

**SONADEZI CORPORATION**

**DONG NAI PORT JOINT STOCK COMPANY**

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**CHARTER OF  
DONG NAI PORT  
JOINT STOCK COMPANY**

*Dong Nai, April 24<sup>th</sup>, 2025*

## TABLES OF CONTENTS

<b>I. INTERPRETATION OF TERMS IN THE CHARTER.....</b>	<b>5</b>
Article 1. Interpretation of terms .....	<b>Error! Bookmark not defined.</b>
<b>II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY .....</b>	<b>5</b>
Article 2. Name, form, head office, branches, representative offices, and term of operation of company .....	5
Article 3. Legal representative of Company .....	6
<b>III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF COMPANY .....</b>	<b>6</b>
Article 4. Industries, professions and objectives .....	6
Article 5. Scope of business and operation .....	8
<b>IV. CHARTER CAPITAL, SHARES.....</b>	<b>8</b>
Article 6. Charter capital, shares .....	8
Article 7. Share certificates .....	8
Article 8. Other securities certificates .....	9
Article 9. Transfer of shares .....	9
<b>V. ORGANIZATIONAL STRUCTURE.....</b>	<b>9</b>
Article 10. Organizational structure .....	9
<b>VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS .....</b>	<b>9</b>
Article 11. Shareholders' rights.....	9
Article 12. Obligations of shareholders.....	11
Article 13. General Meeting of Shareholders.....	12
Article 14. Rights and obligations of the General Meeting of Shareholders .....	13
Article 15. Authorized representative .....	14
Article 16. Convening, agenda, and notification of the General Meeting of Shareholders .....	15
Article 17. Conditions for opening the General Meeting of Shareholders.....	16
Article 18. Procedures for carrying out and voting at the General Meeting of Shareholders ....	17
Article 19. Methods for ratifying resolutions of the General Meeting of Shareholders .....	18
Article 20. Methods for ratifying resolutions of the General Meeting of Shareholders ....	<b>Error! Bookmark not defined.</b>
Article 21. Authority and procedures for collection of written comments in order to approve resolution of the General Meeting of Shareholders .....	19
Article 22. Resolution, Minutes of the General Meeting of Shareholders .....	21
Article 23. Requesting cancellation of a resolution of the General Meeting of Shareholders ...	22
<b>VII. MANAGEMENT BOARD.....</b>	<b>22</b>
Article 24. Nomination and self-nomination of members of the Management Board.....	22



Article 25.	Term of office and composition of the Management Board .....	23
Article 26.	Rights and obligations of the Management Board .....	24
Article 27.	Remunerations, bonuses and other benefits of members of the Management Board 25	
Article 28.	Chairman of the Management Board .....	26
Article 29.	Meetings of the Management Board .....	<b>Error! Bookmark not defined.</b>
Article 30.	Person in charge of corporate governance .....	29
<b>VIII.</b>	<b>THE GENERAL DIRECTOR, OTHER EXECUTIVES .....</b>	<b>30</b>
Article 31.	Management structure .....	30
Article 32.	Company executives .....	30
Article 33.	Appointment, dismissal, duties, and powers of the General Director .....	30
<b>IX.</b>	<b>SUPERVISORY COMMITTEE .....</b>	<b>31</b>
Article 34.	Nomination, self-nomination of the member of the Supervisory Committee.....	31
Article 35.	Composition and term of the Supervisory Committee.....	32
Article 36.	Head of the Supervisory Committee .....	32
Article 37.	Rights and Obligations of the Supervisory Committee.....	32
Article 38.	Meetings of the Supervisory Committee.....	34
Article 39.	Salaries, remunerations, bonuses, and other benefits of the member of the Supervisory Committee .....	34
<b>X.</b>	<b>RESPONSIBILITIES OF MEMBERS OF THE MANAGEMENT BOARD, MEMBERS OF THE SUPERVISORY COMMITTEE, GENERAL DIRECTOR, AND OTHER EXECUTIVES .....</b>	<b>35</b>
Article 40.	Duty of care.....	35
Article 41.	Duty of loyalty and avoidance of conflicts of interest .....	35
Article 42.	Disclosure of related interests .....	35
Article 43.	Contracts and transactions with affiliated persons.....	36
Article 44.	Liability for damages and compensation .....	37
<b>XI.</b>	<b>RIGHT TO ACCESS BOOKS AND RECORDS .....</b>	<b>37</b>
Article 45.	Right to access books and records.....	37
<b>XII.</b>	<b>EMPLOYEES AND TRADE UNIONS.....</b>	<b>38</b>
Article 46.	Employees and trade unions.....	38
Article 47.	Relationship with affiliated companies .....	38
<b>XIII.</b>	<b>PROFIT DISTRIBUTION.....</b>	<b>38</b>
Article 48.	Profit distribution .....	38
<b>XIV.</b>	<b>BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM.....</b>	<b>39</b>
Article 49.	Bank accounts .....	39
Article 50.	Fiscal Year.....	39

Article 51. Accounting regime .....	39
<b>XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES.....</b>	<b>39</b>
Article 52. Annual, semi-annual, and quarterly financial statements .....	39
Article 53. Annual report.....	40
<b>XVI. AUDIT .....</b>	<b>40</b>
Article 54. Audit.....	40
<b>XVII. COMPANY SEAL .....</b>	<b>40</b>
Article 55. Company seal .....	40
<b>XVIII. COMPANY DISSOLUTION.....</b>	<b>40</b>
Article 56. Company dissolution.....	40
Article 57. Liquidation .....	41
<b>XIX. INTERNAL DISPUTE RESOLUTION .....</b>	<b>42</b>
Article 58. Internal Dispute Resolution.....	Error! Bookmark not defined.
<b>XX. SUPPLEMENT AND AMENDMENT OF THE CHARTER.....</b>	<b>42</b>
Article 59. Supplement and amendment of the Charter .....	42
<b>XXI. EFFECTIVENESS .....</b>	<b>43</b>
Article 60. Effectiveness .....	43



## **I. INTERPRETATION OF TERMS IN THE CHARTER**

### **Article 1. Terminology explanation**

1. In this Charter, the following terminology is understood as follows:

- a. “*Charter capital*” is the total par value of all types of shares sold and stipulated in Article 6 of this Charter;
- b. “*Business Law*” is Law on Business No.59/2020/QH14 dated 17/6/2020 to be amended by Law No.03/2022/QH15 dated 11/01/2022;
- c. “*Securities Law*” is Law on Securities No.54/2019/QH14 dated 26/11/2019 to be amended by Law No.56/2024/QH15 dated 29/11/2024;
- d. “*Managers*” include the Chairman of the Management Board, members of the Management Board, and the Executives;
- e. “*Executives*” is the General Director, Deputy General Director, and Chief Accountant;
- f. “*Relatives of a person*” include: wife, husband, father, mother, foster father, foster mother, father-in-law, mother-in-law, stepfather, stepmother, children, adopted children, son-in-law, daughter-in-law, brother, sister, brother-in-law, sister-in-law, wife’s brother, husband’s brother, wife’s sister, husband’s sister, wife’s sibling, husband’s sibling;
- g. “*Affiliated persons*” are the organizations and individuals defined in clause 23 Article 4 of the Law on Enterprises and clause 46 Article 4 of the Law on Securities;
- h. “*Vietnam*” is the Socialist Republic of Vietnam;
- i. “*Shareholders*” are individuals or organizations owning at least one share of company;
- k. “*Common shareholders*” are shareholders owning common shares;
- l. “*Major shareholders*” are shareholders owning 5% or more of company's voting shares;
- m. “*Stock Exchange*” refers to the Vietnam Stock Exchange and its subsidiaries;
- n. “*Shareholder's contact address*” is the shareholder's address in the consolidated list of securities holders provided by the Viet Nam securities depository and clearing corporation at the most recent time.

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

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

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

### **Article 2. Name, form, head office, branches, representative offices, and term of operation of company**

1. Name of Company

- Company name in Vietnamese: DONG NAI PORT JOINT STOCK COMPANY
- Company name in foreign language: DONG NAI PORT JOINT STOCK COMPANY
- Abbreviated Company name: DONG NAI PORT

- Logo:



2. Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.

3. Headquarters:

- Head office address: 1B-D3, Binh Duong Quarter, Long Binh Tan Ward, Bien Hoa City, Dong Nai Province, Vietnam

- Telephone: (0251) 3832 225 – 3831 439

- Fax: 0251 3831 259

- E-mail: [info@dongnaiport.com.vn](mailto:info@dongnaiport.com.vn)

- Website: <http://dongnai-port.com>

4. Company may establish branches and representative offices to pursue its targets in accordance with decisions of the Management Board and the law.

5. Except for the dissolution case as stipulated in Article 56 of this Charter, the company's operational duration is indefinite.

### **Article 3. Legal representative of Company**

1. Company has 01 legal representative. The Chairman of Management Board is the legal representative of the company.

2. Rights and obligations of the legal representative:

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

b. Responsibilities of the legal representative are based on Article 13 of the Law on Enterprises, and other rights and obligations prescribed by law.

