

**PROPOSAL OF THE BOARD OF DIRECTORS OF SONG DA CORPORATION – JSC**

Re: Approval of the Amended Charter of Song Da Corporation – JSC

**To: The General Meeting of Shareholders of Song Da Corporation – JSC**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019;

Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020;

Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 guiding a number of provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Resolution No. 1656/NQ-UBTVQH15 dated 16 June 2025 of the Standing Committee of the National Assembly on the reorganization of commune-level administrative units of Hanoi in 2025;

Pursuant to Decision No. 36/2025/QD-TTg dated 29 September 2025 of the Prime Minister promulgating the Vietnam Standard Industrial Classification system,

Song Da Corporation – JSC respectfully submits to the General Meeting of Shareholders for approval the amended Charter of Song Da Corporation – JSC, in alignment with Resolution No. 1656/NQ-UBTVQH15 dated 16 June 2025 of the Standing Committee of the National Assembly and Decision No. 36/2025/QD-TTg dated 29 September 2025 of the Prime Minister.

*(Details attached)*

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

**Recipients:**

- As above;
- Members of the Board of Management and the Board of Supervisors;
- Filed at: Corporate Office.

**ON BEHALF OF THE BOARD  
OF MANAGEMENT  
CHAIRMAN**



**Tran Van Tuan**

**SOCIALIST REPUBLIC OF VIET NAM**  
**Independence – Freedom – Happiness**

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**CHARTER**  
**SONG DA CORPORATION – JOINT STOCK COMPANY**

**HA NOI, ... ..... 2026**

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## PREAMBLE

This Charter is adopted pursuant to Resolution No. 01./GMS-SDC dated .24./4/2026 of the General Meeting of Shareholders.

### I. DEFINITIONS AND INTERPRETATION OF TERMS IN THIS CHARTER

#### Article 1. Interpretation of terms

1. In this Charter, the following terms shall have the meanings set out below:

a) *Charter capital* means the total par value of shares that have been sold or subscribed for upon the establishment of Song Da Corporation - Joint Stock Company, as stipulated in Article 6 of this Charter;

b) *Voting capital* means the share capital pursuant to which the holder has voting rights on matters falling within the decision-making authority of the General Meeting of Shareholders;

c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020, and any amendments or supplements thereto from time to time;

d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 26 November 2019, and any amendments or supplements thereto from time to time;

đ) *Viet Nam* means the Socialist Republic of Viet Nam;

e) *Establishment date* means the date on which Song Da Corporation – Joint Stock Company was first issued with the Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent legal validity);

g) *Enterprise executive officers* mean the General Director, Deputy General Directors and Chief Accountant of the Corporation;

h) *Enterprise managers* mean managers of the Corporation, including the Chairman of the Board of Management, members of the Board of Management, and the General Director of the Corporation;

i) *Related persons* mean individuals and organisations as defined in Clause 46, Article 4 of the Law on Securities;

k) *Shareholders* mean individuals or organisations owning at least one (01) share of Song Da Corporation – Joint Stock Company;

l) *Founding shareholders* mean shareholders owning at least one (01)

ordinary share and whose names are recorded in the list of founding shareholders of the joint stock company;

m) *Major shareholders* mean shareholders as defined in Clause 18, Article 4 of the Law on Securities;

n) *Operating term* means the duration of operation of the Corporation as stipulated in Article 2 of this Charter;

o) *Stock exchange* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any one or more provisions or legal instruments shall include any amendments, supplements or replacement documents thereto.

3. Headings (Chapters and Articles of this Charter) are used for convenience of reference only and shall not affect the interpretation or substance of this Charter.

## **II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE CORPORATION**

### **Article 2. Name, legal form, head office, branches, representative offices, business locations and operating term of the Corporation**

#### 1. Company name

a) Vietnamese name: TỔNG CÔNG TY SÔNG ĐÀ – CTCP

b) Abbreviated Vietnamese name: SÔNG ĐÀ

c) English name: SONG DA CORPORATION – JSC

d) Abbreviated English name: SONG DA

2. Song Da Corporation – Joint Stock Company is a joint stock company with legal person status, organised and operating in accordance with the prevailing laws of Viet Nam.

#### 3. Registered head office of the Corporation:

a) Head office address: G10 Building, No. 493 Nguyen Trai Street, Thanh Liet Ward, Ha Noi City, Viet Nam.

b) Telephone: (84-24) 38541164, (84-24) 38543805, (84-24) 38542578.

c) Fax: (84-24) 38541161.

d) E-mail: [banbientap@songda.vn](mailto:banbientap@songda.vn)

e) Website: <http://www.songda.vn>

4. Corporate emblem (Logo): The corporate emblem (logo) comprises the trademarks of the Corporation which have been protected by the Intellectual Property Office of the Ministry of Science and Technology of Viet Nam, as evidenced by the following:

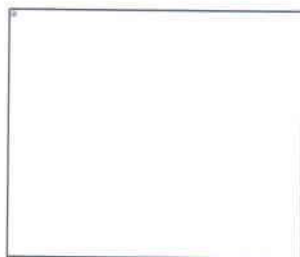
a. Certificate of Trademark Registration No. 60204, issued pursuant to Decision No. A1024/QĐ, with registration date 16 February 2005.

b. Certificate of Trademark Registration No. 66123, issued pursuant to Decision No. A9292/QĐ, with registration date 24 August 2005.

c. Certificate of Trademark Registration No. 66124, issued pursuant to Decision No. A9293/QĐ, with registration date 24 August 2005.

d. Certificate of Trademark Registration No. 66125, issued pursuant to Decision No. A9294/QĐ, with registration date 24 August 2005.

e. And all amendment and supplementation decisions issued or to be issued by the Intellectual Property Office of the Ministry of Science and Technology of Viet Nam.



5. The Corporation may establish branches and representative offices within its business areas in order to carry out the operational objectives of the Corporation, in accordance with the decisions of the Board of Management and within the scope permitted by applicable laws.

6. Unless terminated in accordance with the provisions set out in Article 54 of this Charter, the operating term of the Corporation shall be indefinite, commencing from the date of its establishment.

### **Article 3. Legal representative of the Corporation**

The Corporation shall have one (01) legal representative, being the General Director of the Corporation.

## **III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE CORPORATION**

### **Article 4. Operational objectives of the Corporation**

1. Business lines of the Corporation:

STT	Tên ngành	Mã ngành
1	Construction of other civil engineering works, including: - Construction of hydraulic works; - Construction of mining works; - Construction of processing and manufacturing works; - Other civil engineering works.	429 4291 4292 4293 4299
2	Construction of buildings of all types: - Construction of residential buildings; - Construction of non-residential buildings.	410 4101 4102
3	Construction of railway and road works: - Construction of railway works; - Construction of road works.	421 4211 4212
4	Construction of public utility works: - Construction of power works; - Construction of water supply and drainage works; - Construction of telecommunications and information infrastructure works; - Construction of other public utility works.	422 4221 4222 4223 4229
5	Electricity generation, transmission and distribution: - Electricity generation from non-renewable energy sources. - Electricity generation from renewable energy sources. - Electricity transmission and distribution.	351 3511 3512 3513
6	Installation of industrial machinery and equipment	3320
7	Manufacture of construction materials from clay.	2392
8	Wholesale of construction materials and other installation equipment used in construction.	4673
9	Real estate business involving land use rights held by owners, lawful users or leased land.	6810
10	Shipbuilding and floating structures	3011
11	Repair and maintenance of transport equipment (excluding	3315

	automobiles, motorcycles, mopeds and other motor vehicles).	
12	Architectural activities and related technical consultancy.	7110
13	Inland waterway freight transport	5022
14	Road freight transport	4933
15	Scientific research and technological development in natural sciences and engineering:	721
	- Scientific research and technological development in engineering and technology.	7212
16	Vocational education:	853
	- Elementary-level vocational training;	8531
	- Intermediate-level vocational training.	8532
17	Temporary labour supply and other human resource provision	782
	- Temporary labour supply.	7821
	- Provision of other human resources.	7822
18	Travel agency activities.	7911
19	Tour operation activities.	7912
20	Hotels and similar accommodation services.	5510
21	Demolition.	4311
22	Site preparation.	4312
23	Other specialised wholesale not elsewhere classified.	4679
24	Other mining and quarrying not elsewhere classified.	0899
25	Quarrying of stone, sand, gravel and clay	0810
26	Water extraction, treatment and supply.	3600

