



THE PAN GROUP

**CHARTER
OF
THE PAN GROUP JSC.**

INDEX

INTRODUCTION	5
I. DEFINITION OF TERMS OF THE CHARTER.....	5
Article 1. Interpretation	5
II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICE AND OPERATION DURATION AND LEGAL REPRESENTATIVE OF COMPANY.....	6
Article 2. Names, forms, head office, branches, representative office and operation duration of Company.....	6
Article 3. Legal representative of the Company	6
III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION	7
Article 4. Business objectives of Company	7
Article 5. Scope of business and operation of the Company	7
Article 6. Limitation of foreign ownership ratio	7
IV. CHARTER CAPITAL, SHARE, FOUNDING SHAREHOLDER.....	8
Article 7. Charter capital, share, founding shareholder.....	8
Article 8. Share certificate	8
Article 9. Other securities certificates	9
Article 10. Share transfer	9
Article 11. Share reclamation.....	9
V. STRUCTURE OF ORGANIZATION, MANAGEMENT AND SUPERVISION	10
Article 12. Structure of organization, management and supervision.....	10
VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS	11
Article 13. Shareholders´ rights	11
Article 14. Obligations of Shareholders	12
Article 15. General Meeting of Shareholders.....	13
Article 16. Authorities and responsibilities of the shareholders´ meeting	14
Article 17. Authorized representatives.....	16
Article 18. Change of rights	17
Article 19. Convening the General Meeting of Shareholders, agenda and notice of General Meeting of Shareholders.....	18
Article 20. Conditions for convening the General Meeting of Shareholders	20

Article 21. Procedures for conducting and voting at the General Meeting of Shareholders	20
Article 22. Approval of resolutions of the General Meeting of Shareholders.....	23
Article 23. Authority and procedures for collecting written opinions in order to pass resolutions of the General Meeting of Shareholders.....	23
Article 24. Minutes of the General Meeting of Shareholders.....	26
Article 25. Request to rescind resolutions of the General Meeting of Shareholders..	27
VII. BOARD OF DIRECTORS.....	28
Article 26. Nominate, Self-nominate candidates for Board of Directors	28
Article 27. Composition and term of office of members of the Board of Directors	29
Article 28. Powers and duties of the Board of Directors	30
Article 29. Remuneration, salary and other benefits of the members of the Board of Directors	32
Article 30. Chairman of the Board of Directors	33
Article 31. Meetings of the Board of Directors.....	34
Article 32. Sub-committees of the Board of Directors	37
Article 33. Persons in charge of corporate governance	38
VIII. CHIEF EXECUTIVE OFFICER AND OTHER MANAGERS.....	39
Article 34. Organization of management structure.....	39
Article 35. Manager	39
Article 36. Appointment, removal, duties and powers of Chief Executive Officer.....	40
IX. BOARD OF SUPERVISORS.....	41
Article 37. Nomination of candidates for Supervisor	41
Article 38. Members of the Board of Supervisors	42
Article 39. Board of Supervisors	43
X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF BOARD OF SUPERVISORS, CHIEF EXECUTIVE OFFICER AND OTHER MANAGERS.....	44
Article 40. Prudent responsibilities	44
Article 41. Responsibilities to be honest and to avoid conflicts of interests	44
Article 42. Liability for damage and compensation	46
XI. RIGHTS TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY	47
Article 43. Rights to investigate books and records of the Company	47
XII. STAFF AND TRADE UNION	48

Article 44. Staff and trade union	48
XIII. PROFIT DISTRIBUTION	48
Article 45. Profit distribution	48
XIV. BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM	49
Article 46. Bank account	49
Article 47. Fiscal year	49
Article 48. Accounting system	49
XV. ANNUAL REPORT, FINANCIAL STATEMENT AND RESPONSIBILITIES FOR PUBLICATION OF INFORMATION	50
Article 49. Annual, six-month and quarterly statements	50
Article 50. Annual report	51
XVI. COMPANY AUDIT	51
Article 51. Audit	51
XVII. SEAL.....	51
Article 52. Seal.....	51
XVIII. TERMINATION OF OPERATION AND LIQUIDATION	52
Article 53. Termination of operation.....	52
Article 54. Operation extension	52
Article 55. Liquidation.....	52
XIX. INTERNAL DISPUTE RESOLUTION	53
Article 56. Internal dispute resolution	53
XX. SUPPLEMENTATION AND AMENDMENT OF CHARTER	54
Article 57. Supplementation and amendment of Charter	54
XXI. EFFECTIVE DATE	54
Article 58. Effective date.....	54

INTRODUCTION

This Charter was amended and approved by Resolution of General Meeting of Shareholders at Extraordinary General Meeting of Shareholders held on October 27th, 2018.

I. DEFINITION OF TERMS OF THE CHARTER

Article 1. Interpretation

1. The following terms in this Charter shall be perceived as follows:
 - a. "Charter capital" is the total par value of the shares sold or registered when establishing the Company and regulated in Article 7 of this Charter;
 - b. "Enterprise Law" is referred to Enterprise Law dated 26 November 2014;
 - c. "Securities Law" is referred to Securities Law dated 29 June 2006 and Law on amendment of some articles of Securities Law dated 24 November 2010;
 - d. "Foundation Day" is the date when the enterprise is first granted the Enterprise Registration Certificate (Enterprise registration certificate and equivalent documents);
 - e. "Managers" are Chief Executive Officer (CEO), Deputy Chief Executive Officer (Deputy CEO), Chief accountant, and other managing positions according to Charter of Company;
 - f. "Related Person" is an individual, organization stipulated in the Article 4.17 of the Enterprise Law, Article 6.34 of Securities Law;
 - g. "Major Shareholder" is shareholder stipulated in the Article 6.9 of the Securities Law;
 - h. "Operation duration" is the period in which the enterprise performs its activities prescribed at Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of Company in the form of resolution.
 - i. "Vietnam" means the Socialist Republic of Vietnam.
2. In this Charter, references to one or several other documents or regulations shall encompass the amended or replaced ones.
3. Headings and titles (Chapters, Articles of this Charter) are used for easy understanding and shall not affect the content of this Charter.

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

Article 2. Names, forms, head office, branches, representative office and operation duration of Company

1. Name:
 - Company name in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN PAN
 - Company name in English: THE PAN GROUP JSC
 - Abbreviated name: THE PAN GROUP.
2. The Company is the joint stock company having legal status as an entity in accordance with the applicable law of Vietnam.
3. Registered head office:
 - Head office address: Lot A1-9, VL3 street, Vinh Loc 2 Industrial Zone, Long Hiep Commune, Ben Luc District, Long An Province
 - Tel: (0272) 3630218
 - Fax: (0272) 3630217
 - Email: info@thepangroup.vn
 - Website: www. thepangroup.vn
4. The Company's branches and representative offices shall be established in the area of business in order to fulfill its targets in compliance with the decision of the Board of Directors and laws of Vietnam.

At the time to approve this Charter, the Company has established branches and transaction offices as follows:

Name of the branch: Hanoi Branch - The PAN Group Joint Stock Company

Address: 15th Floor, ICON4 TOWER, 243A De La Thanh, Lang Thuong Ward, Dong Da District, Ha Noi City, Viet Nam.
5. Unless in cases of dissolution or termination as stipulated in Article 53.2 or extension of operation as stipulated in Article 54 of the Charter, operation duration of the Company starts from its establishment and remains indefinitely

Article 3. Legal representative of the Company

The Company has 01 legal representatives who is chairman of the Board of Directors.

III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION

Article 4. Business objectives of Company

1. The company's business lines include:

No	Field/Industry	Code
1	Management Advisories (excluded financial advisory)	7020
2	Market research and public survey	7320
3	Unclassified financial service supporting activities Detail: Investment Advisories (excluding financial advisory)	6619 (Main)
4	Farming and Plantation services	0161
5	Livestock services	0162
6	Post-harvest services	0163
7	Farming and livestock mixture (not operated at the office)	0150
8	General cleaning activities Detail: Cleaning services	8121

2. Objective of operation of the Company

The objectives of the Company are to mobilize and use capital source efficiently in production and business in order to obtain maximum legal profits; create jobs and stable income for employees and workers; increase dividend for shareholders; conduct taxation obligations and other financial obligations in accordance with applicable laws.

Article 5. Scope of business and operation of the Company

1. The Company is entitled to set up business plans and carry out all business lines posted in National Business Registration Portal, this Charter and applicable law and take appropriate measures to achieve set goals as well.
2. The Company will be able to do business lines in other fields provided that they are allowed by law and approved by General Meeting of Shareholders.

Article 6. Limitation of foreign ownership ratio

Limitation of foreign ownership ratio at the Company is 49%

IV. CHARTER CAPITAL, SHARE, FOUNDING SHAREHOLDER

Article 7. Charter capital, share, founding shareholder

1. The Company's Charter capital is VND 1,336,016,300,000 (In words: One thousand, three hundred and thirty-six billion, sixteen million, three hundred thousand Vietnam dong).

The Charter Capital is divided into 133,601,630 shares carrying its par value of VND 10,000 /share.

2. The Company may change its Charter Capital upon approval of the General Meeting of Shareholders granted in accordance with law.
3. The Company's shares on the date of passing this Charter include common and preferred shares (if any). Rights and duties of shareholder holding each kind of share shall be defined at the Articles 13 and 14 of this Charter.
4. The Company can issue other preferred shares with the approval of the General Meeting of Shareholders and in compliance with applicable law.
5. The existing shareholders must be given the priority to buy the common shares in proportion with their ownership of the Company, unless the General Meeting of Shareholders decides differently. The Company's Board of Directors will decide on the remaining shares which are not registered for purchase. Board of Directors may sell those shares to other people in suitable condition and measure as decided by the Board, however, those shares cannot be sold at more favorable conditions than those sold to the existing shareholders, unless the shares are sold by auction in the Stock Exchange.
6. The Company may buy the shares issued by the Company in a way defined in this Charter and the existing law. The shares bought by the Company are treasury shares and the Board of Directors may offer those shares in such a way in accordance with the regulations of the Securities Law, its guiding documents and this Charter.
7. The Company may issue other shares pursuant to approval of the General Meeting of Shareholders and regulations of laws.

Article 8. Share certificate

1. The Company's shareholders are granted with share certificates correlative with numbers and types of the shares they hold.

2. Share certificates are certificates issued by the Company, book entries, or electronic data which certify ownership of one or an amount of shares of the company. A share certificate must contain the information mentioned in Item 1, Article 120 of Enterprise Law.
3. Within the period of thirty (30) days since sufficient proposal documents are submitted for transferring ownership of shares in accordance with Company's regulations or within the period of two (02) months (or other period according to issuing terms and conditions) since the full payment for purchasing the shares as per the regulations at the Company's share issuance plan, the share owner is granted with share certificate. The share owner shall not have to pay the Company for the share printing expense.
4. In case the share certificate is spoiled, lost, or destroyed, the owner of the registered share may ask for the issuance of a new share certificate in the condition that he/she will have to provide evidence on his/her ownership of those shares and pay the Company for all related expenses.

Article 9. Other securities certificates

The bond certificate or other securities certificates of the Company will be issued with Company's seal and signature of the legal representative of the Company.

Article 10. Share transfer

1. All the shares are freely transferred unless the law and the Charter regulate differently. The shares listed, registered for transaction on the Stock Exchange will be transferred pursuant to the regulations of the law on securities and securities market.
2. Shares which have not yet been fully paid shall not either be transferred or entitled to related rights and benefits such as receiving dividends, receiving shares issued to increase share capital from equity, purchasing new shares and other benefits according to the laws.

Article 11. Share reclamation

1. Where a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request such shareholder to pay the unpaid amount together with interest on such sum, plus costs arising from failure to pay in full to the Company.

2. An announcement requiring the above-mentioned payment must specify the new time-limit for payment (at least seven (07) days from the date on which the announcement is sent) and place for payment, and state that the shares which have not yet been fully paid for shall be withdrawn in case of failure to make payment as required.
3. In case the requirements in the announcement are not satisfied, the Board of Directors may have the right to reclaim the number of shares which have not been paid in full and in time.
4. The reclaimed shares are considered as authorized shares for offer as stipulated under Item 3, Article 111 of Enterprise Law. Board of Directors may authorize or directly sell or re-allocate those shares in a manner that the Board of Directors consider suitable.
5. The owner of the reclaimed shares shall have to abandon his/her status as the shareholder, however he/she will have to pay relevant amount and interest (no more than 9% per year) at the time of reclamation as per the decision of the Board from the day of reclamation to the day of payment. Board of Directors has full rights to decide on coercing the shareholder to make the payment entire share value at the time of reclamation.
6. The announcement of the reclamation shall be sent to the owner holding reclaimed shares before the time of reclamation. The reclamation will still take effect regardless of negligent or mistaken sending of the announcement.

V. STRUCTURE OF ORGANIZATION, MANAGEMENT AND SUPERVISION

Article 12. Structure of organization, management and supervision

The Company's structure of organization, management and supervision includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors
4. Chief Executive Officer.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 13. Shareholders' rights

1. Shareholders are recognized as owners of the Company, having rights and obligations correlative to the number and the type of shares they own. Shareholders' liability to the Company's debt and other assets is limited within their capital contributed in the Company.
2. Ordinary shareholders have rights to:
 - a. Attend and give opinions at the General Meetings of Shareholders; exercise the right to vote directly or via an authorized representative at the General Meeting of Shareholders or exercise distance voting;
 - b. Receive dividends at a rate decided by the General Meeting of Shareholders;
 - c. Transfer fully paid shares in compliance with regulations of this Charter and applicable regulations;
 - d. Pre-emptive rights over new shares in proportion with the number of common shares they own;
 - e. Examine information relating to shareholders and request to alter the incorrect information;
 - f. Review, look up, and copy Company's Charter, Meeting Minutes and Resolutions of the General Meeting of Shareholders;
 - g. Receive remaining asset of the Company in proportion with his/her holdings when the company is dissolved or bankrupt after the Company has paid its debt (including debt to government, tax and fee obligation) and made payment to shareholders of other kinds of shares as provided by law;
 - h. Request the Company to re-purchase their shares in the cases as stated in Article 129 in Enterprise Law;
 - i. Other rights provided by law and this Charter.
3. Shareholder or group of shareholders owning at least 5% of the total of the common shares during at least consecutive six (06) months shall have rights to:
 - a. Nominate candidate for the Board of Directors or Board of Supervisors pursuant to Article 26 and Article 37 of this Charter;
 - b. Request Board of Directors to convene General Meeting of Shareholders in accordance with Article 114 and 136 of Enterprise Law;

- c. Examine and receive copies or quotations of shareholders entitled to take part in and vote at the General Meeting of Shareholders;
- d. Request the Board of Supervisors to look over specific matters associated to the Company's management, operation if necessary. The Request must be in written form, including names of shareholders, permanent address, nationality, number of identification card, passport or personal confirmation for individual shareholder; names, enterprise code or number of establishment decision or business registration, head office address for organizational shareholders, the total number of shares of a shareholder and the time to be registered as shareholder; the total number of shares of a group of shareholders and ownership ratio in the Company's total shares; matters needed to be investigated and the aims of investigation;
- e. Other rights stipulated in the law and this Charter.

Article 14. Obligations of Shareholders

Ordinary Shareholders take the following obligations:

- 1. Observe Company's Charters and internal regulations; follow decisions made by General Meeting of Shareholders and the Board of Directors;
- 2. Attend meeting of General Meeting of Shareholders and exercise voting right via the following forms:
 - a. Directly attend and vote at the meeting;
 - b. Authorize other person to attend and vote at the meeting;
 - c. Attend and vote via online meeting, electronic voting, or using another electronic medium;
 - d. Sends votes to the meeting by post, fax, or email.
- 3. Pay the registered amount of capital to buy share as regulated;
- 4. Provide the precise address when registering to buy shares;
- 5. Fulfill other duties provided by law;
- 6. Take personal liability when performing one of the following activities in the name of the Company:
 - a. Violations of law;

- b. Doing business or other transactions for personal interests or for interests of others;
- c. Payment of undue debts while the company is facing financial risk.

(Other obligations for other kind of shares)

Article 15. General Meeting of Shareholders

1. General Meeting of Shareholders is the Company's highest decision-making body. The ordinary annual Shareholders Meetings shall be convened once a year. General Meeting of Shareholders must be held in the first four months of each year, since the end of the last fiscal year.
2. Board of Directors has the rights to summon the annual General Meeting of Shareholders Meeting and select appropriate venue for the meeting. The annual General Meeting of Shareholders has the power to decide the matters regulated by the law and Charter, especially approve the annual financial statement and budget plan for next year. In case audited annual financial report has qualified opinion, independent auditors may be invited to attend the General Meeting of Shareholders to explain relevant contents.
3. Board of Directors shall convene the extraordinary meetings of shareholders in the following cases:
 - a. Board of Directors considers it necessary for the benefits of the Company;
 - b. Audited annual, quarter or semi-annual financial statement of the Company show that the Charter Capital has been reduced half compared to the beginning;
 - c. If the number of members of Board of Director, independent members of Board of Director, member of Board of Supervisors is less than quorum regulated by law or less than one third of the number as prescribed of this Charter;
 - d. Shareholder or group of shareholders as mentioned in Article 13.3 of this Charter request to convene the General Meeting of Shareholders. The request must be made in writing, stating the reason and aims of the meeting, signed by relevant shareholders (or the request can be made in a number of papers to collect all signatures of relevant shareholders);

- e. Board of Supervisors request to convene the General Meeting of Shareholders with clear evidence that members of the Board of Directors or other managers violated their duties as stated in the Article 160 of the Enterprise Law or the Board of Directors acted or intended to act beyond its authorities;
 - f. Other cases in accordance with law and this Charter.
4. Summon the extraordinary General Meeting of Shareholders
- a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days since number of member of Board of Directors, independent member of Board of Directors, members of Board of Supervisors remains as regulated in Point c, Item 3 of this Article or receive the request as stated in Point d, Point e, Item 3 of this Article.
 - b. Where Board of Directors does not summon General Meeting of Shareholders as regulated in Point a, Item 4 of this Article, the Board of Supervisors, within the thirty (30) days, has to convene the General Meeting of Shareholders as prescribed in Article 136.5 of the Enterprise Law.
 - c. Where Board of Supervisors does not summon General Meeting of Shareholders as regulated in Point b, Item 4 of this Article, within the thirty (30) days, shareholder and group of shareholders regulated in Point d, Item 3 of this Article shall have right to take over to convene the General Meeting of Shareholders instead of Board of Directors and Board of Supervisors in accordance with Article 136.6 of the Enterprise Law.

In this case, shareholder and group of shareholders summoning General Meeting of Shareholders may request Business Registration Division to monitor the summoning and organize the meeting if necessary. Expenses for the summons and carrying out General Meeting of Shareholders shall be reimbursed by the Company. Personal expenditure to attend the meeting including accommodation and travelling spent by shareholders is excluded from the above- mentioned expense.

Article 16. Authorities and responsibilities of the shareholders ' meeting

1. The annual General Meeting of Shareholders has the authority to discuss and decide on the following matters:

- a. The annual audited financial statements;
 - b. Reports of Board of Directors;
 - c. Reports of Board of Supervisors;
 - d. Company's short-term and long-term development plans.
2. The ordinary and extraordinary General Meeting of Shareholders shall approve decisions on matters as follows:
- a. Fiscal financial statements;
 - b. Level of annual payment of dividend for each type of share as recognized by Enterprise Law and other rights attributed to that share. This dividend level shall not be higher than the level proposed by the Board of Directors after referring to shareholders' opinions at General Meeting of Shareholders;
 - c. Number of members of Board of Directors;
 - d. Selecting independent auditing company;
 - e. Appointing, dismissing, removing and replacing members of Board of Directors and Board of Supervisors;
 - f. Total remuneration paid to members of the Board of Directors and honorarium reports compiled by the Board of Directors;
 - g. Additions and amendment of Company's Charter;
 - h. Types of shares and number of newly-issued shares for each kind and the transfer of shares of founding shareholder within the first three years from foundation day;
 - i. Division, separation, merger, consolidation or conversion of the Company;
 - j. Re-organization and dissolution (liquidation) of the Company and appointment of a liquidator;
 - k. Inspection of and dealing with breaches by the Board of Directors or the Board of Supervisors which cause loss to the Company and shareholders;
 - l. Decisions relating to the investment/sale of assets valued at 35% or more of the total value of assets of the Company recorded in the most recent financial statements;
 - m. The Company re-purchases more than 10% of a kind of issued share;

- n. Contracts signed between the Company and persons stipulated at the Article 162.1 of Enterprise Law with value equal to 35% or more of the total of asset value of the Company recorded in the latest financial statements;
 - o. Other matters as regulated in the law and this Charter;
3. Shareholders are not allowed to cast their vote in the following cases:
- a. Approve contracts stipulated in Item 2 of this Article to which such shareholder or a Related Person of such shareholder is a party;
 - b. Purchase of shares by the shareholder or a Related Person of such shareholder unless the purchase of shares is performed in proportion to ownership ratio of all shareholders or purchase is conducted by order on Stock Exchange or public offering in accordance with the laws.
4. All resolutions and matters scheduled in the meeting program must be put on the table for discussion and approval at the meeting of the General Meeting of Shareholders.

Article 17. Authorized representatives

- 1. Shareholders to attend the General Meeting of Shareholders in accordance with the law can authorize their representatives to attend. In a case of having more than one authorized representative is appointed, the specific number of shares and the specific number of votes authorized to each representative must be specified.
- 2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing on the form stipulated by the Company and must bear signatures in accordance with the following provision:
 - a. Authorization to represent a shareholder being an individual must bear the signatures of both that shareholder and the person authorized to attend the meeting;
 - b. Authorization on behalf of a shareholder being an organization which is the principal of the power of attorney must bear the signatures of the authorized representative, of the legal representative of the shareholder and of the person authorized to attend the meeting;
 - c. In other cases the authorization must bear the signatures of the legal representative of the shareholder and of the person authorized to attend the meeting.

Any person authorized to attend a General Meeting of Shareholders must submit his or her written authorization when registering for the meeting prior to entering the meeting room.

3. Where a lawyer on behalf of a principal signs a written appointment of a representative, the designation of such representative shall be deemed to be effective only if the written appointment is presented with a letter of authorization to the lawyer (in a case where such lawyer has not been registered with the Company).
4. Except for the case stipulated in Item 3 of this Article, the voting slip of the person authorized to attend a meeting within the scope of his/her authorization shall remain effective in any one of the following cases:
 - a. The principal dies, or his capacity for civil acts is lost or is restricted;
 - b. The principal has rescinded the appointment of any authorized representative;
 - c. The principal has rescinded the authority of the authorized person.

This clause shall not apply in a case where the Company receives a notice of one of the above cases prior to the time of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

Article 18. Change of rights

1. Changes or cancellation of specific rights attached to one preferred shares shall be valid if to be approved by shareholders holding at least 65% common shares and attending the meeting and shareholders holding at least 65% voting rights of foresaid preferred shares approve. The organization of a meeting for the shareholder holding preferred shares to change above mentioned rights shall be valid if at least two shareholders (or their authorized representatives) are present and each of them holds at least one-third (1/3) of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be reconvened within a period of thirty (30) days and the holders of shares of such class (not depending on the number of holders and the number of shares) who are present directly or via an authorized representative shall be considered to be a sufficient number of attendees. At the meeting of shareholder holding preferred shares as mentioned above, the holders of the shares of such class who are present directly or via an authorized representative may request a secret ballot. Each share of the same category shall have equal voting right at the meeting as mentioned above.

2. The procedures for conducting such separate meetings shall be implemented in accordance with Articles 19 and 21 of this Charter.
3. Except where otherwise stipulated by the terms of an issue of shares, special rights attached to various classes of shares with preference rights regarding some or all issues on distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 19. Convening the General Meeting of Shareholders, agenda and notice of General Meeting of Shareholders

1. Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in Article 14.4.b or Article 14.4.c of this Charter.
2. The person convening the General Meeting of Shareholders shall carry out the following duties:
 - a. Prepare a list of shareholders qualified to attend and vote at the General Meeting of Shareholders. The list of shareholders qualified to attend the General Meeting of Shareholders must be made no earlier than 05 days prior to date of sending notice of the meeting of the General Meeting of Shareholders;
 - b. Prepare the agenda and contents of the meeting;
 - c. Prepare the documents of the meeting
 - d. Draft resolution of the meeting according to planned agenda of the meeting;
 - e. Determine the time and venue for holding the General Meeting of Shareholders;
 - f. Inform and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.
 - g. Other works for the meeting.
3. Notice of meeting of the General Meeting of Shareholders shall be sent by registered mail to all shareholders and also be posted on the company's website, State Securities Committee, Stock Exchange (in respect of company who is listed or registered for trading). The convener of the General Meeting of Shareholders must send the notice to all shareholders in the list of shareholder qualified to attend the meeting at least fifteen (15) days before the date of the meeting (such

- period to be calculated from the date the notice is validly sent or delivered, the date the fees for delivery of the notice are paid, or the date the notice is put in a post-box). Agenda of the General Meeting of Shareholders, documents related to issues voted in Meeting shall be delivered to shareholders and/or posted on website of Company. If documents have not been attached to notice of General Meeting of Shareholders, invitation notice shall clearly state link to all meeting documents so that shareholder can access, including:
- a. The agenda, documents used during the meeting;
 - b. List of nominee of members of Board of Directors, Board of Supervisors;
 - c. The ballot;
 - d. The form to appoint authorized representative to attend the meeting;
 - e. The draft of resolution on each issue on the agenda.
4. A shareholder or group of shareholders referred to in Article 13.3 of this Charter shall have the right to propose issues to be included in the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (03) business days before the time of opening of the General Meeting of Shareholders. The proposal must contain the full names of the shareholders, permanent address, nationality, Identity card, passport or other legal certification if the shareholder is an individual, name, permanent residence, establishment decision number or business registration number if the shareholder is an organization and the number and class of shares held by them, and the items proposed to be included on the agenda.
5. The person convening the General Meeting of Shareholders shall have the right to reject a proposal mentioned in Item 4 of this Article in the following cases:
- a. The proposal was not sent on time, is insufficient, or is in relation to an irrelevant matter;
 - b. At the time of the proposal, the shareholder or group of shareholders had not owned at least 5% of the ordinary shares for a consecutive period of six months as regulated in Article 13.3 of this Charter;
 - c. The items proposed are not within the authority of the General Meeting of Shareholders;
 - d. Other cases as regulated by the laws and this Charter.

Article 20. Conditions for convening the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be convened when the number of attending shareholders represents at least 51% of the total voting shares.
2. When the number of attendees required is insufficient within thirty (30) minutes from the opening time of the meeting, the convener shall cancel the meeting. The General Meeting of Shareholders shall be reconvened within a period of thirty (30) days from the date scheduled date to convene the first General Meeting of Shareholders. The General Meeting of Shareholders which is convened for a second time shall be conducted when the number of attending shareholders and authorized representatives represent at least 33% of the voting shares.
3. If the second General Meeting of Shareholders cannot take place because of insufficient the number of required attendees to present within thirty (30) minutes from opening time the meeting, the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the date scheduled to convince the second General Meeting of Shareholders. In such a case, the General Meeting of Shareholders shall be conducted irrespective of the total number of votes of attending shareholders or authorized representatives, and shall be deemed valid and shall have the right to make decisions on issues which may have been approved at the first General Meeting of Shareholders.

Article 21. Procedures for conducting and voting at the General Meeting of Shareholders

1. Before opening of the meeting of the General Meeting of Shareholders, the Company must carry out procedures to register its shareholders and such registration shall continue until all shareholders entitled to attend the meeting and who are present have been registered.
2. Where a shareholder is registered, the Company shall grant such shareholder with voting rights or his/her authorized representative a voting card which states the number of registration, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder. When voting is conducted at the General Meeting of Shareholders, the votes which agree with the resolution shall be collected first, thereafter the votes which do not agree with the resolution shall be collected, and finally the overall number of votes which agree and do not agree with the resolution shall be counted for a final

decision. The overall number of votes which agree, which do not agree, and abstentions, invalid votes for each voting issues shall be announced immediately after conducting the vote for such issues. The General Meeting of Shareholders shall vote to elect persons in charge of counting the votes or supervising the counting as recommended by chairperson. The number of members of vote counting committee shall be decided by the General Meeting of Shareholders in accordance with proposal of the chairperson

3. Any shareholder or authorized representative who comes after opening of the General Meeting of Shareholders shall be registered and shall have the right to immediately participate in voting upon completion of the registration. The Chairman shall not pause the General Meeting of Shareholders for the late shareholders to register, and effectiveness of any prior voting which has already been completed shall not be changed.
4. The Chairman of the Board of Directors shall preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman of the Board of Directors is absent or temporarily incapable of working, the Board of Directors shall vote to elect one of the members of the Board of Directors based on principle of majority to preside over the meeting. If the person to preside over the General Meeting of Shareholders cannot be elected, the Head of Board of Supervisors can chair the General Meeting of Shareholders to vote to elect the chairman of the meeting among the attendees and the person who has highest number of votes will be chairperson of the meeting.

In other cases, the person who signs to convene the General Meeting of Shareholders shall chair the Meeting to vote to elect the Chairperson of the meeting among the attendees and the person who has highest number of votes will be chairperson of the meeting.

5. The agenda and contents of General Meeting of Shareholders must be ratified by the shareholders during the opening session. The agenda must specify the time designated for each issue on the agenda.
6. The chairman is entitled to take necessary and reasonable measures to control the meeting in an orderly manner and in conformity with the ratified agenda so that it reflects the demands of the majority of participants.

7. In accordance with Article 142.8 of the Enterprise Law, the chairman may delay the meeting upon agreement or request of the General Meeting of Shareholders that has been attended by sufficient number of shareholders
8. The convener of the General Meeting of Shareholders may require shareholders or authorized representatives entitled to attend the General Meeting of Shareholders to be checked or subject to other legal and reasonable security measures. Where a shareholder or an authorized representative does not comply with the rule on checking or the security measures mentioned above, the convener of the General Meeting of Shareholders, upon due consideration, has the right to reject or expel such shareholder or authorized representative from the General Meeting of Shareholders.
9. The convener of the General Meeting of Shareholders, after careful consideration, may apply appropriate measures in order to:
 - a. Arrange seats for attendees at the venue of the General Meeting of Shareholders;
 - b. Ensure safety for the attendees who are present at the meeting;
 - c. Create favorable conditions for shareholders to attend (or continue to attend) the General Meeting of Shareholders.

The convener of the General Meeting of Shareholders shall have full power to change the above measures and take all of such measures when it considers it necessary. The measures taken may include the issue of entry permits or the use of other forms of selection.

10. In case the abovementioned measures applied to the General Meeting of Shareholders takes, the convener may, when making decision about venue of the meeting:
 - a. Announce that the General Meeting of Shareholders shall be held at the venue as stated in the notice of the meeting and the Chairperson of the meeting shall be present at the venue ("The official Location of the Meeting");
 - b. Make arrangements so that shareholders or authorized representatives who fail to attend the meeting in accordance with this Article or people who wish to attend the meeting at a location different from the Official Location of the Meeting may still attend the General Meeting of Shareholders.

A notice on holding the General Meeting of Shareholders shall not be required to state the detailed measures taken in accordance with this Article.

11. In this Charter (unless the context requires otherwise), every shareholder shall be deemed to attend the meeting at the Official Location of the Meeting.
12. The Company must hold a General Meeting of Shareholders at least once per year. The annual General Meeting of Shareholders shall not be held by way of collection of written opinions.

Article 22. Approval of resolutions of the General Meeting of Shareholders

1. Except for the cases stipulated in Item 2, Item 3 of this Article, resolutions of the General Meeting of Shareholders shall be passed when there are votes obtained from 51% or more of the total votes of all shareholders with voting rights who are present directly or via their authorized representatives at the meeting of the General Meeting of Shareholders.
2. Election of members of Board of Directors and Board of Supervisors shall be conducted in accordance with Article 144.3 of the Enterprise Law.
3. Resolutions of the General Meeting of Shareholders relating to the amendment or supplement of the Charter, classes of shares and number of shares offered for sale, re-organization and dissolution of the Company, purchase, sale of assets of the Company or its branches valued at 35% or more of the total value of assets of the Company and its branches determined on the basis of the latest audited financial report shall be approved when there are votes obtained from 65% or more of the total votes of all shareholders with voting rights who are present directly or via their authorized representatives at the meeting of the General Meeting of Shareholders.
4. Any resolution of the General Meeting of Shareholders which is passed with 100% of voting shares shall be legitimate and effective even if order and procedures for passing such Resolution are not in compliance with regulations.

Article 23. Authority and procedures for collecting written opinions in order to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. Board of Directors shall have the right to collect written opinions in order to pass a resolution of the General Meeting of Shareholders, if it is considered necessary for the interests of the Company;
2. Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders and other documents explaining the draft resolution. Board of Directors shall send, announce documents to shareholders within appropriate time for vote and send no later than fifteen (15) days before the ending date of collecting ideas. Requirement and form of sending written opinion forms and attached documents is conducted in accordance with regulations under Article 18.3 of this Charter.

The written opinion form must contain the following basic information:

- a. Name, head office address, number of the enterprise registration certificate;
 - b. Purpose of collecting written opinions;
 - c. Full name, permanent address, nationality, identity card number, passport or other lawful personal identification in respect of a shareholder being an individual; name, number of business registration of a shareholder being organization or name, permanent address, nationality, identity card number, passport or other lawful personal identification of authorized representative of a shareholder being an organization; number of shares of each class and number of votes of the shareholder;
 - d. Issue subjected under written opinions to decide;
 - e. Voting options comprising agreement, non-agreement, or no opinion for each issue of getting written opinions;
 - f. Time-limit within which the completed written opinion form must be returned to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors and of the legal representatives of the Company;
4. Any completed written opinion form must bear the signature of a shareholder being an individual or the legal representative of a shareholder being an organization or individual, legal representative of the authorized representative.
 5. Written opinion form can be returned to the Company in the following forms:

- a. By post. Every Written opinion form sent to the company must be put into sealed envelopes. Envelopes must not be opened before counting time;
- b. By fax or email. Written opinion forms sent by fax or email must be kept confidential until the vote counting time.

Written opinion forms sent to the company after the deadline written therein, written opinion forms sent by post in envelopes that are opened, written opinion forms sent by fax or email that are revealed are all invalid. If the written opinion form is not submitted, it will be excluded from voting.

6. Board of Directors shall conduct counting of the votes and shall prepare minutes of the counting of the votes in the presence of the Board of Supervisors or of a shareholder who is not manager of the Company. The minutes of counting of votes shall contain the following basic particulars:
 - a. Name, head office address, number of the Enterprise Registration Certificate;
 - b. Purpose of collection of written opinions and issues subjected under written opinions to decide;
 - c. Number of shareholders with total numbers of votes who have participated in the voting, classifying the votes into valid and invalid and method of sending written opinion form, and including an appendix being a list of the shareholders who participated in the voting;
 - d. Total number of votes for, against and abstentions on each voting matter;
 - e. Issues approved;
 - f. Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, vote counting supervisors, and vote counters.

Members of the Board of Directors, vote counters and vote counting supervisors are jointly responsible for the truthfulness, accuracy of the vote counting record; jointly responsible for damage caused by the decisions decided based on untruthful, incorrect counts of votes;

7. The minutes of results of counting of votes must be sent to the shareholders within a time-limit of fifteen (15) days as from the date the counting of votes ended. If the company has a website, the vote counting record may be posted on such website instead of being sent to shareholders within twenty four (24) hours from the end of vote counting.

8. Written opinion forms which were returned, the minutes of counting of votes, the full text of the resolution which was passed and related documents sent with all of the written opinion forms must be kept at the head office of the Company.
9. The resolution subjected under written opinions of shareholders shall be passed if it is approved by a number of shareholders that represents at least 51% of votes and has the same value as the one passed at the meeting of the General Meeting of Shareholders.

Article 24. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in writing, audio recordings, or other electronic means of recordings. The meeting minutes must be made in Vietnamese language (additional English is permitted) and has the following information:
 - a. Name, company number, headquarter address of the enterprise;
 - b. Time and location of the General Meeting of Shareholders;
 - c. Agenda and contents of the meeting;
 - d. Full names of the chair and secretary;
 - e. Summary of the meeting and opinions given at the General Meeting of Shareholders with regard to each issue on the agenda;
 - f. The number of shareholders and total number of votes of attending shareholders; list of registered shareholders, representatives of shareholders, corresponding amount shares and votes;
 - g. Total votes on each issue, specifying the voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes; corresponding ratio to total votes of attending shareholders;
 - h. The issues ratified and corresponding ratio of affirmative votes;
 - i. Signatures of the chair and secretary.

The minutes made in Vietnamese language and English shall have equal legal effectiveness. In case of any discrepancies between the Vietnamese version and foreign language version, the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders must be completed and ratified before the end of the meeting. The chair and secretary are jointly responsible for the truthfulness and accuracy of the minutes.
3. The minutes of the General Meeting of Shareholders must be posted on the company's website within 24 hours from the end of the meeting or sent to every shareholder within 15 days from the ending date of the meeting;
4. The minutes of the General Meeting of Shareholders is considered as evidence to assert for works conducted at the meeting of the General Meeting of Shareholders unless its contents is challenged by opinion which is submitted in accordance with stipulated procedures within 10 days from the date of sending the minutes of the General Meeting of Shareholders.
5. The minutes of the General Meeting of Shareholders, list of registered shareholders, ratified Resolutions, and relevant documents enclosed with the invitations must be kept at the company's headquarter.

Article 25. Request to rescind resolutions of the General Meeting of Shareholders

Within 90 days from the date of receipt of the minutes of meeting or minutes of the written opinions counting, members of the Board of Directors, Chief Executive Officer and Board of Supervisors, shareholders, group of shareholders regulated at Article 12.3 of this Charter shall have powers to request the Court or Arbitrator to consider annulling of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders or collecting written opinions and passing a resolution of the General Meeting of Shareholders did not comply with the Enterprise Law and this Charter unless otherwise stipulated in Article 21.4 of this Charter;
2. Contents of the Resolution contravene the law or this Charter.

If decision of General Meeting of Shareholders is annulled under decision of Court or Arbitrator, person convening annulled General Meeting of Shareholders may consider to re-convene the General Meeting of Shareholders within thirty (30) days in accordance with order and procedures as specified in Enterprise Law and this Charter.

VII. BOARD OF DIRECTORS

Article 26. Nominate, Self-nominate candidates for Board of Directors

1. In case the candidates have been determined information about the candidates of the Board of Directors shall be provided in the meeting documents of the General Meeting of Shareholders and posted on the website of the Company at least 10 days prior to opening of the General Meeting of Shareholders so that shareholders can examine information about the candidates before voting. Candidates of the Board of Directors shall make written warranty on truthfulness, correctness and appropriation of their publicized personal information and that they shall accomplish their duties faithfully if being selected as members of the Board of Directors.
2. The publicized information of candidates to be nominated as members of Board of Directors shall include the followings:
 - a. Name, date of birth;
 - b. Education background;
 - c. Qualification;
 - d. Work experience;
 - e. Name of company which the candidate hold position as member of the Board of Directors or other management position;
 - f. Assessment report on candidate's contribution to the Company in case that candidate is holding position of member of the Board of Directors of the Company;
 - g. Interest related to the Company (if any);
 - h. Name of shareholder or group of shareholders to nominate that candidate (if any);
 - i. Other information (if any).
2. Shareholders who hold voting rights for a consecutive period of at least six (06) months shall have the right to aggregate the number of voting rights of each such shareholder to nominate candidates to the Board of Directors. A shareholder or a group of shareholders which holds 5% to less than 10% of shares with voting rights shall be entitled to nominate one (01) candidate; which holds from 10% to

less than 30% shall be entitled to nominate two (02) candidates; which holds from 30% to less than 40% shall be entitled to nominate three (03) candidates; which holds from 40% to less than 50% percent shall be entitled to nominate four (04) candidates, which holds from 50% to less than 50% shall be entitled to nominate five (05) candidates; which holds from 60% to less than 70% shall be entitled to nominate six (06) candidates; which holds from 70% to less than 80% shall be entitled to nominate seven (07) candidates, which holds from 80% to less than 90% shall be entitled to nominate up to eight (08) candidates.

3. Where the number of candidates is still insufficient after candidates have been nominated by the Board of Directors, the incumbent Board of Directors may nominate additional candidates or hold a nomination in accordance with method stipulated by the Company in an Internal Regulation on Corporate Governance. The rules for nomination or the manner used by the incumbent Board of Directors to nominate candidates to the Board of Directors must be clearly announced and must receive approval from the General Meeting of Shareholders before the nomination is held in accordance with the laws.

Article 27. Composition and term of office of members of the Board of Directors

1. The Board of Directors consists of 05 to 11 members. