital in other forms;
- d) Decide the selling price of the Company's shares and bonds;
- đ) Decide to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) Decide investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide solutions for market development, marketing, and technology;
- h) Approve purchase, sale, loan, borrowing contracts, and other contracts and transactions with a value equal to or greater than 10% of the total asset value recorded in the Company's latest financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 14 and Clause 5, Article 43 of this Charter;
- i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts, decide salaries, bonuses, and other benefits of the General Director and other executives; appoint representatives of the Company's capital in other enterprises, decide bonuses and other benefits for these individuals;
- k) Supervise and direct the General Director and other executives in the daily business operations of the Company;
- l) Decide the organizational structure of the Company, except for the management structure specified in Article 10 of this Charter; decide the Company's internal management regulations, except for regulations under the authority of the General Meeting of Shareholders; decide the establishment of subsidiaries, branches, and representative offices; decide on capital contributions and purchase of shares in other enterprises;



m) Approve the program and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or obtain opinions for the General Meeting of Shareholders to pass resolutions;

n) Submit the audited annual financial statements to the General Meeting of Shareholders;

o) Propose the dividend payout ratio; decide the time limit and procedures for paying dividends or handling losses incurred during business operations;

p) Propose the reorganization, dissolution of the Company; request the bankruptcy of the Company;

q) Decide to issue the operating regulations of the Board of Directors, internal regulations on corporate governance after being approved by the General Meeting of Shareholders;

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

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

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

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

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

3. The dedicated Chairman of the Board of Directors is paid a salary. The salary of the dedicated Chairman of the Board of Directors is proposed by the Board of Directors and decided by the General Meeting of Shareholders.

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

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



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

7. Members of the Board of Directors are entitled to be reimbursed for all travel, food, accommodation and other reasonable expenses they have incurred in performing their responsibilities as Members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders or the Board of Directors or sub-committees of the Board of Directors.

### **Article 28. Chairman of the Board of Directors**

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

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

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

- a) Develop the Board of Directors' program and operational plan;
- b) Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over the Board of Directors meeting;
- c) Organize the approval of Resolutions/Decisions of the Board of Directors;
- d) Supervise the implementation of the Resolutions/Decisions of the Board of Directors;
- d) Preside over the General Meeting of Shareholders;
- e) Other rights and obligations in accordance with the Law on Enterprises and this Charter.

4. In the event the Chairman of the Board of Directors resigns or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal.

5. In the event the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In the event there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative



handling measures at a compulsory detoxification facility, a compulsory educational institution, flees from his/her place of residence, has limited or lost civil act capacity, has difficulty in perception, controlling behavior, is prohibited by the Court from holding a position, practicing a profession, or doing a certain job, the remaining members shall elect one person among the members to hold the position of Chairman of the Board of Directors on the principle of majority of the remaining members agreeing until there is a new decision of the Board of Directors.

## **Article 29. Meetings of the Board of Directors**

1. The first meeting of the Board of Directors' term to elect the Chairman must be held within seven (07) working days from the end of the election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes. In the event that there is more than one (01) member with the same highest number of votes, the members shall vote on the principle of majority to select one (01) person among them to convene the Board of Directors meeting.

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

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

- a) At the request of the Board of Supervisors;
- b) At the request of the General Director or at least 05 other executives;
- c) At the request of at least 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 competence of the Board of Directors.

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

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation at least three (03) working days before the meeting date. The meeting invitation must clearly specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and



the member's voting slip. The notice of the Board of Directors meeting can be sent by invitation letter, text message, email, or other electronic means ensuring it reaches the contact address of each member of the Board of Directors registered at the Company.

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

8. A Board of Directors meeting proceeds with at least 3/4 of the total members present. If a meeting convened under this provision lacks the required quorum, a second meeting is convened within seven (07) days of the first meeting's scheduled date. In this case, the meeting proceeds with more than half of the Board of Directors members present.

9. A Member of the Board of Directors is considered present and voting at a meeting in the following cases:

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

10. If submitting the voting slip via mail, the voting slip must be in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (01) hour before commencement. The voting slip is opened only in the presence of all attendees.