## 2. Operational objectives of the Corporation:

- a) To continuously enhance the interests of shareholders and employees;
- b) To conduct business profitably, and to preserve and develop the capital invested in the Corporation;
- c) To increase retained earnings and expand the business operations and production activities of the Corporation;

d) To make substantive contributions to the implementation of the country's socio-economic development objectives, and to fully discharge the Corporation's obligations to the State in accordance with applicable laws;

e) To fulfil other duties and responsibilities as prescribed by law.

#### **Article 5. Scope of business and operations of the Corporation**

The Corporation is permitted to conduct business activities in accordance with the business lines stipulated in this Charter that have been duly registered, notified as changes to business registration contents with the business registration authority, and disclosed on the National Business Registration Portal. In the event that the Corporation conducts business lines that are subject to conditional investment and business requirements, the Corporation shall fully satisfy the relevant business conditions in accordance with the Law on Investment and other applicable specialised laws.

### **IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS**

#### **Article 6. Charter capital, shares and founding shareholders**

1. The charter capital of the Corporation is **VND 4,495,371,120,000** (*in words: Four trillion four hundred and ninety-five billion three hundred and seventy-one million one hundred and twenty thousand Vietnamese dong only*).

The total charter capital of the Corporation is divided into **449,537,112 shares**, each with a par value of VND 10,000 per share.

2. The Corporation may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

3. As at the date of adoption of this Charter, the shares of the Corporation comprise ordinary shares and employee preference shares purchased additionally in accordance with Clause 2, Article 48 of Decree No. 59/2011/NĐ-CP dated 18 July 2011 of the Government on the transformation of enterprises with 100% state capital into joint stock corporations. The Corporation has no founding shareholders. The rights and obligations of shareholders holding each class of shares are stipulated in Articles 11 and 12 of this Charter.

4. The Corporation may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

5. Ordinary shares shall be offered for subscription on a priority basis to existing shareholders in proportion to their respective holdings of ordinary shares in the Corporation, unless otherwise decided by the General Meeting of

Shareholders. Any shares not subscribed for by shareholders shall be decided upon by the Board of Management of the Corporation. The Board of Management may allocate such shares to shareholders and other persons, provided that the conditions offered are not more favourable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Corporation may repurchase its own shares that have been issued, in the manners stipulated in this Charter and in accordance with applicable laws.

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

#### **Article 7. Share certificates and shareholder register**

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

2. A share is a type of security certifying the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing organisation. A share certificate shall contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within seven (07) days from the date on which a complete application dossier for the transfer of share ownership is submitted in accordance with the Corporation's regulations, or within seven (07) days from the date on which full payment for the purchase of shares is made in accordance with the Corporation's share issuance plan (or such other period as specified in the issuance terms), the holder of such shares shall be issued with a share certificate. The shareholder shall not be required to pay the Corporation any costs related to the printing of share certificates.

4. In the event that a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be issued with a replacement share certificate at the request of such shareholder. The shareholder's request must include the following:

a) Information relating to the share certificate that has been lost, damaged or otherwise destroyed;

b) An undertaking to assume full responsibility for any disputes arising from the issuance of the replacement share certificate.

5. The Corporation shall establish and maintain a shareholder register in accordance with the provisions of Article 122 of the Law on Enterprises.

6. The Corporation shall record changes to shareholders in the shareholder register at the request of the relevant shareholder within twenty-four (24) hours from the receipt of such request.

### **Article 8. Other securities certificates**

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

### **Article 9. Transfer of shares**

1. All shares shall be freely transferable. Shares that are listed or registered for trading on a stock exchange shall be transferred in accordance with the provisions of the laws on securities and the securities market.

2. Shares that have not been fully paid shall not be transferable and shall not be entitled to related rights and interests, including the right to receive dividends, the right to receive shares issued to increase charter capital from owners' equity, the right to purchase newly offered shares, and other rights and interests in accordance with the provisions of law.

## **V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

### **Article 10. Organizational Structure, Governance and Control**

The organizational structure for management, governance and control of the Corporation includes:

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

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

### **Article 11. Rights of Shareholders**

1. Ordinary shareholders have the following rights:

- a) To attend and speak at the General Meeting of Shareholders and to exercise their voting rights directly or through an authorized representative. Each ordinary share has one voting right;
- b) Receive dividends at the rate determined by the General Meeting of Shareholders;
- c) Have priority in purchasing new shares in proportion to their ownership of common shares in the Corporation;
- d) Freely transfer their shares to others, except as stipulated in Clause 3,

Article 120, Clause 1, Article 127 of the Enterprise Law and other relevant legal provisions;

d) Review, search, and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;

e) Review, search, extract, or copy the Corporation's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) When the Corporation is dissolved or goes bankrupt, receive a portion of the remaining assets in proportion to their shareholding in the Corporation;

h) To request the Corporation to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;

i) To be treated equally. Each share of the same class gives the shareholder equal rights, obligations, and benefits. In the case that the Corporation has preferred shares, the rights and obligations associated with these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k) To have full access to periodic and extraordinary information published by the Corporation in accordance with the law;

l) To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Management in accordance with the Enterprise Law;

m) Other rights as prescribed by law.

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

a) To request the Board of Management to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;

b) To review, search, and extract minutes and resolutions, decisions of the Board of Management, interim and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Management, and other documents, except for documents related to trade secrets and business secrets of the Corporation;

c) To request the Supervisory Board to examine specific issues related to the management and operation of the Corporation when deemed necessary. The

request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder (for individual shareholders); (c) Name, business registration number or legal document number of the organization, head office address for corporate shareholders; number of shares and registration date of each shareholder, total number of shares of the entire shareholder group and ownership percentage in the total shares of the Corporation; issues to be inspected, purpose of inspection;

d) Proposals for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Corporation no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of shares of each class held by such shareholder, and the matters proposed to be included in the meeting agenda;

d) Other rights as prescribed by law.

3. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to nominate candidates for the Board of Management and the Supervisory Board. The nomination process for the Board of Management and the Supervisory Board is as follows:

a) Common shareholders forming a group to nominate candidates for the Board of Management and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Management and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders as candidates for the Board of Management and the Supervisory Board. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates will be nominated by the Board of Management, the Supervisory Board, and other shareholders.

4. An organization that is a shareholder of Song Da Corporation - JSC and owns at least 5% of the total number of common shares may authorize a maximum of 11 (eleven) authorized representatives.