## **III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF COMPANY**

### **Article 4. Industries, professions and objectives**

1. Company's business lines are:

No.	Business line code	Business line name
1	<b>5210 (Primary)</b>	<b>Warehousing and storage of goods</b> Details: Warehousing and storage of goods in bonded warehouses, warehousing and storage in cold storage facilities (excluding bonded warehouses), and other types of warehousing and storage.



2	4933	Freight transport by road Details: - Transport of goods by specialized trucks and other types of trucks. - Domestic and international multimodal freight transport. - Road freight transportation business and related services (operated only when all legal conditions are met).
3	5224	Cargo handling Details: Cargo handling at seaports.
4	4661	Wholesale of solid, liquid, gas fuels and related products Details: Wholesale of petroleum and related products.
5	4620	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals Details: Wholesale of rice, corn, and other cereals; wholesale of other agricultural and forestry raw materials (excluding wood, bamboo, and rattan).
6	4931	Urban and suburban passenger road transport (excluding bus services) Details: Passenger transport by taxi.
7	9329	Other amusement and recreation activities not elsewhere classified
8	4663	Wholesale of other construction materials and installation equipment Details: Wholesale of bricks, tiles, stones, sand, and gravel.
9	4290	Other civil engineering construction
10	6810	Real estate business, land use rights of owner, users, or leased properties Details: Real estate business and land use rights of owner, users, or leased properties.
11	4912	Rail freight transport (Operated only when all legal conditions are met)
12	5221	Support activities for rail and road transportation (Operated only when all legal conditions are met)
13	5022	Inland water freight transport (Operated only when all legal conditions are met)
14	5222	Support activities for water transportation
15	4520	Maintenance and repair of automobiles and other motor vehicles
16	5229	Other supporting services related to transportation Details: - Shipping agency services, maritime transport services, and other transport-related support services not elsewhere classified. - Domestic and export freight forwarding services. - Customs brokerage services. - Operation of airline ticket agencies.
17	5012	Coastal and ocean freight transport

2. Objectives of Company: Effectively mobilize and utilize capital for the development of production and business activities in accordance with the licensed functions and business lines. Concurrently, strive to enhance operational efficiency and maximize profits; create stable employment and income for employees; increase returns for shareholders; duly fulfill obligations to the State Budget; actively



contribute to the prosperity and development of society; and continuously expand and strengthen the Company.

#### **Article 5. Scope of business and operation**

1. Company is authorized to formulate plans and conduct all business activities within the scope of the business lines publicly disclosed on the National Business Registration Portal and in this Charter, in compliance with applicable laws, and to take appropriate measures to achieve the Company's objectives.
2. Company is entitled to freely conduct business in any sectors or industries not prohibited by law and approved by the General Meeting of Shareholders.

### **IV. CHARTER CAPITAL, SHARES**

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

1. Charter capital of the Company is VND 370,439,080,000 (three hundred seventy billion, four hundred thirty-nine million, and eighty thousand Vietnamese dong).

The total charter capital of the Company is divided into 37,043,908 shares with a par value of VND 10,000 per share.

2. Company's Charter capital may be changed if approved by the GMS and conformable with regulations of law.
3. Company's shares on the ratification date of this Charter are common shares.
4. Company may issue other preference shares after it is approved by the GMS and it is conformable with regulations of law.
5. Common shares shall be offered first to existing shareholders in proportion to their common share ownership in the company, unless the General Meeting of Shareholders decides otherwise. The common shares that shareholders did not register to purchase will be at the disposal of the company's Management Board. The Management Board may distribute such Shares to other parties on terms and conditions that they deem appropriate, however, these shares cannot be sold at more favourable terms than those offered to existing shareholders, except as otherwise approved by the General Meeting of Shareholders.
6. Company may repurchase its own shares following the methods specified in this Charter and applicable laws.
7. Company may issue other types of securities in accordance with the law.

#### **Article 7. Share certificates**

1. Company's Shareholders shall be issued Share certificates corresponding to the number and type of Shares owned.
2. Shares are securities certifying the lawful rights and interests of the holder to a portion of the company's share capital. Shares shall include all contents prescribed in clause 1, Article 121 of the Enterprise Law.
3. Within 30 days from the date of submission of a complete application for share ownership transfer, or within 2 months from the date of full payment for the shares, or within another period as stipulated

in the issuance plan, the shareholder shall be issued a share certificate. Shareholders shall not be required to pay the company any printing costs for the issuance of the share certificate.

4. In case the share is lost or damaged, the shareholder shall be reissued with another share certificate by the company on request. The Shareholder's request shall include the following information:

- a. Information about lost, damaged, or otherwise destroyed shares;
- b. Commitments to bear the responsibility for any disputes arising from the reissue of new share.

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

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and seal of the Company.

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

1. All shares shall be freely transferable unless otherwise provided in this Charter or by law. For the company's shares that have been registered for trading on HOSE, the transfer of shares shall be conducted in accordance with the provisions of the laws on securities and the securities market.

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

3. In the event of the death of an individual shareholder, the designated heir by their will or the legal heir becomes a shareholder of the company. In the event that the shares of a deceased individual shareholder have no heir, the heir renounces inheritance, or is disinherited, these shares shall be handled according to the civil law provisions.

4. Shareholder has the right to gift part or all of their shares to others; or to use shares to repay debts. In this case, the recipient of the gift or the one receiving the debt repayment in shares becomes a shareholder of the company upon completing the transfer procedures as prescribed by this Charter and relevant laws.

### **V. ORGANIZATIONAL STRUCTURE**

#### **Article 10. Organizational structure**

The Organizational Structure of the Company consists of:

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

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

#### **Article 11. Shareholders' rights**

1. Common shareholders have the following rights:



- a. To attend, speak at the General Meeting of Shareholders, and exercise voting rights either directly or through authorized representative or by other methods as stipulated in the Internal Regulations on Corporate Governance, this Charter, and applicable law; each common share shall carry one vote;
  - b. To receive dividends at a rate determined by the General Meeting of Shareholders;
  - c. To have preemptive rights to purchase new shares in proportion to the ownership ratio of common shares of each shareholder in the company;
  - d. To freely transfer their shares to others, except as provided in clause 2 and clause 4 Article 9 of this Charter;
  - e. To review, look up, and extract information about their name and contact address in the list of shareholders with voting rights; to request corrections to inaccurate information;
  - f. To review, look up, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g. Upon the company's liquidation or bankruptcy, to receive a portion of the remaining assets corresponding to their share ownership percentage in the company;
  - h. To request the company to repurchase their shares in cases specified in Article 132 of the Law on Enterprises;
  - i. To be treated equally;
  - j. To have full access to periodical and extraordinary information disclosed by the company as prescribed by law;
  - k. To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Management Board in accordance with the Law on Enterprises;
  - l. Other rights as prescribed by law and this Charter.
2. Shareholder or group of shareholders holding 5% or more of the total common shares has the following rights:
- a. To request the Management Board to convene a General Meeting of Shareholders in the following cases: The Management Board seriously violates shareholders' rights, management obligations, or makes decisions exceeding its authorized powers, and in accordance with clause 3 and clause 4, Article 13 of this Charter;
  - b. To review, look up, and extract the minute book, resolutions and decisions of the Management Board, semi-annual and annual financial reports, reports of the Supervisory Committee, contracts, transactions subject to the Management Board' approval, and other documents, except for documents related to trade secrets and business secrets of the company;
  - c. To request the Supervisory Committee to inspect specific issues related to the management and operation of the company when deemed necessary. The request shall be in writing and shall include the following information: full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise code, or legal document number, head office address for institutional shareholders; the number of shares and registration time of each shareholder, the total



number of shares of the entire shareholder group, and the percentage of ownership in the total shares of the company; issues to be inspected and purpose of inspection;

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

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

3. Shareholder or a group of shareholders holding from 10% of the total ordinary shares has the right to nominate persons to the Management Board and the Supervisory Committee as prescribed in clause 2, Article 24 and clause 2, Article 34 of this Charter. Ordinary shareholders forming a group to nominate individuals to the Management Board and Supervisory Committee shall inform participating shareholders about the formation of the group before the commencement of the General Meeting of Shareholders.

## **Article 12. Obligations of shareholders**

Common shareholders have the following obligations:

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

2. Not to withdraw the capital contributed by common shares from the company in any form, except in the case of the company or another person repurchasing the shares; In the event that a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this clause, that shareholder and affiliated persons in the company shall be jointly and severally liable for the debts and other property obligations of the company within the scope of the withdrawn shares and damages incurred;

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

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

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

a. Attending and voting in person at the meeting;

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

c. Attend and vote/elect via online conference, electronic voting, or other electronic methods;

d. Submit voting/election ballots to the meeting via mail, fax, or email;

6. Be personally responsible when acting on behalf of the Company in any form to carry out any of the following actions:

a. Violating the law;

b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c. Paying debts that are not yet due in the face of potential financial risks to the company.

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

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The annual General Meeting of Shareholders is held once a year and within 04 months from the end of the fiscal year. Unless otherwise provided in the Company Charter, the Management Board decides to extend the annual General Meeting of Shareholders if necessary, but no later than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and shall be within the territory of Vietnam.

2. The Management Board convenes the annual General Meeting of Shareholders and selects a suitable location. The annual General Meeting of Shareholders decides on matters as prescribed by law and the Company Charter, especially approving the audited annual financial statements. In the event that the audit report of the company's annual financial statements has material exceptions, adverse audit opinions, or disclaimers, the company shall invite representatives of the auditing organization that audited the company's financial statements to attend the annual General Meeting of Shareholders.

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

- a. The Management Board deems it necessary for the benefit of the Company;
- b. Number of members of the Management Board, Supervisory Committee remaining is less than the minimum number of members as prescribed by law;
- c. At the request of a shareholder or a group of shareholders as stipulated in clause 2, Article 11 of this Charter; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;
- d. At the request of the Supervisory Committee;
- e. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

- a. The Management Board shall convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Management Board or members of the Supervisory Committee as prescribed in point b, clause 3 of this Article or receives the request as prescribed in point c and point d, clause 3 of this Article;
- b. In case the Management Board fails to convene the General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, within the next 30 days, the Supervisory Committee shall replace the Management Board to convene the General Meeting of Shareholders according to the provisions of clause 3, Article 140 of the Enterprise Law;
- c. In case the Supervisory Committee does not convene the General Meeting of Shareholders according to the provisions of point b, clause 4 of this Article, the shareholder or the group of



shareholders specified in point c, clause 3 of this Article has the right to request the company representative to convene the General Meeting of Shareholders as prescribed by the Enterprise Law; In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order, procedures for convening, conducting the meeting and making Decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing the General Meeting of Shareholders according to the provisions of clause 2, Article 16 of this Charter.

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

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

- a. Company's annual business plan;
- b. Audited annual financial statements;
- c. The Management Board' report on governance and the performance of the Management Board and each member of the Management Board;
- d. The Supervisory Committee' report on the Company's business results and the performance of the Management Board and the General Director;
- e. Self-assessment report on the performance of the Supervisory Committee and its members;
- f. Dividend rate for each share of each type.

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

- a. Approve the company's development orientation;
- b. Decide on the type of shares and the total number of each type of shares that are entitled to be offered for sale;
- c. Elect, dismiss, remove members of the Management Board and the Supervisory Committee;
- d. Decide to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e. Decide to amend and supplement the Company Charter;
- f. Decide to repurchase more than 10% of the total sold shares of each type;
- g. Review and handle violations committed by members of the Management Board and the Supervisory Committee that cause damage to the Company and its Shareholders;
- h. Decide on the reorganization or dissolution of the company;
- i. Decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Management Board and the Supervisory Committee;
- j. Approve the Internal Regulations on Corporate Governance, Regulations on operation of the Management Board, and Regulations on operation of the Supervisory Committee;



k. Approve the list of independent audit organizations that will audit the Company's Financial statements; decide on an independent audit organization to inspect the company's operations, and dismiss an independent auditor when deemed necessary;

l. The execution of contracts and transactions as prescribed in clause 5, Article 43 of this Charter;

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

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

### **Article 15. Authorized representative**

1. For individual shareholders, may only authorize one individual or another organization to attend the meeting. The authorized representative of the shareholder is an organization:

a. Organization shareholder shall authorize an individual representative according to the following regulations:

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

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

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

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

- Shareholders possessing from 40% to under 50% of the total shares may authorize a maximum of 05 representatives.

b. In cases where a shareholder, being an organization, appoints multiple authorized representatives, the specific number of shares for each representative shall be clearly defined. If the shareholder does not specify the corresponding number of shares for each authorized representative, the shares will be divided equally among the authorized representatives`.

c. The document appointing the authorized representative shall be notified to the company and shall only be effective with respect to the company from the date the Company receives the document. The document appointing the authorized representative shall include the following main contents:

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

- The number of authorized representatives and the corresponding shareholding percentage or capital contribution of each authorized representative;

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

- Corresponding authorization period for each authorized representative, clearly stating the authorization start date;

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

d. Authorized representative shall meet the following standards and conditions:

- Not falling under the subjects specified in clause 2, Article 17 of the Law on Enterprises;
- State-owned enterprise shareholders, as stipulated in point b, clause 1, Article 88 of the Law on Enterprises, are not permitted to appoint individuals who have family relationships with the enterprise's managers or with those who have the authority to appoint such managers, as their authorized representatives at the Company.

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

a. 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, either in person or through one of the methods stipulated in clause 3, Article 144 of the Law on Enterprises.

b. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders, as prescribed in point a, clause 2 of this Article, shall be in writing. The authorization document shall be prepared according to civil law regulations and shall clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the authorization period, and the signatures of both the authorizing party and the authorized party.

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

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

- The principal has died, been declared legally incompetent, or lost their ability to act in civil matters;
- The principal has revoked the authorization;
- The principal has annulled the authority of the delegate.

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

## **Article 16. Convening, agenda, and notification of the General Meeting of Shareholders**

1. The Management Board convenes the Annual and Extraordinary General Meeting of Shareholders, or the Extraordinary General Meeting of Shareholders shall be convened in the cases specified in points b or c, clause 4, Article 13 of this Charter.

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

a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders; the list of shareholders entitled to attend the General Meeting of Shareholders is prepared no later than 10 days before the date of sending the notice of the General Meeting of Shareholders; the company shall publish information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

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

c. Prepare documents for the General Meeting of Shareholders;



- d. Draft resolutions of the General Meeting of Shareholders according to the intended content of the meeting;
  - e. Determine the time and venue of the meeting;
  - f. Notify and send a notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g. Other tasks serving the meeting.
3. The notice of the General Meeting of Shareholders is sent to all shareholders by means to ensure it reaches the shareholders' contact addresses, and is also published on the company's website and the State Securities Commission, Stock Exchange. The convener of the General Meeting of Shareholders shall send a notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening day of the meeting (from the date the notice is sent or delivered validly). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting are posted on the company's website. The notice of the meeting shall clearly state the link to all meeting documents for shareholders to access, including:
- a. Meeting agenda, documents used in the meeting;
  - b. List and details of candidates in the case of electing members of the Management Board, members of the Supervisory Committee;
  - c. Voting ballots;
  - d. Draft resolutions for each issue on the meeting agenda.
4. Shareholder or group of shareholders as prescribed in clause 2, Article 11 of this Charter has the right to propose issues for inclusion in the agenda of the General Meeting of Shareholders. The proposal shall be in writing and shall be sent to the company no later than 05 working days before the opening day of the General Meeting of Shareholders. The proposal shall clearly state the shareholder's name, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the meeting agenda.
5. The convener of the General Meeting of Shareholders has the right to refuse the proposal specified in clause 4 of this Article in one of the following cases:
- a. The proposal is sent against the regulations 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 common shares as prescribed in clause 2, Article 11 of this Charter;
  - c. The issue exceeds the jurisdiction of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.
6. The convener of the General Meeting of Shareholders shall accept and include the proposal specified in clause 4 of this Article in the draft agenda and content of the meeting, except for the cases specified in clause 5 of this Article. The proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

- 1. The General Meeting of Shareholders shall be held when the attending shareholders represent more than 50% of the company's total voting shares.



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

3. If, within 30 minutes of the scheduled opening time, the second convened meeting does not meet the conditions for proceeding as prescribed in clause 2 of this Article, third meeting notice shall be sent within 20 days from the date of the second scheduled meeting. In this case, the General Meeting of Shareholders shall be held regardless of the total voting shares of the attending shareholders.

#### **Article 18. Procedures for carrying out and voting at the General Meeting of Shareholders**

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

2. When registering to attend the meeting, shareholders or authorized representatives shall be issued a voting card and a voting ballot, which shall include the registration number, the full name of the shareholder or the full name of the shareholder's authorized representative, and the number of voting shares held by the shareholder. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. Voting shall be conducted by approval, disapproval, and abstention. During the voting process at the meeting, shareholders shall raise their voting cards and mark the corresponding box on the voting ballot. After collecting and counting the votes, the total number of votes for approval, disapproval, abstention, or invalid votes for each issue shall be announced by the chairperson before the meeting concludes.

3. Shareholders or authorized representatives arriving after the meeting has opened shall still be registered and have the right to participate in the voting immediately after registration. In this case, the validity of the previously voted matters shall not be changed.

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

a. The Chairman of the Management Board shall preside over or authorize another member of the Management Board to preside over the General Meeting of Shareholders convened by the Management Board. If the Chairman is absent or temporarily incapacitated, the remaining members shall elect one of them to chair the meeting by majority vote. If a chairperson cannot be elected, the Head of the Supervisory Committee shall preside so that the General Meeting of Shareholders elects a chairperson from among the attendees and the person with the highest number of votes shall be the chairperson of the meeting;

b. Except as provided in point a, clause 4 of this Article, the person who signed the notice convening the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders elects a chairperson, and the person with the highest number of votes shall be the chairperson of the meeting;

c. The chairperson appoints one or some people as secretaries of the meeting;

- d. The General Meeting of Shareholders elect one or several people to the ballot counting board as proposed by the chairperson of the meeting.
5. The agenda and content of the meeting shall be approved by the General Meeting of Shareholders in the opening session. The agenda shall clearly and specifically define the time allocated for each matter within the meeting agenda.
6. The convener or chairperson of the General Meeting of Shareholders has the right to implement necessary and reasonable measures to organize and conduct the 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. Request all participants to undergo inspection or other lawful and reasonable security measures;
  - b. Request the competent authority to maintain order; expel those who do not comply with the chairperson's authority, intentionally disrupt order, obstruct the normal progress of the General Meeting of Shareholders, or do not comply with security inspection requirements from the General Meeting of Shareholders.
  - c. Arrange seating at the General Meeting of Shareholders venue;
  - d. Ensure the safety of everyone present at the meeting venues;
  - e. Facilitate shareholders to attend (or continue to attend) the meeting.
7. The chairperson has the right to postpone the General Meeting of Shareholders, which has the maximum number of registered attendees, for no more than 03 working days from the intended opening date, and may only postpone the meeting or change the meeting venue in the following cases:
  - a. The current location does not have adequate convenient seats for all participants;
  - b. Communications equipment is not sufficient for discussion and voting by participating shareholders;
  - c. The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.
8. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of clause 7 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the Chairperson to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.
9. Online General Meeting of Shareholders shall be conducted in accordance with Internal regulations on corporate governance.

#### **Article 19. Methods for ratifying resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall approve resolutions within its competence by voting at the meeting or by written opinion.
2. Resolutions of the General Meeting of Shareholders on the following matters shall be approved by voting at the General Meeting of Shareholders:
  - a. Approve the audited annual financial statements;
  - b. Development orientations of the company;



- c. Elect, dismiss, remove of the Management Board and the Supervisory Committee.
- d. Reorganize, dissolve the company.

## **Article 20. Conditions for passing Resolution and Minute of Meeting of the General Meeting of Shareholders**

1. Resolutions of the General Meeting of Shareholders on the following contents are approved when they are passed by at least 65% of the total votes of all shareholders attending the meeting and voting passed:
  - a. Type of shares and the total number of shares of each type to be offered for sale;
  - b. Change of industries, trades, and business lines;
  - c. Change of management organizational structure;
  - d. Project implementation or sale of assets with a value of 35% or more of the total asset value recorded in the company's latest financial statements;
  - e. Reorganize, dissolve the company.
2. The voting to elect members of the Management Board and the Supervisory committee shall be conducted in accordance with clause 3, Article 148 of the Enterprise Law and Internal Regulations on Corporate Governance.
3. Except for the cases specified in Clauses 1 and 2 of this Article, resolutions of the General Meeting of Shareholders on other issues will be passed when they are approved by more than 50% of the total votes of all shareholders attending the meeting and voting passed.
4. Resolutions of the General Meeting of Shareholders approved with 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and approving the resolutions violate the provisions of the Enterprise Law and this Charter.

## **Article 21. Authority and procedures for collection of written comments in order to approve resolution of the General Meeting of Shareholders**

1. The Management Board has the authority to collect written comments of Shareholders to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the company, except for the case specified in clause 2, Article 19 of this Charter.
2. The Management Board shall prepare questionnaires, draft resolutions of the General Meeting of Shareholders and explanatory documents for the draft resolutions, and send them to all Shareholders with voting rights at least 10 days before the deadline for returning the questionnaires. The preparation of the list of Shareholders to send questionnaires shall comply with point a, clause 2, Article 16 of this Charter. The requirements and procedures for sending questionnaires and accompanying documents shall comply with clause 3, Article 16 of this Charter, except for the time requirement.
3. The questionnaires shall include the following main contents:
  - a. Name, address of the head office, and enterprise code of company;
  - b. Purpose of the consultation;
  - c. Full name, contact address, nationality, and personal legal document number for individual shareholders; name, enterprise code, or legal document number, head office address of the

organization for institutional shareholders; or full name, contact address, nationality, personal legal document number for the authorized representative of the institutional shareholder; number of shares of each type and the number of voting shares of the shareholder;

d. Issues to be consulted for approval;

e. Voting options, including agree, disagree, and no opinion on each issue;

f. Deadline for returning the completed questionnaires to the Company;

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

4. Shareholders may send completed questionnaires to the company by mail, fax, or email as follows:

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

b. In the case of fax or email, the questionnaires sent to the Company shall be kept confidential until the ballot counting;

c. Questionnaires sent to the company after the deadline specified in the questionnaires or opened in the case of mail, or disclosed in the case of fax or email are invalid. Questionnaires not returned are considered abstentions.

5. The Management Board shall count the ballots and prepare a ballot counting minutes in the presence of the Supervisory committee or a Shareholder who does not hold a management position in the Company. The ballot counting minutes shall include the following main contents:

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

b. Purpose and issues for approving the resolution;

c. Number of shareholders with the total number of voting shares that participated in the voting, distinguishing the number of valid votes, the number of invalid votes, and the method of sending questionnaires, along with an appendix listing the participating shareholders;

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

e. Matters approved and the corresponding approval rate;

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

Members of the Management Board, vote counters, and vote counter supervisors shall be jointly liable for the honesty and accuracy of the vote counting minutes; and shall be jointly liable for damages arising from decisions approved due to dishonest and inaccurate vote counting.

6. The vote counting minutes and the resolution shall be published on the company's website within 24 hours from the end of the vote counting and the disclosure of information in accordance with the law on the securities market.

7. The answered ballots, vote counting minutes, full text of the approved resolution, and related documents attached to the ballots shall be kept at the head office address of company.



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

- a. Type of shares and the total number of shares of each type to be offered for sale;
- b. Change of industries, trades, and business lines;
- c. Change of management organizational structure;
- d. Project implementation or sale of assets with a value of 35% or more of the total asset value recorded in the company's latest financial statements;
- e. Reorganize, dissolve the company.

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

10. Resolutions approved in the form of collection of shareholder's written comments under this Article have the same validity as resolutions approved at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders shall be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes shall be written in Vietnamese and may also be written in a foreign language (if the company deems it necessary) and shall contain the following main contents:

- a. Company name, head office address, and enterprise code;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and contents;
- d. Full name of the chairperson and secretary;
- e. Summarizing the proceedings of the meeting and the opinions expressed at the General Meeting of shareholders on each issue on the agenda;
- f. Number of shareholders and total voting shares of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with corresponding number of shares and votes;
- g. Total number of votes for each voting matter, specifying the voting method, total number of valid, invalid, agreeing, disagreeing, and no opinion votes; corresponding percentage of the total votes of the shareholders attending and voting at the meeting;
- h. Total number of votes for each candidate (if any);
- i. Matters approved and the corresponding approval rate`;
- j. Full name and signature of the chairperson and secretary; If the chairperson or secretary refuses to sign the minutes of the meeting, these minutes shall be valid if signed by all other members of the Management Board attending the meeting and containing all the contents prescribed in this clause; The minutes of the meeting shall clearly state the refusal of the chairperson or secretary to sign the minutes of the meeting.

2. Minutes of the General Meeting of Shareholders shall be completed and approved before the meeting concludes. The chairperson, secretary, or any other signatory of the minute bears joint responsibility for the veracity and accuracy of the content therein.

3. The Resolution, Minutes of the General Meeting of Shareholders, all appended documents (if any), and relevant materials accompanying the meeting invitation shall be published on the company's website within 24 hours of the meeting's conclusion, and disclosed in accordance with securities market regulations.

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

### **Article 23. Requesting cancellation of a resolution of the General Meeting of Shareholders**

Within 90 days of receiving the resolution, the minutes of the General Meeting of Shareholders, or the voting count minutes of collection of the General Meeting of Shareholders's comments, shareholders or shareholder groups as defined in clause 2, Article 11 of this Charter may request a Court or Arbitrator to review and invalidate the resolution or part thereof in the following circumstances:

1. The convening and decision-making procedures of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and this Charter, except as stipulated in clause 4, Article 20 of this Charter.

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

## **VII. MANAGEMENT BOARD**

### **Article 24. Nomination and self-nomination of members of the Management Board**

1. In the event that the candidates for the Management Board have been identified, the company shall disclose relevant information about the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's electronic portal, allowing shareholders to review the candidates before casting their votes. Candidates for the Management Board shall provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and shall commit to performing their duties honestly, carefully, and in the best interests of the company if elected as members of the Management Board. The information related to the candidates for the Management Board to be disclosed includes:

a. Full name, date of birth;

b. Qualification;

c. Work experience;

d. Other management positions (including Management Board positions at other companies);

e. Interests related to the Company and its related parties (if any);



- f. Information about companies where the candidate currently holds a Management Board position, other management titles, and any interests related to the candidate's Company (if any).
2. Shareholders shall have the right to aggregate their voting rights to nominate candidates for the Management Board. Shareholders or shareholder groups holding from 10% to less than 20% of the total voting shares shall have the right to nominate one candidate; from 20% to less than 30%, to nominate a maximum of two candidates; from 30% to less than 40%, to nominate a maximum of three candidates; from 40% to less than 50%, to nominate a maximum of four candidates; and from 50% or more, to nominate a maximum of five candidates.
3. In the event that the number of candidates for the Management Board through nomination and application is still insufficient as per clause 1, Article 25 of this Charter, the incumbent Management Board shall introduce additional candidates. The incumbent Management Board's introduction of additional candidates shall be clearly announced before the General Meeting of Shareholders votes to elect members of the Management Board.
4. Members of the Management Board shall meet the following standards and conditions:
- a. Not be subject to the provisions of clause 2, Article 17 of the Law on Enterprises;
  - b. Possess professional qualifications and experience in business administration or in the field, industry, or business line of the Company, and not necessarily be a shareholder of the company;
  - c. Only be concurrently a member of the Management Board at a maximum of 05 other companies;
  - d. Not be a family member of:
    - The General Director and other managers of the company;
    - The manager, the person authorized to appoint the manager of Sonadezi Corporation;

## **Article 25. Term of office and composition of the Management Board**

1. The Number of members of the Management Board is 05.
2. The term of a Management Board member shall not exceed 05 years and may be re-elected for an unlimited number of terms. If all Board members' terms conclude simultaneously, they shall continue as Board members until successors are elected and assume their roles.
3. The composition of the Management Board shall ensure that at least one-third of the total number of Board members are non-executive members, and there shall be one independent member of the Management Board. The criteria for being an independent member of the Management Board are as follows:
- a. Not be a person currently working for the company, the parent company, or a subsidiary of the company; not be a person who has worked for the company, the parent company, or a subsidiary of the company for at least the previous 03 consecutive years;
  - b. Not be a person receiving salary or remuneration from the company, excluding allowances that members of the Management Board are entitled to as regulated;
  - c. Not be a person whose spouse, father, foster father, mother, foster mother, children, foster children, brother, sister, or sibling is a major shareholder of the company; or is a manager of the company or a subsidiary of the company;



- d. Not be a person who directly or indirectly owns at least 01% of the total voting shares of the company;
  - e. Not be a person who has served as a member of the Management Board or the Supervisory committee of the company for at least the previous 05 consecutive years, unless appointed for 02 consecutive terms.
  - f. Independent members of the Management Board shall notify the Management Board of no longer meeting the standards and conditions stipulated in clause 4 of this Article and shall automatically cease to be independent members of the Management Board from the date they no longer meet such standards and conditions. The Management Board shall announce the case of an independent member of the Management Board no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members of the Management Board within 06 months from the date of receiving the notification from the relevant independent member of the Management Board.
4. Dismiss, remove, replace and add members of the Management Board:
- a. General Meeting of Shareholders dismiss members of the Management Board in cases where the members are no longer qualified as per clause 4, Article 24 and clause 4, Article 25 of this Charter or have submitted their resignation letter and it is approved.
  - b. General Meeting of Shareholders removes members of the Management Board in cases where they do not participate in Board activities for six consecutive months, except for cases of force majeure.
  - c. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove members of the Management Board in cases other than those specified in points a and b of clause 5 of this Article.
  - d. The Management Board shall convene a General Meeting of Shareholders to elect additional members to the Management Board when the number of Board members is reduced by more than one-third (1/3) compared to the number of members stipulated in this Charter. In this case, the Management Board shall convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third (1/3).
  - e. Except for the cases specified in point d of this clause, the General Meeting of Shareholders elects new members to replace the members of the Management Board who have been dismissed or removed at the nearest meeting.

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

- 1. The Management Board is the company's management body, possessing full authority on behalf of the company to make decisions and perform the company's rights and obligations, except for the rights and obligations of the General Meeting of Shareholders.
- 2. The rights and obligations of the Management Board are stipulated by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Management Board has the following rights and obligations:
  - a. To decide on the company's strategy, medium-term development plan, and annual business plan;
  - b. To propose share types and the total number of shares offered for sale for each type;
  - c. To decide on the sale of unsold shares within the total number of shares offered for sale for each type; and decide on additional capital mobilization in other forms;



- d. To decide on the selling price of the company's shares and bonds;
  - e. To decide on share buybacks as regulated by clause 1 and clause 2, Article 133 of the Law on Enterprises;
  - f. To decide on investment plans and projects within their competence and limits according to legal regulations;
  - 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 equal to or greater than 50% of the company's charter capital, excluding contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 14 and clause 5, Article 43 of this Charter;
  - i. To elect, dismiss and remove the Chairman of the Management Board; to appoint, dismiss, sign contracts, terminate contracts, and decide on salaries, bonuses, and other benefits of the General Director, Head of Internal Audit, and other executives; to appoint representatives of the company's capital in other enterprises, and decide on the bonuses and other benefits of these individuals;
  - j. Supervise and direct the General Director and other executives in the daily business operations of the company;
  - k. Decide the organizational structure of the Company except for the management organizational structure specified in Article 10 of this Charter; decide the company's internal management regulations except for the regulations under the authority of the General Meeting of Shareholders; decide to establish subsidiaries, branches, representative offices; decide on capital contribution and purchase of shares of other enterprises;
  - l. Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
  - m. Submit the audited annual financial statements to the General Meeting of Shareholders;
  - n. Propose the dividend payout ratio; decide the time limit and procedures for paying dividends or handling losses incurred during business operations;
  - o. Propose the reorganization or dissolution of the company; request the bankruptcy of the company;
  - p. Decide to issue the Regulations on Operation of Management Board and Internal regulations on corporate governance after being approved by the General Meeting of Shareholders;
  - q. Other rights and obligations as prescribed by law and this Charter.
3. The Management Board shall report to the General Meeting of Shareholders the results of the Management Board' activities according to Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government.

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

- 1. The company has the right to pay salaries, remunerations, and bonuses to members of the Management Board according to business results and efficiency.

2. Non-executive members of the Management Board are entitled to remuneration from the non-executive management remuneration fund decided by the General Meeting of Shareholders.
3. The full-time Chairman of the Board is salaried. The salary of the full-time Chairman of the Board is proposed by the Management Board and decided by the General Meeting of Shareholders.
4. Members of the Management Board receive bonuses from the management bonus fund decided by the General Meeting of Shareholders based on production and business results. The bonus level for the Chairman and each Member is decided by the Management Board.
5. The salary of the Chairman of the Board and the remuneration of each Member of the Management Board are included in the company's business expenses according to the provisions of the law on corporate income tax, are shown as a separate item in the company's annual financial statements and shall be reported to the General Meeting of Shareholders at the annual meeting.
6. Members of the Management Board holding executive positions or members of the Management Board working in subcommittees of the Management Board or performing other work outside the scope of normal duties of a Member of the Management Board may be paid additional remuneration in the form of a lump-sum payment, salary, commission, percentage of profit or other forms as decided by the Management Board.
7. Members of the Management Board are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses incurred while performing their responsibilities as a Member of the Management Board, including expenses incurred for travel expenses attending meetings of the General Meeting of Shareholders or the Management Board or subcommittees of the Management Board.

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

1. The Chairman of the Management Board is elected, dismissed, and removed by the Management Board among the Members of the Management Board.
2. The Chairman of the Management Board shall not concurrently hold the position of General Director.
3. The Chairman of the Management Board has the following rights and obligations:
  - a. Formulate the Management Board's programs and action plans;
  - b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Management Board;
  - c. Organize the approval of the Management Board's resolutions and decisions;
  - d. Oversee the process of organizing the implementation of the Management Board's resolutions and decisions;
  - e. Chairperson of the General Meeting of Shareholders;
  - f. Other rights and obligations as prescribed by the Law on Enterprises and this Charter.
4. In the event the Chairman of the Board resigns or is dismissed, the Management Board shall elect a replacement within 10 days from the date of receiving the resignation or dismissal.
5. In the event of the Chairman of the Board being absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and obligations of the Chairman of



the Board. In the absence of an authorized person, or if the Chairman of the Board dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative handling measures at a compulsory rehabilitation center or compulsory education establishment, has absconded from their place of residence, is restricted or deprived of civil act capacity, experiences cognitive difficulties or struggles to control their behavior, is prohibited by the Court from holding a position, practicing a profession, or carrying out specific tasks, then the remaining members will elect one person among themselves to assume the role of Chairman of the Board until a new decision of the Management Board is made based on the majority principle of remaining members' approval.

## **Article 29. The Management Board's Minutes of Meeting**

1. The first meeting of the Management Board' term to elect the Chairman of the Management Board shall be held within 07 working days from the end of the election of the Management Board for that term. This meeting shall be convened by the member with the highest number of votes. If more than 01 member receives the same highest number of votes, the members will vote, following the majority principle, to select 01 person among them to convene the Management Board' meeting.

2. The Management Board shall meet at least once every quarter and may hold extraordinary meetings.

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

a. At the request of the Supervisory Committee;

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 Management Board.

4. Requests specified in clause 3 of this Article shall be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Management Board.

5. The Chairman of the Management Board shall convene a meeting of the Management Board within 07 working days from the date of receiving the request specified in clause 3 of this Article. In the event of failure to convene the Management Board meeting upon request, the Chairman of the Board shall be liable for any damages incurred by the Company; the requester has the right to replace the Chairman of the Board in convening the meeting of the Management Board.

6. The Chairman of the Board or the meeting convener shall send a meeting invitation no later than 03 working days before the meeting. This invitation shall specify the time and location of the meeting, the agenda, and the matters to be discussed and decided. The invitation shall include relevant documents for the meeting and members' voting ballots. The meeting invitation of the Management Board can be sent by letter, message, email, fax or other means to be guaranteed to reach the contact address of each member registered at the company.

7. The Chairman of the Management Board or the convener sends meeting invitations and accompanying documents to the members of the Supervisory Committee as they do to the members of the Management Board. Members of the Supervisory Committee have the right to attend Management Board meetings; they have the right to discuss but not to vote.

8. Management Board meeting is conducted when at least 3/4 of the total number of members are present. In the event that a meeting convened under the provisions of this clause does not have the



required number of members present, second meeting shall be convened within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Management Board are present.

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

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend the meeting and vote as stipulated in clause 11 of this Article;
- c. Attend and vote via online conference, electronic voting, or other electronic formats;
- d. Submit voting ballots to the meeting via mail, fax, or email;

10. In the case of submitting ballots to the meeting by mail, the ballots shall be contained in sealed envelopes and shall be delivered to the Chairman of the Board no later than 01 hour before the opening. Ballots shall only be opened in the presence of all attendees.

#### 11. Voting

- a. Except for the provision in point b of this clause, each member of the Management Board or their authorized representative, as stipulated in clause 9 of this Article, who is personally present at a Board meeting shall have one vote;
- b. Member of the Management Board shall not vote on contracts, transactions, or proposals in which they or their affiliated persons have an interest that conflicts or may conflict with the interests of the Company. The member of the Management Board shall not be counted in the quorum required to hold the Board meeting for decisions on matters in which they are not entitled to vote;
- c. As stipulated in point d of this clause, when an issue arises at a meeting concerning the interests or voting rights of a member of the Management Board, and the member does not voluntarily waive their voting rights, the chairperson's decision shall be final, unless the nature or scope of the member's interest has not been fully disclosed;
- d. Member of the Management Board who benefits from a contract as specified in points a and b of clause 6, Article 43 of this Charter shall be considered to have a significant interest in that contract;
- e. Supervisors shall have the right to attend Board meetings, to discuss, but not to vote.

12. Member of the Management Board, whether directly or indirectly benefiting from a contract or transaction that has been or is to be entered into with the Company, and who is aware of their interest in the matter, shall disclose this interest at the first Board meeting discussing the signing of such contract or transaction. If the member of the Management Board was unaware of their own or a related person's interest at the time the contract or transaction was signed with the Company, the member shall disclose their interest at the first Board meeting held after they become aware of their interest or potential interest in the transaction or contract in question.

13. Members shall attend all meetings of the Management Board. Members may authorize another person to attend meetings and vote if approved by a majority of the Management Board.

14. The Management Board approves resolutions and decisions by voting at meetings or by collecting written opinions. Each Member of the Management Board has one vote. Resolutions and decisions



of the Management Board are approved if agreed by a majority of members; in the event of a tie, the final decision rests with the Chairman of the Board.

15. The Management Board may hold meetings in the form of an online conference among its members when all or some members are in different locations, provided that each participating member can:

- a. Hear each other member of the Management Board speak during the meeting;
- b. Speak to all other members simultaneously. Discussions among members may be conducted directly via phone or through other communication means, or by combining these methods. A member of the Management Board participating in such a meeting shall be considered "present" at the meeting. The location of the meeting under this provision shall be the location where the majority of the Management Board members are, or the location where the chairperson is present.

Decisions made in a meeting conducted by phone shall be considered valid and effective immediately upon the conclusion of the meeting but shall be confirmed by the signatures of all attending members in the meeting minutes.

16. The Chairman of the Management Board shall be responsible for sending the minutes of the Management Board meeting to the members, and such minutes shall serve as authentic evidence of the proceedings unless objections are raised regarding the content of the minutes within ten (10) days from the date they are sent. The minutes of the Management Board meeting shall be prepared in Vietnamese and may also be prepared in English. The minutes shall be signed by the chairperson and the minute taker.

### **Article 30. Person in charge of corporate governance**

1. Management Board shall appoint at least 01 Person in charge of corporate governance to support corporate governance at the company. The Person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in clause 5, Article 156 of the Enterprise Law.
2. Person in charge of corporate governance is not permitted to simultaneously work for the auditing organization that is auditing the company's financial statements.
3. Person in charge of corporate governance has the following rights and obligations:
  - a. Advising the Management Board on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the company and shareholders;
  - b. Preparing meetings of the Management Board, the Supervisory Committee, and the General Meeting of Shareholders at the request of the Management Board or the Supervisory Committee;
  - c. Advising on the procedures of the meetings;
  - d. Attending the meetings;
  - e. Advising on the procedures for establishing resolutions of the Management Board in accordance with legal regulations;
  - f. Providing financial information, copies of minutes of Management Board meetings, and other information to Members of the Management Board and Members of the Supervisory Committee;
  - g. Monitoring and reporting to the Management Board on the company's information disclosure activities;

- h. Acting as the point of contact with relevant stakeholders;
- i. Maintaining confidentiality of information in accordance with legal regulations and this Charter.

## **VIII. THE GENERAL DIRECTOR, OTHER EXECUTIVES**

### **Article 31. Management structure**

The company's management system shall ensure that the management structure is responsible to the Management Board and is subject to the supervision and direction of the Management Board in the company's daily business operations. The company has a General Director and other executives. The appointment, removal, or dismissal of executive positions shall be approved by resolutions or decisions of the Management Board.

### **Article 32. Company executives**

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

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

1. The Management Board appoints a Board member or another individual as General Director.
2. The General Director manages the company's daily business operations; is supervised by the Management Board; and is responsible to the Management Board and before the law for the execution of assigned rights and obligations.
3. The General Director's term is five (05) years and is renewable for an unlimited number of terms.
4. The General Director shall meet the following standards and conditions:
  - a. Not be subject to the provisions of clause 2, Article 17 of the Law on Enterprise;
  - b. Not be a family member of:
    - The manager or member of the Supervisory Committee of Sonadezi Corporation;
    - The manager or member of the Supervisory Committee of the company;
    - The representative of the State capital at Sonadezi Corporation;
    - The representative of Sonadezi Corporation's capital at the company.
  - c. Possess professional qualifications and experience in business administration of the company.
5. The General Director has the following rights and obligations:



- a. Decide on matters related to the company's daily business operations that are not under the authority of the Management Board;
  - b. Organize the implementation of the Management Board' resolutions and decisions;
  - c. Organize the implementation of the company's business plan and investment plan;
  - d. Propose the organizational structure and internal management regulations of the company;
  - e. Appoint, dismiss, and remove the Directors/Deputy Directors of Departments, Ports, and the Head of Internal Control, subject to the opinions of the Management Board, except for positions within the authority of the Management Board;
  - f. Decide on salaries and other benefits for employees in the company, including officials appointed by the General Director;
  - g. Recruit employees;
  - h. Propose plans for dividend payment or handling business losses;
  - i. Other rights and obligations as prescribed by law, this Charter, and resolutions and decisions of the Management Board.
6. The Management Board can dismiss the General Director when a majority of Board members with voting rights attending the meeting agree and appoint a new General Director as a replacement.

## **IX.SUPERVISORY COMMITTEE**

### **Article 34. Nomination, self-nomination of the member of the Supervisory Committee**

1. The identification of Supervisory Committee candidates and the announcement of information are carried out similarly to the provisions of clause 1, Article 24 of this Charter.
2. Shareholders have the right to combine voting rights to nominate Supervisory Committee candidates. The shareholder or group of shareholders holding from 10% to less than 25% of the total voting shares may nominate 01 candidate; from 25% to less than 50% may nominate a maximum of 02 candidates; from 50% or more may nominate a maximum of 03 candidates.
3. In the event that the number of Supervisory Committee candidates nominated is insufficient, the incumbent Supervisory Committee may nominate additional candidates. The incumbent Supervisory Committee's introduction of additional candidates shall be clearly announced before the General Meeting of Shareholders votes to elect Supervisory Committee members.
4. Supervisory Committee members shall meet the following standards and conditions:
  - a. Not be subject to the provisions of clause 2, Article 17 of the Law on Enterprise;
  - b. Possess training in one of the following specializations: economics, finance, accounting, auditing, law, business administration, or a specialization relevant to the company's business operations;
  - c. Not be a family member of:
    - The member of the Management Board, General Director, or other managers of Sonadezi Corporation;
    - The member of the Management Board, General Director, or other managers of the company;

- The representative of the State capital at Sonadezi Corporation;
- The representative of Sonadezi Corporation's capital at the company;
- d. Not be a company manager; not necessarily be a shareholder or employee of the company;
- e. Not be an employee in the company's accounting or finance department;
- f. Not be a member or employee of the independent audit firm that audited the company's financial statements for the previous 03 consecutive years.

### **Article 35. Composition and term of the Supervisory Committee**

1. The Supervisory Committee shall consist of 03 members. The term of a Supervisory Committee member shall not exceed 05 years and may be re-elected for an unlimited number of terms.
2. The member of the Supervisory Committee shall be dismissed in the following cases:
  - a. No longer meets the standards and conditions to be a Supervisory Committee member as prescribed in clause 4, Article 34 of this Charter;
  - b. Submits a resignation letter and it is approved;
3. The member of the Supervisory Committee shall be removed in the following cases:
  - a. Fails to complete assigned tasks and duties;
  - b. Fails to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
  - c. Repeatedly violates or seriously violates the obligations of a Supervisory Committee member as prescribed by the Law on Enterprise and this Charter;
  - d. Other cases as resolved by the General Meeting of Shareholders.

### **Article 36. Head of the Supervisory Committee**

1. The Head of the Supervisory Committee shall be elected by the Supervisory Committee from among its members; the election, dismissal, and removal shall follow the majority principle. The Supervisory Committee shall have more than half of its members residing in Vietnam. The Head of the Supervisory Committee shall have at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or a major related to the company's business operations.
2. Rights and Obligations of the Head of the Supervisory Committee:
  - a. Convene meetings of the Supervisory Committee;
  - b. Request the Management Board, General Director, and other executives to provide relevant information to report to the Supervisory Committee;
  - c. Prepare and sign the Report of the Supervisory Committee after consulting with the Management Board for submission to the General Meeting of Shareholders.

### **Article 37. Rights and Obligations of the Supervisory Committee**

The Supervisory Committee has the following rights and obligations:



1. Supervise the Management Board, General Director, and other executives in the management and administration of the company; monitor the company's financial situation; be responsible to shareholders for their supervisory activities;
2. Inspect the reasonableness, legality, honesty, and prudence in the management and administration of business operations; the consistency, systematization, and suitability of accounting, statistics, and financial statements;
3. Appraise the completeness, legality, and honesty of the company's annual and semi-annual income statement and financial statements, the report evaluating the management performance of the Management Board, and submit the appraisal report at the Annual General Meeting of Shareholders; Review and make recommendations on transactions with affiliated persons under the approval authority of the Management Board or the General Meeting of Shareholders;
4. Review, inspect, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning system of the company;
5. Review the company's accounting books, accounting records, and other documents, as well as the company's management and operational activities when deemed necessary, or as resolved by the General Meeting of Shareholders, or at the request of a shareholder or group of shareholders as stipulated in clause 2, Article 11 of this Charter;
6. Conduct inspections within 07 working days from the date of receiving the request from the shareholder or group of shareholders as stipulated in clause 2, Article 11 of this Charter; Within 15 days from the inspection's completion date, report to the Management Board and the requesting shareholder or group of shareholders on the inspected matters; The inspection stipulated in this clause shall not obstruct the normal operations of the Management Board or disrupt the company's business operations;
7. Recommend to the Management Board or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and business operations of the company;
8. Upon detecting any violation of the law or this Charter by a member of the Management Board, the General Director, or other executives, the Supervisory Committee shall notify the Management Board in writing within 48 hours, requesting the violator to cease the violation and implement remedial solutions;
9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Management Board, and other company meetings;
10. Utilize independent consultants and the internal audit committee to carry out assigned tasks;
11. May consult with the Management Board before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
12. Propose and recommend to the General Meeting of Shareholders the approval of the list of independent audit organizations to audit the Financial Statements; decide on an independent audit organization to inspect the company's operations and dismiss the independent auditor when deemed necessary;



13. Ensure coordination of activities with the Management Board, the General Director, and shareholders;
14. Develop and issue the Regulations on Operation of the Supervisory Committee after approval by the General Meeting of Shareholders;
15. Report to the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/NĐ-CP dated 2020-12-31 of the Government;
16. Have the right to access the company's records and documents kept at the head office, branches, and other locations; have the right to visit the workplace of the company's managers and employees during working hours;
17. Have the right to request the Management Board, members of the Management Board, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the company's management, administration, and business operations;
18. Other rights and obligations as prescribed by law and this Charter.

### **Article 38. Meetings of the Supervisory Committee**

1. The Supervisory Committee shall hold meetings at least twice a year, with the number of members attending the meeting being at least 2/3 of the Supervisory Committee members. Minutes of the Supervisory Committee meetings shall be detailed and clear. The minute-taker and the attending members of the Supervisory Committee shall sign the minutes of the meeting. The minutes of the Supervisory Committee meetings shall be kept to determine the responsibility of each member of the Supervisory Committee.
2. The Supervisory Committee has the right to request members of the Management Board, General Director, and independent audit firm representatives to attend and clarify necessary issues.

### **Article 39. Salaries, remunerations, bonuses, and other benefits of the member of the Supervisory Committee**

1. Non-executive Supervisory Committee are entitled to remunerations from the non-executive management remuneration fund as approved by the General Meeting of Shareholders. The annual operating budget of the Supervisory Committee is approved by the General Meeting of Shareholders.
2. The full-time Head of the Supervisory Committee receives a salary as approved by the General Meeting of Shareholders.
3. Members of the Supervisory Committee receive bonuses from the management bonus fund as approved by the General Meeting of Shareholders based on production and business results; The bonus level for the Head of the Board and each member is approved by the Management Board.
4. Members of the Supervisory Committee are reimbursed for meals, accommodation, travel, and independent consulting service expenses within the annual operating budget of the Supervisory Committee approved by the General Meeting of Shareholders.
5. Salaries and operating expenses of the Supervisory Committee are included in the company's business expenses according to the provisions of the Law on corporate income tax, other relevant legal provisions, and shall be itemized separately in the company's annual financial statements.



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

### **Article 40. Duty of care**

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

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

1. Members of the Management Board, members of the Supervisory Committee, the General Director, and other executives shall disclose relevant interests as prescribed by the Law on Enterprises and relevant legal regulations.
2. Members of the Management Board, members of the Supervisory Committee, the General Director, and other executives, and their affiliated persons may only use information obtained through their positions to serve the company's interests.
3. Members of the Management Board, members of the Supervisory Committee, the General Director, and other executives are obligated to notify in writing the Management Board and the Supervisory Committee of transactions between themselves and their affiliated persons with the company and its subsidiaries as prescribed by law. The company shall disclose information as prescribed by securities law regarding resolutions of the General Meeting of Shareholders or the Management Board approving these transactions.
4. Members of the Management Board, members of the Supervisory Committee, the General Director, other managers, and their affiliated persons may not use or disclose to others inside information to conduct related transactions.

### **Article 42. Disclosure of related interests**

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

1. Members of the Management Board, members of the Supervisory Committee, General Director, and other managers of the company shall declare to the company their related interests, including:
  - a. Name, enterprise code, head office address, business lines of the enterprise in which they own capital contribution or shares; the percentage and time of owning such capital contribution or shares;
  - b. Name, enterprise registration number, head office address, business lines, and industries of the enterprise in which their affiliated persons jointly own or individually own a capital contribution or shareholding exceeding 10% of the charter capital.
2. The declaration stipulated in clause 1 of this Article shall be made within 07 working days from the date the related interest arises; amendments and supplements shall be notified to the company within 07 working days from the date of the corresponding amendment or supplement.
3. Any members of the Management Board or General Director acting in their personal capacity or on behalf of another person to perform work in any form within the scope of the company's business shall explain the nature and content of such work to the Management Board and the Supervisory Committee, and may only proceed with such work upon approval by the majority of the remaining



members of the Management Board; if performed without declaration or the approval of the Management Board, all income derived from such activity belongs to the company.

#### **Article 43. Contracts and transactions with affiliated persons**

1. The company may not provide loans or guarantees to any shareholders and their affiliated persons.
2. The company may not provide loans or guarantees to any of the company's managers and their affiliated persons, except as provided in clause 3 of this Article.
3. The company may provide loans or guarantees to the Company's subsidiaries after obtaining approval from the General Meeting of Shareholders or the Management Board as prescribed in clauses 5 and 6 of this Article.
4. The General Meeting of Shareholders or the Management Board shall approve contracts and transactions between the company and the following cases:
  - a. Shareholders, authorized representatives of shareholders owning more than 10% of the company's total common shares, and their affiliated persons;
  - b. Management Board members, Supervisory Committee members, General Director, other managers, and their affiliated persons;
  - c. Enterprises that Management Board members, Supervisory Committee members, General Director, and other managers of the company shall declare as prescribed in clause 1, Article 42 of this Charter.
5. The following contracts and transactions shall be approved by the General Meeting of Shareholders:
  - a. Contracts and transactions as prescribed in clauses 3 and 4 of this Article with a value of 35% or more, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the latest financial statements;
  - b. Contracts and transactions with a value greater than 10% of the total asset value recorded in the latest financial statements between the company and the shareholder owning 51% or more of the total voting shares or an affiliated person of that shareholder;

In the case of approving a contract or transaction as prescribed in this clause, the company representative signing the contract or transaction shall notify the Management Board and Supervisory Committee members of the affiliated person related to such contract or transaction and enclose a draft contract or a notice of the main contents of the transaction. The Management Board shall submit the draft contract or transaction or explain the main contents of the contract or transaction at the General Meeting of Shareholders or collect written comments of Shareholders. In these cases, shareholders do not have the right to vote on contracts or transactions in which they have a related interest.

6. The following contracts and transactions shall be approved by the Management Board:
  - a. Contracts and transactions as specified in point a, clause 5 of this Article with a value less than 35% of the total asset value recorded in the latest financial statement;
  - b. Contracts and transactions as specified in point b, clause 5 of this Article with a value less than or equal to 10% of the total asset value recorded in the latest financial statements;

In case of approving contracts and transactions as prescribed in this clause, the company representative signing the contract or transaction shall notify the Management Board members and



Supervisory Committee members of the related parties to such contract or transaction and enclose the draft contract or the main contents of the transaction. The Management Board shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification. Management Board members do not have the right to vote on contracts or transactions in which such member or their related person has a related interest.

#### **Article 44. Liability for damages and compensation**

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

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

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

### **XI. RIGHT TO ACCESS BOOKS AND RECORDS**

#### **Article 45. Right to access books and records**

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

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

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

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

5. This Charter shall be published on the company's website.



## **XII. EMPLOYEES AND TRADE UNIONS**

### **Article 46. Employees and trade unions**

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

### **Article 47. Relationship with affiliated companies**

1. The Company grants authority to its authorized representative to directly manage the Company's investments in affiliated companies within the scope of the bylaws of these companies.
2. The rights and obligations of the Company's authorized representative at the affiliated companies are defined according to the regulations issued by the Management Board and in each specific decision appointing the authorized representative.
3. Contracts, transactions, and other relationships between the Company and its affiliated companies shall be established and conducted independently and equitably, in accordance with the terms applicable to independent legal entities.

## **XIII. PROFIT DISTRIBUTION**

### **Article 48. Profit distribution**

1. The General Meeting of Shareholders shall decide the dividend payout ratio and the form of annual dividend payment from the company's retained earnings.
2. The company shall not pay interest on dividend payments or payments related to any type of share.
3. The Management Board may propose to the General Meeting of Shareholders the payment of all or part of the dividends in shares, and the Management Board is the body that implements this decision.
4. The Management Board may decide to pay interim dividends within the plan approved by the General Meeting of Shareholders if it deems this payment is appropriate for the company's profitability.
5. In the event that dividends or other amounts related to a type of share are paid in cash, the company shall pay in Vietnamese Dong. Payment can be made directly or through banks based on the detailed bank account information provided by the shareholders. In the event that the company has transferred the money according to the detailed bank information provided by the shareholder, but the shareholder does not receive the money, the company is not responsible for the amount the company has transferred to this shareholder. Dividend payments for shares may be made through the Securities Company or Vietnam Securities Depository and Clearing Corporation.
6. Pursuant to the Law on Enterprise and the Law on Securities, the Management Board shall pass a resolution specifying a record date. Based on that date, those registered as shareholders or holders of other securities are entitled to receive cash or stock dividends, receive notices, or other documents.



#### 7. Principles of handling business losses:

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

- a. Carry forward the loss to the following year in accordance with current regulations, and the General Meeting of Shareholders shall decide on remedial measures.
  - b. In the event that the company incurs losses for many consecutive years without remedy, the General Meeting of Shareholders will consider deciding on handling measures according to the Bankruptcy Law.
8. Other issues related to profit distribution shall be implemented in accordance with legal regulations.

### **XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM**

#### **Article 49. Bank accounts**

1. The company may open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.
2. With prior approval from competent authorities, the company may open bank accounts overseas in necessary cases, following legal regulations.

#### **Article 50. Fiscal Year**

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

#### **Article 51. Accounting regime**

1. The accounting system used by the company is either the enterprise accounting system or a specific accounting system issued and authorized by the competent authorities.
2. The company maintains accounting records in Vietnamese and keeps accounting documents according to accounting laws and related regulations. These records shall be accurate, up-to-date, systematic, and sufficient to prove and explain the company's transactions.
3. The monetary unit used for accounting by the company is the Vietnamese Dong.

### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Article 52. Annual, semi-annual, and quarterly financial statements**

1. The company shall prepare annual financial statements according to legal regulations, and these statements shall be audited as stipulated in Article 54 of this Charter. The company publishes the audited annual financial statements according to securities laws and submits them to competent state agencies.
2. The annual financial statements shall include all reports, appendices, and explanations as prescribed by enterprise accounting laws. The annual financial statements shall truthfully and objectively reflect the company's operational status.



3. The company shall prepare and publish reviewed semi-annual financial statements and quarterly financial statements according to securities laws and submit them to competent state agencies.

### **Article 53. Annual report**

The company shall prepare and publish Annual Report as stipulated by securities laws.

## **XVI. AUDIT**

### **Article 54. Audit**

1. The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Management Board to select one of these firms to audit the company's financial statements.
2. The audit report is attached to the company's annual financial statements.
3. The independent auditor auditing the company's financial statements may attend General Meeting of Shareholders meetings, is entitled to receive notices and other information related to the General Meeting of Shareholders meetings, and may express opinions at the meeting on matters related to the audit of the company's financial statements.

## **XVII. COMPANY SEAL**

### **Article 55. Company seal**

1. The company's seal includes a physical seal made at a seal engraving establishment or a digital signature as prescribed by laws on electronic transactions.
2. The Management Board decides the type, quantity, form, and content of the seals of the company, its branches, and representative offices (if any).
3. The Management Board and the General Director use and manage the seal in accordance with current law.

## **XVIII. COMPANY DISSOLUTION**

### **Article 56. Company dissolution**

1. Company may be dissolved in the following cases:
  - a. Dissolution pursuant to a resolution or decision of the General Meeting of Shareholders;
  - b. Revocation of the Business Registration Certificate, unless otherwise stipulated by the Law on Tax Administration;
  - c. Other cases as prescribed by law.
2. The dissolution of the company, as approved by the General Meeting of Shareholders, shall be executed by the Management Board. This dissolution decision shall be notified to or approved by the competent authority (if required) as regulated.
3. Procedures for Company Dissolution

The dissolution of a company as stipulated in clause 1 of this Article shall be carried out as follows:



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

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

- Name and address of the company's head office;
- Reasons for dissolution;
- The deadline, procedures for contract liquidation and payment of the company's debts;
- Plan for handling obligations arising from labor contracts;
- Full name and signature of the Chairman of the Management Board.

c. The Management Board establishes the company's asset liquidation committee.

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

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

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

## **Article 57. Liquidation**

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

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

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

a. Costs of disposal;

- b. Salary debts, severance allowances, social insurance, health insurance, unemployment insurance as prescribed by law, and other benefits of employees according to the collective labor agreement and signed labor contracts;
- c. Tax debts;
- d. Other debts;
- e. The remaining portion after paying all debts from points a to d above shall be distributed to the shareholders. Preferred shares (if any) shall be paid first.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 58. Resolve internal disputes**

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

- a. Shareholders and the company;
- b. Shareholders and the Management Board, Supervisory Committee, General Director or other executives,

The parties involved shall endeavour to resolve such disputes through negotiation and conciliation. Except for disputes related to the Management Board or the Chairman, the Chairman shall preside over the dispute resolution and request each party to present information related to the dispute within fifteen (15) working days from the date the dispute arises. In case of disputes related to the Management Board or the Chairman, any party may request the Head of the Supervisory Committee to appoint an independent expert to mediate the dispute resolution process.

2. In case a conciliation decision is not reached within 6 weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, any party may refer the dispute to Court of competent jurisdiction.

3. The parties bear their own costs related to negotiation and conciliation procedures. Payment of Court expenses is made according to the Judgment/Decision of the Court.

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

### **Article 59. Supplement and amendment of the Charter**

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

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

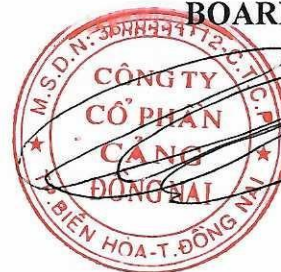


## XXI. EFFECTIVENESS

### Article 60. Effectiveness

1. This Charter consists of 21 chapters and 60 articles, approved by the General Meeting of Shareholders of Dong Nai Port Joint Stock Company in Resolution No. 44./2025/NQ-ĐHĐCĐ dated April 24, 2025, replacing the Charter dated July 04<sup>th</sup>, 2023.
2. This Charter is made in 10 (ten) copies, all of which are of equal value and shall be kept at the Company's head office. One (01) copy shall be submitted to the Business Registration Authority in accordance with the regulations.
3. This Charter is the sole and official Charter of the company.
4. Copies or extracts of this Charter are valid when signed by the Chairman of the Management Board or the General Director.

LEGAL REPRESENTATIVE  
CHAIRMAN OF MANAGEMENT  
BOARD



TRAN THANH HAI