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

12. The Board of Directors adopts resolutions and decisions through voting at meetings or written opinions. Each Member of the Board of Directors has one vote. Resolutions and decisions are approved with a majority vote; in case of a tie, the Chairman of the Board of Directors has the final decision.



### **Article 30. Company Administrator**

1. The Board of Directors must appoint at least one (01) person in charge of Corporate Governance to support the company's governance. person in charge of Corporate Governance may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of Corporate Governance must not concurrently work for the audit firm currently auditing the company's financial statements.

3. The person in charge of Corporate Governance has the following rights and obligations:

a) Advising the Board of Directors on organizing the General Meeting of Shareholders as regulated and on matters related to the company and its shareholders;

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

c) Advising on meeting procedures;

d) Attending meetings;

đ) Advising on the procedures for drafting Board of Directors resolutions in compliance with legal regulations;

e) Providing financial information, copies of Board of Directors meeting minutes, and other information to Members of the Board of Directors and the Board of Supervisors;

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

h) Serving as the point of contact with relevant stakeholders;

i) Maintaining confidentiality as prescribed by law and these Articles of Association.

## **CHAPTER VIII**

### **GENERAL DIRECTOR, OTHER EXECUTIVES**

#### **Article 31. organization of the management apparatus**

The company's management system must ensure accountability to and oversight by the Board of Directors in the company's daily business operations. The company has a General Director and other executives. The appointment, dismissal, and removal of executives require a resolution or decision by the Board of Directors.



## **Article 32. Company Executives**

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

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

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

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

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

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

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

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

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

b) Not be a family member of:

- Executives, members of the Board of Supervisors of Sonadezi Corporation;
- Executives, members of the Board of Supervisors of the Company;
- Representatives of the State capital at Sonadezi Corporation;
- Representatives of Sonadezi Corporation's capital at the Company.

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

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



- a) Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors;
- b) Organize the implementation of the Resolutions/Decisions of the Board of Directors;
- c) Organize the implementation of the Company's business plan and investment plan;
- d) Propose organizational structure and internal management regulations for the Company;
- đ) Appoint and dismiss Heads/Deputy Heads of professional departments/divisions, Directors, Deputy Directors of factories/waste treatment areas/centers, Heads/ Deputies of units/departments directly under the Company, except for positions under the authority of the Board of Directors;
- e) Decide on salaries and other benefits for employees in the Company, including officials appointed by the General Director;
- g) Recruit employees;
- h) Propose plans for dividend payments or handling business losses;
- i) Other rights and obligations as prescribed by law, this Charter, and resolutions, decisions of the Board of Directors.

6. The Board of Directors may dismiss the General Director when a majority of Board members with voting rights to attend the meeting agree and appoint a new General Director as a replacement.

## **CHAPTER IX**

### **BOARD OF SUPERVISORS**

#### **Article 34. Nomination and self-nomination of Board of Supervisors Members**

1. The identification of Board of Supervisors of candidates and the person in charge of information disclosure shall be implemented similarly to the provisions of Clause 1, Article 24 of this Charter.

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



3. If the number of Board of Supervisors candidates nominated and recommended is not sufficient, the incumbent Board of Supervisors may nominate additional candidates. The incumbent Board of Supervisors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors.

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

a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

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

c) Not a family member of:

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

- Member of the Board of Directors, General Director, and other executives of the Company;

- Representative of the State capital at Sonadezi Corporation;

- Representative of Sonadezi Corporation's capital at the Company.

d) Not a executive of the Company; not necessarily a shareholder or employee of the Company;

đ) Not working in the accounting or finance department of the Company;

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

### **Article 35. Composition and Term of the Board of Supervisors**

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

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

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

b) Submit a resignation letter and it is approved;



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

- a) Fail to complete assigned tasks and duties;
- b) Fail to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly violate or seriously violate the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and this Charter;
- d) Other cases as resolved by the General Meeting of Shareholders.

### **Article 36. Head of the Board of Supervisors**

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

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

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

### **Article 37. Rights and Obligations of the Board of Supervisors**

The Board of Supervisors has the following rights and obligations:

- 1. Supervise the Board of Directors, General Director, and other executives in the management and administration of the Company; monitor the Company's financial situation; be accountable to shareholders for their supervisory activities;
- 2. Inspect reasonableness, legality, honesty, and prudence in the management and administration of business activities; the consistency, uniformity, and appropriateness of accounting, statistics, and financial reporting;
- 3. Appraise the completeness, legality, and honesty of the Company's annual and semi-annual business performance reports and financial statements, the Board of Directors' management performance evaluation report, and present the appraisal report at the annual General Meeting of Shareholders; Review and make



recommendations on contracts and transactions with related people 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's internal control system, internal audit, risk management, and early warning;

5. Review the Company's accounting books, accounting records, and other documents, as well as the management and operation of the Company when deemed necessary or according to the 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 inspections within 07 working days from the date of receiving the request from a shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter; Within 15 days from the end of the inspection, report to the Board of Directors and the requesting shareholder or group of shareholders on the matters requested for inspection; The inspection stipulated in this clause must not obstruct the normal operations of the Board of Directors or disrupt the Company's business operations;

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

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

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

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

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

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

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



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

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

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

17. Have the right to request the Board of Directors, Member of the Board of Directors, General Director, and other executives to provide complete, accurate, and timely information and documents on the Company's management, administration, and business operations;

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

### **Article 38. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of the Board of Supervisors members in attendance. Minutes of the Board of Supervisors' meetings are prepared in detail and clarity. The minute-taker and the attending Board of Supervisors members must sign the minutes of the meeting. The minutes of the Board of Supervisors' meetings must be kept to determine the responsibilities of each Board of Supervisors' member.

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

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

1. Non-dedicated members of the Board of Supervisors are entitled to remuneration from the non-dedicated management remuneration fund decided by the General Meeting of Shareholders. The annual operating budget of the Board of Supervisors is decided by the General Meeting of Shareholders.

2. The dedicated Head of the Board of Supervisors is paid a salary as decided by the General Meeting of Shareholders.

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



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

5. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses as prescribed by the law on corporate income tax, other relevant legal regulations, and must be itemized separately in the Company's annual financial statements.

## **CHAPTER X**

### **RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVE**

#### **Article 40. Duty of Care**

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

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

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

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

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are obliged to notify the Board of Directors and the Board of Supervisors in writing of transactions between themselves, their related people, the Company, and its subsidiaries, as prescribed by law. The Company must disclose information, as required by securities laws, regarding resolutions of the General Meeting of Shareholders or the Board of Directors approving these transactions.

4. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and their related people may not use or disclose to others inside information to conduct related transactions.



## **Article 42. Disclosure of Related Interests**

The disclosure of the Company's interests and related people is implemented as follows:

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

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

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

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

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

## **Article 43. Contracts and Transactions with Related Persons**

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

2. The Company may 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 the Company's subsidiaries after approval by the General Meeting of Shareholders or the Board of Directors as prescribed in Clauses 5 and 6 of this Article.

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



a) Shareholders, authorized representatives of shareholders owning more than 10% of the total common shares of the Company, and their related persons;

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

c) Enterprises that Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives of the Company must declare as prescribed in Clause 1, Article 42 of this Charter.

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

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

b) Contracts and transactions with a value greater than 10% of the total asset value recorded in the latest financial statement between the Company and a shareholder owning 51% or more of the total voting shares or a related person of that shareholder;

In the case of approving a contract or transaction as prescribed in this Clause, the Company's representative signing the contract or transaction must notify the Board of Directors and members of the Board of Supervisors of the related parties to that contract or transaction and enclose a draft contract or a notice of the main contents of the transaction. The Board of Directors shall submit the draft contract, transaction, or explanation of the main contents of the contract or transaction at the General Meeting of Shareholders or obtain shareholders' opinions in writing. In these cases, shareholders do not have the right to vote on contracts or transactions in which they have a related interest.

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

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

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



In the case of approving a contract or transaction as prescribed in this Clause, the Company's representative signing the contract or transaction must notify the Members of the Board of Directors and the members of the Board of Supervisors of the related parties to that contract or transaction and enclose a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification. Members of the Board of Directors do not have the right to vote on contracts or transactions in which they or their related persons have a related interest.

#### **Article 44. Liability for Damages and Compensation**

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

2. The Company shall compensate those who are, were, or may become a party to complaints, lawsuits, or prosecutions (including civil and administrative cases, and not lawsuits initiated by the Company) if such person is or was a Member of the Board of Directors, a Member of the Board of Supervisors, the General Director, another executives, an employee, or an authorized representative of the Company, or if such person has or is performing duties as authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and without evidence confirming that such person has violated their responsibilities.

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

### **CHAPTER XI**

#### **RIGHT TO INSPECT BOOKS AND RECORDS**

##### **Article 45. Right to Inspect Books and Records**

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

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



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

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

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

## **CHAPTER XII**

### **EMPLOYEES AND TRADE UNIONS**

#### **Article 46. Employees and Trade Unions**

1. The General Director shall submit to the Board of Directors for approval policies regarding recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions 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 relations with trade union organizations in accordance with the Trade Union Law, the Trade Union Charter, and current legal regulations.

## **CHAPTER XIII**

### **PROFIT DISTRIBUTION**

#### **Article 47. Profit Distribution**

1. The Company shall set aside funds from the annual after-tax profit after offsetting losses from previous years (if any), including: investment and development fund, employee welfare and reward fund, management bonus fund, community social work fund, reward fund for relevant individuals and units, and other funds if approved by the General Meeting of Shareholders.



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

3. The Company shall not pay interest on dividend payments or payments related to a type of share.

4. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of the dividends in shares, and the Board of Directors is the body that implements this decision.

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

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

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

#### 8. Principles of Loss Treatment in Business:

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

a. Carry the loss forward to the next year according to current regulations, and the General Meeting of Shareholders must decide on remedial measures.

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

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



## **CHAPTER XIV**

### **BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME**

#### **Article 48. Bank Accounts**

1. The Company opens accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam.
2. With prior approval from competent authorities, if necessary, the Company may open bank accounts abroad in accordance with legal regulations.

#### **Article 49. Fiscal Year**

The Company's fiscal year begins on January 01 and ends on December 31. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31 immediately following.

#### **Article 50. Accounting Regime**

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

## **CHAPTER XV**

### **FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

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

1. The Company must prepare annual financial statements in accordance with legal regulations, and the annual financial statements must be audited as prescribed in Article 53 of this Charter. The Company publishes the audited annual financial statements according to regulations on securities and submits them to competent state agencies.
2. Annual financial statements must include complete reports, appendices, and explanations as prescribed by law on enterprise accounting. Annual financial statements must reflect truthfully and objectively the Company's operational status.
3. The Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations on the securities market and submit them to competent state agencies.



## **Article 52. Annual Report**

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

## **CHAPTER XVI**

### **AUDIT**

#### **Article 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit organization or approve a list of independent audit organizations and authorize the Board of Directors to decide to select one of these organizations to audit the Company's Financial Statements.

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

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

## **CHAPTER XVII**

### **COMPANY SEAL**

#### **Article 54. Company Seal**

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

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

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

## **CHAPTER XVIII**

### **COMPANY DISSOLUTION**

#### **Article 55. Company Dissolution**

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

a) Dissolution according to the Resolution or decision of the General Meeting of Shareholders;



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

c) Other cases as prescribed by law.

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

### 3. Procedures for Company Dissolution

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

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

b) The resolution or decision to dissolve the Company must include the following main contents:

- Name and address of the Company's head office;
- Reasons for dissolution;
- Time limit and procedures for liquidating contracts and paying the Company's debts;
- Plan for handling obligations arising from labor contracts;
- Full name and signature of the Chairman of the Board of Directors.

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

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

If the Company still has outstanding financial obligations, it must send a resolution, a decision on dissolution, and a debt settlement plan to creditors, individuals with rights, obligations, and related interests. The debt settlement plan



must include the creditor's name and address; the debt amount, deadline, location, and method of debt payment; and the method and timeframe for resolving creditor complaints.

d) The legal representative submits the dissolution documents to the National Business Registration Portal within 05 working days from the date of full payment of the Company's debts.

## **Article 56. Liquidation**

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

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

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

a) Costs of disposal;

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

c) Tax debts;

d) Other debts;

đ) The remaining portion after paying all debts from points a to d above is distributed to shareholders. Preferred shares (If any) are paid first.



## **CHAPTER XIX**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 57. Internal Dispute Resolution**

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

a) Shareholders and the Company;

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

The parties involved shall endeavor to resolve the dispute through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within fifteen (15) working days from the date the dispute arises. In the event of a dispute related to the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert as a mediator for the dispute resolution process.

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

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the court's ruling.

## **CHAPTER XX**

### **AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

#### **Article 58. 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 the law has regulations related to the Company's operations that are not mentioned in this Charter, or in cases where there are new legal regulations that differ from the content of this Charter, those regulations shall apply to govern the Company's operations.



## CHAPTER XXI

### EFFECTIVENESS

#### **Article 59. Effectiveness**

1. This Charter, consisting of 21 chapters and 59 articles, was approved by the General Meeting of Shareholders of Sonadezi Environment Joint Stock Company under Resolution No.01/NQ-SZE-ĐHĐCĐ dated 18/04/2025 replacing the Charter dated 23/04/2021.

2. This Charter is made in 07 (seven) copies, having equal value, and must be kept at the Company's headquarters, with 01 (one) copy registered at the National Business Registration Portal.

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

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

**LEGAL REPRESENTATIVE**  
**GENERAL DIRECTOR**



**Quach Ngoc Buu**



**APPENDIX NO. 01/PLDL**

*Attached to the Charter of Sonadezi Environment Joint Stock Company  
amended and supplemented on 18/04/2025*

No.	Industry Name	Industry Code
1	Cleaning of buildings and other structures Details: Road and sidewalk sweeping, cleaning services.	8129
2	Non-hazardous waste collection Details: Collection of organic waste.	3811 (Main)
3	Hazardous waste collection Details: Collection, transportation, and treatment of solid waste.	3812
4	Drainage and wastewater treatment Details: Wastewater treatment.	3700
5	Other specialized wholesale not elsewhere classified Details: Wholesale of scrap.	4669
6	Treatment and disposal of non-hazardous waste Details: Recycling scrap, producing organic fertilizer.	3821
7	Treatment and disposal of hazardous waste Details: Recycling scrap.	3822
8	Construction of public utility works Details: Maintenance and repair of drainage systems.	4220
9	Construction of railways and roads Details: Maintenance and repair of sidewalk, bridge, and road systems. Construction of traffic works.	4210
10	Construction of various types of houses.	4100
11	Site preparation Details: Site leveling.	4312
12	Landscape care and maintenance services Details: Management and care of public parks, gardens, and street trees.	8130
13	Growing vegetables, beans, and flowers, ornamental plants Details: Planting and pruning of trees, flowers, and ornamental plants.	0118
14	Wholesale of raw agricultural and forestry products (excluding wood, bamboo, and rattan) and live animals Details: Wholesale of trees, flowers, and ornamental plants.	4620



No.	Industry Name	Industry Code
15	Construction of other civil engineering works - Construction, maintenance of parks and green spaces - Construction, management of services and maintenance serving residential areas - Construction of tourism, hotels, entertainment areas, food services, night markets.	4290
16	Management consulting activities Details: - Management and operation of public lighting systems, traffic signal systems - Business management of tourism, hotels, entertainment areas, food services, night markets.	7020
17	Electrical equipment repair Details: Maintenance and repair of public lighting systems, traffic signal systems.	3314
18	Funeral services Details: Burial, cremation, tomb construction services.	9632
19	Business of real estate, land use rights owned, used or leased Details: Investment, construction, management and operation of cemeteries.	6810
20	Travel agency Details: Domestic travel business.	7911
21	Short-term accommodation services Details: Hotel business.	5510
22	Other entertainment activities not elsewhere classified Details: Business of entertainment areas, night markets.	9329
23	Restaurants and mobile food services Details: Food service business.	5610
24	Other manufacturing not elsewhere classified Details: Manufacturing of environmental equipment.	3290
25	Installation of industrial machinery and equipment Details: Installation of environmental equipment.	3320
26	Wholesale of other machinery, equipment and parts Details: Wholesale of environmental equipment.	4659
27	Agency, brokerage, auction Details: Distribution agency for environmental equipment.	4610



No.	Industry Name	Industry Code
28	Architectural and related technical consulting activities Details: Surveying, designing and constructing lighting, decorative lighting, medium voltage and transformer station works up to 35KV.	7110
29	Road freight transport.	4933

LEGAL REPRESENTATIVE  
GENERAL DIRECTOR



Quach Ngoc Buu