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

Ordinary shareholders have the following obligations:

1. Pay in full and on time for the subscribed shares.
2. Not to withdraw capital contributed in the form of ordinary shares from the Corporation in any form, except in cases where the Corporation or another party repurchases the shares. If a shareholder withdraws part or all of their contributed capital contrary to the provisions of this clause, that shareholder and any related parties in the Corporation shall be jointly and severally liable for the Corporation's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.
3. To comply with the Corporation's Charter and Internal Management Regulations.
4. To abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Management.
5. To maintain confidentiality of information provided by the Corporation as stipulated in the Corporation's Charter and the law; The information provided may only be used to exercise and protect one's legitimate rights and interests; disseminating, copying, or sending information provided by the Corporation to other organizations or individuals is strictly prohibited.
6. Attending the General Meeting of Shareholders and exercising voting rights through the following forms:
  - a) Attending and voting in person at the meeting;
  - b) Authorizing another individual or organization to attend and vote at the meeting;
  - c) Attending and voting through online conferencing, electronic voting, or other electronic forms;
  - d) Sending voting ballots to the meeting via mail, fax, or email;
7. Be personally liable for any of the following acts committed in the name of the Corporation:
  - a) Violating the law;
  - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Paying debts before they are due in advance, taking into account financial risks to the Corporation.
8. Fulfill other obligations as prescribed by current law.

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

1. The General Meeting of Shareholders, comprising all shareholders with

voting rights, is the highest decision-making body of the Corporation. The General Meeting of Shareholders shall hold an annual meeting once a year and within four (04) months from the end of the financial year. The Board of Management shall decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined by the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Management shall convene the annual General Meeting of Shareholders and select a suitable location. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Corporation's Charter, especially approving the audited annual financial statements. In the event that the audit report on the Corporation's annual financial statements contains significant exceptions, adverse audit opinions, or disclaimers, the Corporation must invite a representative of the approved auditing firm to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is responsible for attending the Corporation's Annual General Meeting of Shareholders.

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

a) The Board of Management deems it necessary for the benefit of the Corporation;

b) The number of remaining members of the Board of Management and the Supervisory Board is less than the minimum number of members prescribed by law;

c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;

d) At the request of the Supervisory Board;;

d) Other cases as prescribed by law.

4. Convening an Extraordinary General Meeting of Shareholders

a) The Board of Management must convene an Extraordinary General Meeting of Shareholders within 30 days from the date the number of remaining

members of the Board of Management, independent members of the Board of Management, or members of the Supervisory Board is as stipulated in point b, clause 3 of this Article, or upon receiving a request as stipulated in points c and d, clause 3 of this Article;

b) If the Board of Management fails to convene an Extraordinary General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Management in convening an Extraordinary General Meeting of Shareholders as stipulated in clause 3, Article 140 of the Enterprise Law;

c) If the Supervisory Board fails to convene an Extraordinary General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, then the shareholder or group of shareholders as stipulated in point c, clause 3 of this Article has the right to request the representative of the Corporation to convene an Extraordinary General Meeting of Shareholders as stipulated in 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 making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Corporation. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) 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 making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Corporation. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

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

- a) To approve the development orientation of the Corporation;
- b) To decide on the types of shares and the total number of shares of each

type authorized for sale; to decide on the annual dividend rate for each type of share;

c) To elect, dismiss, and remove members of the Board of Management and members of the Supervisory Board;

d) To decide on the investment or sale of assets with a value of 35% or more of the total asset value recorded in the Corporation's most recent financial statement;

đ) To decide on amendments and additions to the Corporation's Charter;

e) To approve the annual financial statements;

g) To decide on the repurchase of more than 10% of the total number of shares sold of each type;

h) To review and handle violations by members of the Board of Management and members of the Supervisory Board that cause damage to the Corporation and its shareholders;

i) Deciding on the reorganization or dissolution of the Corporation;

k) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Management and the Supervisory Board;

l) Approving the Internal Governance Regulations; the Operating Regulations of the Board of Management and the Supervisory Board;

m) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct the audit of the Corporation's operations, and dismiss approved auditors when deemed necessary;

n) Other rights and obligations as prescribed by law.

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

a) Annual business plan of the Corporation;

b) Audited annual financial statements;

c) Report of the Board of Management on governance and performance of the Board of Management and each member of the Board of Management;

d) Report of the Supervisory Board on the business results of the Corporation, the performance of the Board of Management and the General Director;

đ) Self-assessment report on the performance of the Supervisory Board and its members;

- e) Dividend rate per share of each class;
- g) Number of members of the Board of Management and Supervisory Board;
- h) Election, dismissal, and removal of members of the Board of Management and Supervisory Board;
- i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Management and the Supervisory Board;
- k) Approving the list of approved auditing firms; deciding on the approved auditing firm to conduct audits of the Corporation's operations when deemed necessary;
- l) Supplementing and amending the Corporation's Charter;
- m) Determining the type and number of new shares to be issued for each type of share and the transfer of shares by founding members within the first three years from the date of establishment;
- n) Dividing, separating, merging, consolidating, or converting the Corporation;
- o) Reorganizing and dissolving (liquidating) the Corporation and designating the liquidator;
- p) Deciding on investments or sales of assets valued at 35% or more of the total asset value recorded in the Corporation's most recent financial statement;
- q) Deciding on the repurchase of more than 10% of the total number of shares sold of each type;
- r) The Corporation enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the Corporation's assets as recorded in the most recent financial statement;
- s) Approve the transactions stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated 31 December 2020, detailing the implementation of some articles of the Securities Law;
- t) Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Management, and the regulations on the operation of the Supervisory Board;

The issues mentioned in Points a, b, c, d, e, and f of Clause 2 of this Article shall be discussed and approved by the General Meeting of Shareholders

at the annual shareholders' meeting. The remaining issues as stipulated in Clause 2 of this Article shall be approved at the annual or extraordinary shareholders' meeting.

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

#### **Article 15. Authorization to Attend Shareholders' General Meetings**

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

2. The authorization for individuals or organizations to represent shareholders at the Shareholders' General Meeting as stipulated in Clause 1 of this Article must be in writing. The authorization document shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of re-authorization, the attending representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Corporation).

3. The voting ballot of an authorized representative attending the meeting, within the scope of their authorization, remains valid in the following cases:

- a) The authorizing person has died, is incapacitated, or has lost their civil capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the person performing the authorization.

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

#### **Article 16. Changes to Rights**

1. Changes or cancellations of special rights associated with a class of preferred shares shall take effect when approved by shareholders representing

65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or approved by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.

2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be rescheduled within the next 30 days, and those holding shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 18, 19 and 20 of these Charters.

4. Unless otherwise stipulated in the share issuance terms, the special rights associated with preferred shares concerning some or all matters relating to the distribution of profits or assets of the Corporation shall not be altered when the Corporation issues additional shares of the same class.

#### **Article 17. Convening Meetings, Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. Extraordinary meetings shall be convened in the cases specified in Clause 3, Article 13 of this Charter.

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

a) Prepare the list of shareholders eligible to attend and vote at the meeting. The list must be prepared no more than 10 days before sending the meeting notice. The Corporation must disclose information about the preparation of this list at least 20 days prior to the record date;

- b) Prepare the meeting agenda and contents;
- c) Prepare documents for the meeting;
- d) Draft resolutions corresponding to the expected agenda;
- đ) Determine the time and venue of the meeting;
- e) Notify and send meeting invitations to all eligible shareholders;
- g) Perform other tasks to serve the meeting.

3. The notice of the General Meeting of Shareholders must be sent to all shareholders by a method ensuring delivery to their registered addresses, and simultaneously published on the Corporation's website, the State Securities Commission, and the Stock Exchange where the Corporation's shares are listed or registered. The notice must be sent at least **21 days prior to the meeting date** (calculated from the date of valid dispatch). The meeting agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Corporation's website. In cases where such documents are not enclosed with the notice of meeting, the notice must clearly specify the link to access the full set of meeting materials so that shareholders can review them, including:

- a) Meeting agenda and materials
- b) List and detailed information of candidates (if electing Board or Supervisory Board members).
- c) Voting forms
- d) Draft resolutions for each agenda item

4. Shareholders or shareholder groups as specified in Clause 2, Article 11 may propose additional agenda items. Such proposals must be in writing and submitted at least **03 working days before the meeting**, stating shareholder details and proposed matters.

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

- a) The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total ordinary shares as prescribed in Clause 2, Article 11 of this Charter;
- c) The proposed matter does not fall within the decision-making authority

of the General Meeting of Shareholders;

d) Other cases as prescribed by law.

6. The convener of the General Meeting of Shareholders must accept and include proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article. Such proposals shall be officially added to the meeting agenda and contents upon approval by the General Meeting of Shareholders.

### **Article 18. Conditions for Holding the General Meeting**

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

2. If the first meeting does not meet the quorum as stipulated in Clause 1 of this Article, a notice for the second meeting must be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending represent at least 33% of the total voting shares.

3. If the second meeting does not meet the quorum as stipulated in Clause 2 of this Article, a notice for the third meeting must be sent within 20 days from the date of the second scheduled meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by attending shareholders.

### **Article 19. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. Prior to the opening of the meeting, the Corporation must carry out shareholder registration procedures and continue the registration process until all shareholders entitled to attend the meeting have completed their registration, in accordance with the following sequence:

a) When registering shareholders, the Corporation shall issue each shareholder or their authorized representative with voting rights a voting card, which includes the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by approval, disapproval, or abstention. At the meeting, approval votes shall be collected first, followed by disapproval votes, and finally the total votes shall be counted to determine the result. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting of

Shareholders shall elect persons responsible for vote counting or supervising vote counting upon the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal.

b) Shareholders or authorized representatives of shareholders who arrive after the meeting has commenced shall have the right to register immediately and thereafter participate in and vote at the meeting. The Chairperson is not obliged to suspend the meeting to allow late arrivals to register, and the validity of previously adopted resolutions shall remain unchanged.

## 2. Election of the Chairperson, Secretary, and Vote-counting Committee:

a) The Chairperson of the Board of Directors shall act as the Chairperson of the General Meeting of Shareholders or may authorize another member of the Board to do so. If the Chairperson is absent or temporarily unable to perform their duties, the remaining members of the Board shall elect one among them as Chairperson based on majority rule. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the election of a Chairperson from among the attendees, and the person with the highest votes shall assume the role.

b) Except as provided above, the person who convenes the meeting shall preside over the election of the Chairperson, and the person with the highest votes shall be elected.

c) The Chairperson shall appoint one or more persons as Secretary of the meeting.

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the Chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly specify and allocate detailed time for each item included therein.

4. The Chairperson of the meeting has the right to implement necessary and reasonable measures to 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) Arranging seating at the meeting venue of the General Meeting of Shareholders;
- b) Ensuring safety for all persons present at the meeting venue;
- c) Facilitating shareholders' participation (or continued participation) in

the meeting. The convener of the General Meeting of Shareholders has full authority to modify the above measures and to apply all necessary measures. Such measures may include issuing entry passes or applying other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by approval, disapproval, or abstention. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and shall have the right to participate in voting immediately after registration. In such cases, the validity of matters voted on prior to their arrival shall remain unchanged.

7. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:

a) To require all attendees to comply with inspection procedures or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting and to remove individuals who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal conduct of the meeting, or fail to comply with security inspection requirements.

8. The Chairperson has the right to adjourn the General Meeting of Shareholders, even when a sufficient number of attendees has been registered, for a period not exceeding 03 working days from the scheduled opening date, and may only adjourn the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient seating capacity for all attendees;

b) The communication facilities at the meeting venue do not ensure that attending shareholders can participate in discussions and voting.

c) There are individuals who obstruct or disrupt the meeting, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to act as Chairperson and conduct the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and effective.

10. In cases where the Corporation applies modern technology to organize the General Meeting of Shareholders via online meetings, the Corporation shall be responsible for ensuring that shareholders are able to participate and vote through electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.

### **Article 20. Conditions for Passing Resolutions of the General Meeting of Shareholders**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except as otherwise provided in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) Types of shares and the total number of shares of each type;
- b) Changes to business lines and fields of operation;
- c) Changes to the organizational and management structure of the Corporation;
- d) Investment projects or the sale of assets with a value of 35% or more of the total assets as stated in the most recent financial statements of the Corporation;
- đ) Reorganization or dissolution of the Corporation.

2. Resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions are not in compliance with the Law on Enterprises and the Charter of the Corporation.

### **Article 21. Authority and Procedures for Collecting Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the right to collect shareholders' opinions in

writing to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Corporation, except for the cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare voting forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for such draft resolutions, and send them to all shareholders entitled to vote at least 10 days prior to the deadline for returning the voting forms. The requirements and methods for sending voting forms and accompanying documents shall comply with Clause 3, Article 17 of this Charter.

3. The voting form must include the following principal contents:

- a) Name, address of the head office, and enterprise registration number;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, and legal identification details of individual shareholders; name, enterprise registration number or legal identification of organizations, and head office address of organizational shareholders; or full name, contact address, nationality, and legal identification details of representatives of organizational shareholders; the number of shares of each class and the corresponding number of voting rights of the shareholder;
- d) The matters to be submitted for obtaining opinions for decision-making;
- đ) Voting options, including approval, disapproval, and abstention for each matter subject to voting;
- e) The deadline for returning the completed voting forms to the Corporation;
- g) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may submit completed voting forms to the Corporation by mail, fax, or email in accordance with the following provisions:

a) In the case of submission by mail, the completed voting form must bear the signature of the individual shareholder, or the authorized representative or legal representative of an organizational shareholder. The voting form must be placed in a sealed envelope and must not be opened before the vote-counting process;

b) In the case of submission by fax or email, the voting form must be kept confidential until the time of vote counting;

c) Voting forms received by the Corporation after the prescribed deadline stated in the voting form, or those that have been opened (in the case of mail) or

disclosed (in the case of fax or email), shall be deemed invalid. Voting forms not returned shall be deemed as not participating in the vote.

5. The Board of Directors shall conduct the vote counting and prepare a vote-counting report under the supervision of the Supervisory Board or shareholders who do not hold managerial positions in the Corporation. The vote-counting report must include the following principal contents:

- a) Name, address of the head office, and enterprise registration number;
- b) Purpose and matters for which opinions are collected to adopt resolutions;
- c) Number of shareholders and total voting shares participating in the vote, including a distinction between valid and invalid votes and the methods of submission, together with an appendix listing the participating shareholders;
- d) Total number of votes in favor, against, and abstentions for each matter;
- d) Matters approved and the corresponding approval ratios;
- e) Full names and signatures of the Chairperson of the Board of Directors, the vote counters, and the vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting report, and shall be jointly liable for any damages arising from decisions adopted based on dishonest or inaccurate vote counting.

6. The vote-counting report and the resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the vote-counting report and resolutions may be replaced by posting them on the Corporation's website within 24 hours from the completion of vote counting.

7. The completed voting forms, vote-counting report, adopted resolutions, and all related documents attached to the voting forms must be retained at the Corporation's head office.

8. Resolutions adopted through written consultation of shareholders shall be valid if approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote, and shall have the same validity as resolutions adopted at a General Meeting of Shareholders.

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

1. Meetings of the General Meeting of Shareholders must be recorded in

minutes and may be audio-recorded or otherwise recorded and stored in electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must include the following principal contents:

- a) Name, address of the head office, and enterprise registration number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the Chairperson and the Secretary;
- d) A summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter included in the agenda;
- e) The number of shareholders and the total number of voting shares of shareholders attending the meeting, together with an appendix listing registered shareholders and their representatives attending the meeting, indicating the number of shares held and the corresponding voting rights;
- g) The total number of votes for each matter voted on, clearly specifying the voting method, the total number of valid votes, invalid votes, votes in favor, votes against, and abstentions, and the corresponding percentages based on the total voting shares of attending shareholders;
- h) Matters that have been approved and the corresponding approval ratios;
- i) Full names and signatures of the Chairperson and the Secretary. In the event that the Chairperson or the Secretary refuses to sign the minutes, such minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents as prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson and/or Secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The Chairperson and the Secretary of the meeting, or other persons signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix listing shareholders attending the meeting with their signatures, powers of attorney for attendance, all documents attached to the minutes (if

any), and related documents accompanying the meeting notice must be disclosed in accordance with laws on information disclosure in the securities market and must be kept at the Corporation's head office.

### **Article 23. Request for Annulment of Resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution, the minutes of the General Meeting of Shareholders, or the vote-counting report on written consultation of shareholders, a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or an Arbitral Tribunal to review and annul the resolution or part thereof in the following cases:

1. The procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Charter of the Corporation, except for the case specified in Clause 3, Article 20 of this Charter.

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

## **VII. BOARD OF MANAGEMENT**

### **Article 24. Nomination, candidacy of members of the Board of Management**

1. Where candidates for the Board of Management have been identified, the Corporation must disclose information relating to such candidates at least 10 days prior to the opening date of the General meeting of shareholders on the Corporation's website for shareholders to review these candidates before voting, candidates for the Board of Management must provide a written commitment as to the truthfulness, accuracy of the personal information disclosed and must undertake to perform their duties honestly, prudently and in the best interests of the Corporation if elected as members of the Board of Management. Information relating to candidates for the Board of Management to be disclosed shall include:

- a) Full name, date, month and year of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions (including positions on the Board of Management of other companies);
- d) Interests related to the Corporation and its related parties;
- e) Number of shares in the Corporation currently held by the candidate

(whether held directly or by proxy);

f) Other information (if any) as prescribed by law;

g) Song Da Corporation – JSC shall be responsible for disclosing information on companies in which the candidate is holding positions as a member of the Board of Management, other managerial positions and interests related to such companies of the candidate for the Board of Management (if any).

2. Shareholders or a group of shareholders holding 5% or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Management in accordance with the Law on enterprises and the Charter of the Corporation, the Internal regulations on corporate governance and the Regulations on the operation of the Board of Management.

3. In the event that the number of candidates for the Board of Management nominated and self-nominated remains insufficient as required under clause 5 Article 115 of the Law on enterprises, the incumbent Board of Management shall introduce additional candidates or organise nominations in accordance with the Charter of the Corporation, the Internal regulations on corporate governance and the Regulations on the operation of the Board of Management. The introduction of additional candidates by the incumbent Board of Management must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Management in accordance with the law.

4. Members of Board of Management must satisfy the standards and conditions prescribed in clause 1, clause 2 Article 155 of the Law on enterprises.

#### **Article 25. Composition and term of office of members of the Board of Management**

1. The number of members of the Board of Management shall be (five) 05 persons.

2. The term of office of a member of the Board of Management shall be 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Management of Song Da Corporation – JSC for no more than 02 consecutive terms. In the event that all members of the Board of Management simultaneously complete their terms of office, such members shall continue to serve as members of the Board of Management until new members are elected to replace them and assume their duties.

3. The composition of the Board of Management shall be as follows:

The composition of the Board of Management of Song Da Corporation – JSC must ensure that at least 1/3 of the total number of members of the Board of Management are non-executive members. The Corporation shall minimise, to the greatest extent possible, the number of members of the Board of Management concurrently holding executive positions within the Corporation in order to ensure the independence of the Board of Management.

4. A member of the Board of Management shall cease to hold office as a member of the Board of Management from the time such member is dismissed, removed, replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on enterprises.

5. The election of members of the Board of Management must be disclosed in accordance with the laws on information disclosure in the securities market.

6. A member of the Board of Management is not necessarily required to be a shareholder of the Corporation.

#### **Article 26. Rights and obligations of the Board of Management**

1. The Board of Management is the governing body of the Corporation, shall have full authority, on behalf of the Corporation, to decide on and exercise the rights and perform the obligations of the Corporation, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Management shall be prescribed by law, the Charter of the Corporation, and the General Meeting of Shareholders. Specifically, the Board of Management shall have the following rights and obligations:

- a) To decide on the strategy, medium-term development plan, and annual business plan of the Corporation;
- b) To recommend the types of shares and the total number of shares of each type authorised for offering;
- c) To decide on the sale of unsold shares within the scope of the shares authorised for offering of each type; to decide on raising additional capital in other forms;
- d) To decide on the selling price of shares and bonds of the Corporation;
- đ) To decide on the repurchase of shares in accordance with clause 1 and clause 2 Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within its

authority and in accordance with the limits prescribed by law;

g) To decide on solutions for market development, marketing, and technology;

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value as recorded in the most recent financial statements of the Corporation, except for contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders in accordance with point d clause 2 Article 138, clause 1 and clause 3 Article 167 of the Law on Enterprises;

i) To elect, dismiss, or remove the Chairman of the Board of Management; to appoint, dismiss, enter into, and terminate contracts with the General Director; to decide on the salary, remuneration, bonuses, and other benefits of such managers; to appoint authorised representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, to decide on the remuneration and other benefits of such persons;

k) To supervise and direct the General Director in the conduct of the daily business operations of the Corporation;

l) To decide on the organisational structure, internal management regulations of the Corporation, to decide on the establishment of subsidiaries, branches, representative offices and on capital contributions to, the acquisition of shares in other enterprises;

m) To approve the agenda and contents of documents for meetings of the General Meeting of Shareholders, to convene meetings of the General Meeting of Shareholders or to collect written opinions for the General Meeting of Shareholders to adopt resolutions;

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

o) To recommend the dividend payment rate; to decide on the time limit and procedures for dividend payment or the handling of losses incurred in the course of business operations;

p) To recommend the reorganisation or dissolution of the Corporation; to request the bankruptcy of the Corporation;

q) To decide on the issuance of the Regulations on the operation of the Board of Management, the Internal regulations on corporate governance after approval by the General Meeting of Shareholders; to decide on the issuance of the Regulations on information disclosure of the Corporation;

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, and other relevant laws and regulations.

3. The Board of Management shall report to the General Meeting of Shareholders on its performance results in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

#### **Article 27. Remuneration, bonuses and other benefits of members of the Board of Management**

1. The Corporation shall be entitled to pay remuneration and bonuses to members of the Board of Management based on business performance and efficiency.

2. Members of the Board of Management shall be entitled to remuneration and bonuses.

Remuneration shall be calculated based on the number of working days required to fulfil the duties of a member of the Board of Management and the daily rate of remuneration. The Board of Management shall determine the remuneration for each member on the basis of unanimity. The total remuneration and bonuses of the Board of Management shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Management shall be recognised as an operating expense of the Corporation in accordance with the laws on corporate income tax, shall be presented as a separate item in the annual financial statements of the Corporation, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Management holding executive positions or members of the Board of Management serving on committees of the Board of Management or performing other duties beyond the normal scope of responsibilities of a member of the Board of Management, may be paid additional remuneration in the form of lump-sum fees per assignment, salary, commission, a percentage of profits, or other forms as decided by the Board of Management.

5. Members of the Board of Management shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties as members of the Board of Management, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Management or committees of the Board of Management.

6. Members of the Board of Management may be covered by liability insurance purchased by the Corporation subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of the law or the Charter of the Corporation by members of the Board of Management.

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

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

2. The Chairman of the Board of Management shall not concurrently serve as the General Director.

3. The Chairman of the Board of Management shall have the following rights and obligations:

a) To formulate the programmes and operational plans of the Board of Management;

b) To prepare the agenda, contents, and materials for meetings; to convene, preside over, and chair meetings of the Board of Management;

c) To organise the adoption of resolutions and decisions of the Board of Management;

d) To supervise the implementation of resolutions, decisions of the Board of Management;

đ) To chair meetings of the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by the Law on Enterprises.

4. In the event that the Chairman of the Board of Management submits a resignation or is dismissed or removed, the Board of Management shall elect a replacement within 10 days from the date of receipt of the resignation or from the date of dismissal or removal.

5. Where the Chairman of the Board of Management is absent or unable to perform the duties of office, such Chairman shall authorise in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Management. Where no authorised person exists, or where the Chairman of the Board of Management dies, is missing, is detained, is serving a prison sentence, is subject to compulsory drug rehabilitation or compulsory education measures, absconds from residence, has restricted or lost civil act capacity, has difficulties in cognition and behaviour control, is prohibited by a court from holding office or practising a profession, or performing certain work, the remaining members shall elect one among themselves to act as Chairman of

the Board of Management by majority vote of the remaining members until a new decision is issued by the Board of Management.

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

1. The Chairman of the Board of Management shall be elected at the first meeting of the Board of Management within 07 working days from the date of completion of the election of that Board of Management. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting ratio. Where more than one member has the highest and equal number of votes or voting ratio, the members shall elect, by majority principle, one among them to convene the meeting of the Board of Management.

2. The Board of Management shall meet at least once every quarter and may meet on an ad hoc basis.

3. The Chairman of the Board of Management shall convene meetings of the Board of Management in the following cases:

a) At the request of the Board of Supervisors or an independent member of the Board of Management;

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

c) At the request of at least 02 members of the Board of Management;

4. The request referred to in clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the competence of the Board of Management for decision-making.

5. The Chairman of the Board of Management shall convene a meeting of the Board of Management within 07 working days from the date of receipt of the request referred to in clause 3 of this Article. Where the Chairman of the Board of Management fails to convene the meeting upon such request, the Chairman of the Board of Management shall be responsible for any damage arising to the Corporation; the requesting party shall have the right to replace the Chairman of the Board of Management in convening the meeting.

6. The Chairman of the Board of Management or the person convening the meeting shall send the meeting invitation at least 03 working days prior to the meeting date. The invitation shall specify the time and venue of the meeting, the agenda, and the matters for discussion and decision. The invitation must be accompanied by meeting documents and voting ballots of members.

The invitation may be sent by letter, telephone, fax, or electronic means, and must be ensured to reach the registered contact address of each member of the Board of Management as recorded at the Corporation.

7. The Chairman of the Board of Management or the convening person shall send the meeting invitation and accompanying documents to members of the Board of Supervisors under the same procedures as for members of the Board of Management.

Members of the Board of Supervisors are entitled to attend meetings of the Board of Management; they may participate in discussions but shall not have the right to vote.

8. A meeting of the Board of Management shall be conducted when at least 3/4 of the total number of members are present. Where a meeting convened in accordance with this clause fails to meet the required quorum, a second meeting may be convened within 07 days from the originally scheduled date of the first meeting. In such case, the meeting shall be conducted if more than one-half of the members of the Board of Management are present.

9. A member of the Board of Management shall be deemed to attend and vote at a meeting in the following cases:

- a) Directly attending and voting at the meeting;
- b) Authorising another person to attend and vote in accordance with clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic means;
- d) Submitting voting ballots to the meeting by post, fax, or email;

10. Where voting ballots are submitted by post, the ballots must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Management no later than 01 hour prior to the opening of the meeting. The voting ballots shall only be opened in the presence of all attendees of the meeting.

11. Members shall attend all meetings of the Board of Management. A member may authorise another person to attend and vote on such member's behalf if approved by a majority of the members of the Board of Management.

12. Resolutions and decisions of the Board of Management shall be adopted if approved by a majority of the attending members; where voting results are equal, the final decision shall rest with the side of the opinion of the Chairman of the Board of Management.

### **Article 30. Committees under the Board of Management**

1. The Board of Management shall establish an Internal Audit Committee under the Board of Management to carry out inspection, assessment, advisory

activities, and to provide recommendations. The number of members of the Internal Audit Committee shall be decided by the Board of Management. The operations of the Internal Audit Committee must comply with the provisions of applicable law and the resolutions of the Board of Management of the Corporation.

2. The implementation of decisions of the Board of Management or the Internal Audit Committee under the Board of Management must comply with applicable laws and the provisions of the Charter of the Corporation and the Internal regulations on corporate governance.

### **Article 31. Person in charge of corporate governance**

1. The Board of Management of the Corporation shall appoint at least 01 person in charge of corporate governance to support the corporate governance function of the Corporation. The person in charge of corporate governance may concurrently act as the Company Secretary in accordance with clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance shall not concurrently be employed by an approved audit organisation that is conducting the audit of the Corporation's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a) To advise the Board of Management on the organisation of General Meetings of Shareholders in accordance with regulations and on matters relating to the relationship between the Corporation and its shareholders;

b) To prepare meetings of the Board of Management, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Management or the Board of Supervisors;

c) To advise on meeting procedures;

d) To attend meetings;

đ) To advise on procedures for drafting resolutions of the Board of Management in accordance with applicable law;

e) To provide financial information, copies of minutes of meetings of the Board of Management and other information to members of the Board of Management and members of the Board of Supervisors;

g) To monitor and report to the Board of Management on the Corporation's information disclosure activities;

h) To act as the focal point of contact with relevant stakeholders;

i) To maintain confidentiality of information in accordance with applicable law and the Charter of the Corporation;

k) Other rights and obligations as prescribed by law.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS**

### **Article 32. Organisational and management structure**

The management system of the Corporation shall ensure that the managerial apparatus is responsible to the Board of Management and is subject to the supervision and direction of the Board of Management in the daily business operations of the Corporation. The Corporation shall have a General Director, Deputy General Directors, a Chief Accountant, and other management titles appointed by the Board of Management. The appointment, dismissal, and removal of the above positions must be approved by a resolution or decision of the Board of Management.

### **Article 33. Executive officers of the Corporation**

1. Executive officers of the Corporation include the General Director, Deputy General Directors, and the Chief Accountant.

2. Executive officers of the Corporation shall be responsible for supporting the Corporation in achieving its objectives in its operations and organisational activities.

3. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Management.

4. The remuneration of executive officers shall be recognised as a business expense of the Corporation in accordance with the provisions of the law on corporate income tax, shall be presented as a separate item in the annual financial statements of the Corporation, and must be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 34. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Management shall appoint 01 member of the Board of Management or engage another person to act as the General Director.

2. The General Director shall be responsible for the day-to-day business operations of the Corporation; shall be subject to the supervision of the Board of Management; shall be responsible to the Board of Management and to the law for the performance of the assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law.

4. The General Director shall have the following rights and obligations:

a) To decide on matters relating to the day-to-day business operations of the Corporation which do not fall within the authority of the Board of Management;

b) To organise the implementation of resolutions and decisions of the Board of Management;

c) To organise the implementation of the Corporation's business plan and investment plans;

d) To propose the organisational structure and internal management regulations of the Corporation;

đ) To appoint, dismiss, and remove management positions within the Corporation, except for positions under the authority of the Board of Management;

e) To decide on salaries and other benefits for employees of the Corporation, including managers under the appointing authority of the General Director;

g) To recruit employees;

h) To propose plans for dividend distribution or the handling of business losses;

i) Other rights and obligations as prescribed by law, the Charter of the Corporation, and resolutions and decisions of the Board of Management.

5. The Board of Management may dismiss the General Director when a majority of voting members of the Board of Management attending the meeting approve, and shall appoint a replacement General Director.

## **IX. BOARD OF SUPERVISORS**

### **Article 35. Nomination and self-nomination of members of the Board of Supervisors (Supervisors)**

1. The nomination, self-nomination of members of the Board of Supervisors shall be conducted in the same manner as provided in clauses 1, clauses 2 Article 24 of these Charter.

2. In the event that the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient to meet the required number, the

incumbent Board of Supervisors may nominate additional candidates or organise nominations in accordance with the provisions of the Charter of the Corporation, the Internal regulations on corporate governance, and the Regulations on the operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Supervisors in accordance with the law.

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

1. The Board of Supervisors of the Corporation shall comprise 03 members. The term of office of a member of the Board of Supervisors shall be 05 (five) years and may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and shall not fall under the following cases:

a) Working in the accounting or finance department of the Corporation;

b) Being a member or employee of the independent auditing firm that has conducted the audit of the Corporation's financial statements within the preceding 03 consecutive years.

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

a) No longer satisfying the standards and conditions for membership of the Board of Supervisors as prescribed in clause 2 of this Article;

b) Submission of a resignation letter which has been accepted;

4. A member of the Board of Supervisors shall be removed in the following cases:

a) Failure to complete assigned duties and tasks;

b) Failure to exercise such member's rights and perform such member's obligations for 06 consecutive months, except in force majeure circumstances;

c) Repeated or serious violation of the obligations of a member of the Board of Supervisors in accordance with the Law on Enterprises and the Charter of the Corporation;

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

### **Article 37. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the Supervisory

Board from among its members; the election, dismissal and removal shall be decided by majority vote. The Supervisory Board must have more than half of its members residing in Viet Nam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the business activities of the enterprise.

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

- a) To convene meetings of the Supervisory Board;
- b) To request the Board of Management, the General Director and other executives to provide relevant information for reporting to the Supervisory Board;
- c) To prepare and sign reports of the Supervisory Board after consulting the Board of Management for submission to the General Meeting of Shareholders.

**Article 38. Rights and obligations of the Supervisory Board**

The Supervisory Board shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit firms to audit the financial statements of the Corporation; to decide on the approved audit firm to conduct inspections of the Corporation's operations, and to dismiss the approved auditor when deemed necessary.
2. To be accountable to shareholders for its supervisory activities.
3. To supervise the financial position of the Corporation and the compliance with laws in the operations of members of the Board of Management and the General Director.
4. To ensure coordination with the Board of Management, the General Director and shareholders.
5. Where any violation of law or of the Charter of the Corporation by members of the Board of Management, the General Director or other executives is detected, the Supervisory Board must notify the Board of Management in writing within 48 hours, request the violator to cease the violation and take remedial measures.
6. To develop the Regulation on operation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.

7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. To have the right to access dossiers and documents of the Corporation kept at the head office, branches and other locations; to have the right to visit workplaces of managers and employees of the Corporation during working hours.

9. To have the right to request the Board of Management, members of the Board of Management and the General Director to provide full, accurate and timely information and documents on management, administration and business operations of the Corporation.

10. Other rights and obligations in accordance with the provisions of law.

#### **Article 39. Meetings of the Supervisory Board**

1. The Supervisory Board must hold at least two meetings per year; the number of members attending the meeting must be at least two-thirds of the members of the Supervisory Board. Minutes of meetings of the Supervisory Board shall be prepared in a detailed and clear manner. The minute-taker and members of the Supervisory Board attending the meeting must sign the minutes. The minutes of meetings of the Supervisory Board must be retained to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board shall have the right to request members of the Board of Management, the General Director and representatives of the approved audit firm to attend and respond to matters requiring clarification.

#### **Article 40. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board**

Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board shall be implemented in accordance with the following provisions:

1. Members of the Supervisory Board shall be entitled to salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for expenses for accommodation, meals, travel and the use of independent consulting services at reasonable levels. The total remuneration and such expenses shall not exceed

the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be recognised as business expenses of the Corporation in accordance with regulations on corporate income tax and other relevant laws, and must be separately presented in the annual financial statements of the Corporation.

#### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF MANAGEMENT, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

Members of the Board of Management, members of the Supervisory Board, the General Director and other executives shall perform their duties, including those as members of committees of the Board of Management, honestly and prudently in the best interests of the Corporation.

##### **Article 41. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Management, members of the Supervisory Board and the General Director must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Management, members of the Supervisory Board, the General Director and their related persons may only use information obtained by virtue of their positions for the benefit of the Corporation.

3. Members of the Board of Management, members of the Supervisory Board and the General Director shall notify in writing the Board of Management and the Supervisory Board of transactions between the Corporation, its subsidiaries, or other companies in which the Corporation holds more than 50% of the charter capital, with such persons or their related persons in accordance with the provisions of law. For such transactions approved by the General Meeting of Shareholders or the Board of Management, the Corporation must disclose information on such resolutions in accordance with the securities laws on information disclosure.

4. Members of the Board of Management shall not vote on transactions that confer benefits on themselves or their related persons in accordance with the Law on Enterprises and the Charter of the Corporation.

5. Members of the Board of Management, members of the Supervisory Board, the General Director and their related persons must not use or disclose internal information to others to conduct related transactions.

6. Transactions between the Corporation and one or more members of the

Board of Management, members of the Supervisory Board, the General Director, other executives and related individuals or organisations shall not be deemed invalid in the following cases:

a) For transactions with a value of less than 35% of the total assets recorded in the most recent financial statements, where the key contents of the contract or transaction and the relationships and interests of the relevant persons have been reported to the Board of Management and approved by a majority of disinterested members of the Board of Management;

b) For transactions with a value of 35% or more, or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total assets recorded in the most recent financial statements, where the key contents of such transactions and the relationships and interests of the relevant persons have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of disinterested shareholders.

#### **Article 42. Liability for damages and indemnification**

1. Members of the Board of Management, members of the Supervisory Board, the General Director and other executives who breach their duties of honesty and prudence or fail to perform their obligations shall be liable for damages caused by such breaches.

2. The Corporation shall indemnify persons who have been, are, or may become parties to complaints, lawsuits or prosecutions (including civil and administrative cases and cases not initiated by the Corporation) if such persons are or have been members of the Board of Management, members of the Supervisory Board, the General Director, other executives, employees or authorised representatives of the Corporation, and have acted honestly and prudently in the interests of the Corporation in compliance with the law, and there is no evidence that such persons have breached their responsibilities.

3. Indemnification expenses include judgement costs, fines and actual payments incurred (including legal fees) in resolving such matters within the limits permitted by law. The Corporation may purchase insurance for such persons against the aforementioned liabilities.

### **XI. RIGHT OF ACCESS TO BOOKS AND RECORDS OF THE CORPORATION**

#### **Article 43. Right of access to books and records**

1. Ordinary shareholders shall have the right to access books and records as follows:

a) Ordinary shareholders shall have the right to inspect, access and extract information on names and contact addresses in the list of voting shareholders; request correction of their inaccurate information; inspect, access, extract or copy the Charter of the Corporation, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the right to inspect, access and extract minutes, resolutions and decisions of the Board of Management, mid-year and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Management, and other documents, except for documents relating to trade secrets and business secrets of the Corporation.

2. Where authorised representatives of shareholders or groups of shareholders request access to books and records, a power of attorney from such shareholders or groups of shareholders or a notarised copy thereof must be attached.

3. Members of the Board of Management, members of the Supervisory Board, the General Director and other executives shall have the right to access the shareholder register, the list of shareholders, books and other records of the Corporation for purposes related to their positions, provided that such information must be kept confidential.

4. The Corporation must retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Management, minutes of meetings of the General Meeting of Shareholders and the Board of Management, reports of the Board of Management, reports of the Supervisory Board, annual financial statements, accounting books and other documents in accordance with the law at the head office or another location, provided that shareholders and the business registration authority are notified of such storage location.

5. The Charter of the Corporation must be disclosed on the Corporation's website.

## **XII. EMPLOYEES, TRADE UNION, THE COMMUNIST PARTY OF VIET NAM AND SOCIO-POLITICAL ORGANISATIONS WITHIN THE CORPORATION.**

### **Article 44. Employees and trade union**

1. The General Director shall prepare plans for submission to the Board of Management for approval on matters relating to recruitment, termination of employment, salaries, social insurance, benefits, rewards and disciplinary actions for employees and executives.

2. The General Director shall prepare plans for submission to the Board of Management for approval on matters relating to the Corporation's relationship with trade union organisations in accordance with best practices, standards and policies, the provisions of this Charter, the Corporation's internal regulations and applicable laws.

**Article 45. The Communist Party of Viet Nam and socio-political organisations within the Corporation**

1. The Communist Party of Viet Nam organisation within the Corporation shall operate in accordance with the Constitution, the law and the Charter of the Communist Party of Viet Nam.

2. Other socio-political organisations within the Corporation shall operate in accordance with the Constitution, the law and their respective charters in compliance with legal regulations..

3. The Corporation shall facilitate employees' participation in the organisations specified in Clauses 1 and 2 of this Article.

**XIII. PROFIT DISTRIBUTION**

**Article 46. Profit distribution**

1. The General Meeting of Shareholders shall decide on the annual dividend rate and form of dividend payment from the retained earnings of the Corporation.

2. The Corporation shall not pay interest on dividends or any amounts payable in respect of any class of shares.

3. The Board of Management may propose to the General Meeting of Shareholders the payment of dividends in whole or in part in shares, and the Board of Management shall implement such decision.

4. Where dividends or other amounts relating to a class of shares are paid in cash, the Corporation must make payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. Where the Corporation has made payment in accordance with the bank details provided by shareholders but such shareholders do not receive the payment, the Corporation shall not be liable for such amount. Payment of dividends for listed/registered shares on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing

Corporation.

5. Based on the Law on Enterprises and the Law on Securities, the Board of Management shall adopt a resolution or decision to determine a specific record date. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, notices or other documents.

6. Other matters relating to profit distribution shall be implemented in accordance with the provisions of law.

#### **XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME**

##### **Article 47. Bank accounts**

1. The Corporation shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Viet Nam.

2. Subject to prior approval of the competent authority, where necessary, the Corporation may open bank accounts abroad in accordance with the provisions of law.

3. The Corporation shall conduct all payments and accounting transactions through its accounts in Vietnamese Dong or foreign currencies opened at banks.

##### **Article 48. Financial year**

The financial year of the Corporation shall commence on 01 January and end on 31 December each year. The first financial year shall commence from the date of issuance of the Enterprise Registration Certificate and end on 31 December of that year.

##### **Article 49. Accounting regime**

1. The accounting regime applied by the Corporation shall be the corporate accounting regime or a specialised accounting regime issued or approved by the competent authority.

2. The Corporation shall maintain accounting books in Vietnamese and retain accounting records in accordance with accounting laws and other relevant laws. Such records must be accurate, up-to-date, systematic and sufficient to evidence and explain the Corporation's transactions.

3. The accounting currency of the Corporation shall be Vietnamese Dong. Where the Corporation has transactions primarily conducted in a foreign currency, it may choose such foreign currency as its accounting currency, shall be responsible for such choice before the law and shall notify the directly managing tax authority.

## **XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND DISCLOSURE OBLIGATIONS**

### **Article 50. Annual, semi-annual and quarterly financial statements**

1. The Corporation must prepare annual financial statements which shall be audited in accordance with the law. The Corporation shall disclose the audited annual financial statements in accordance with regulations on information disclosure on the securities market and submit them to competent state authorities.

2. The annual financial statements must include all reports, appendices and notes in accordance with accounting regulations and must present fairly and objectively the financial position and performance of the Corporation.

3. The Corporation must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations on information disclosure on the securities market and submit them to competent state authorities.

### **Article 51. Annual report**

The Corporation must prepare and disclose the Annual Report in accordance with the provisions of securities laws and the securities market.

## **XVI. AUDIT OF THE CORPORATION**

### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorise the Board of Management to select one of them to audit the Corporation's financial statements for the following financial year based on the terms and conditions agreed with the Board of Management.

2. The audit report shall be attached to the annual financial statements of the Corporation.

3. Independent auditors auditing the Corporation's financial statements may attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings, and express opinions at the meeting on matters relating to the audit of the Corporation's financial statements.

## **XVII. SEAL OF THE ENTERPRISE**

### **Article 53. Seal of the enterprise**

1. The seal includes seals made by seal engraving service providers or

seals in the form of digital signatures in accordance with the law on electronic transactions.

2. The Board of Management shall decide on the type, quantity, form and content of the seal of the Corporation, its branches and representative offices (if any).

3. The Board of Management and the General Director shall use and manage the seal in accordance with applicable laws.

## **XVIII. DISSOLUTION OF THE CORPORATION**

### **Article 54. Dissolution of the Corporation**

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

a) Pursuant to a resolution or decision of the General Meeting of Shareholders;

b) Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;

c) Other cases as prescribed by law.

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

### **Article 55. Liquidation**

1. Upon a decision on dissolution of the Corporation, the Board of Management must establish a liquidation committee comprising three (03) members, of whom two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Management from an independent audit firm. The liquidation committee shall prepare its operating regulations. Members of the liquidation committee may be selected from employees of the Corporation or independent experts. All costs related to liquidation shall be prioritised for payment before other debts of the Corporation.

2. The liquidation committee shall report to the business registration authority on its establishment date and commencement date. From that time, the liquidation committee shall represent the Corporation in all matters relating to liquidation before courts and administrative authorities.

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

a) Liquidation expenses;

b) Outstanding salaries, severance allowances, social insurance and other benefits of employees in accordance with collective labour agreements and employment contracts;

c) Tax liabilities;

d) Other debts of the Corporation;

d) The remaining balance after settlement of all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be given priority in payment.

## **XIX. RESOLUTION OF INTERNAL DISPUTES**

### **Article 56. Resolution of internal disputes**

1. In the event of disputes or complaints relating to the operations of the Corporation or the rights and obligations of shareholders under the Law on Enterprises, this Charter, other legal provisions or agreements between:

a) Shareholders and the Corporation;

b) Shareholders and the Board of Management, the Supervisory Board, the General Director or other executives;

The relevant parties shall endeavour to resolve such disputes through negotiation and mediation. Except where disputes involve the Board of Management or its Chairman, the Chairman of the Board of Management shall preside over the resolution process and request each party to present relevant information within 10 working days from the date the dispute arises. Where disputes involve the Board of Management or its Chairman, any party may request the appointment of an independent expert as mediator.

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

3. Each party shall bear its own costs relating to negotiation and mediation. Court costs shall be settled in accordance with the court's judgment.

## **XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER**

### **Article 57. Charter of the Corporation**

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

2. Where laws contain provisions relating to the Corporation's operations not yet included in this Charter, or where new legal provisions differ from those in this Charter, such provisions shall apply to govern the Corporation's



operations.

## **XXI. EFFECTIVE DATE**

### **Article 58. Effective date**

1. This Charter, comprising 21 sections and 58 articles, was unanimously approved by the General Meeting of Shareholders of Song Da Corporation – Joint Stock Company on 24 April 2026 at the 2026 Annual General Meeting of Shareholders and shall take full effect.

2. This Charter is made in five (05) originals of equal validity and shall be kept at the head office of the Corporation.

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

4. Copies or extracts of the Charter shall be valid when signed by the Chairman of the Board of Management or at least one-half of the total members of the Board of Management.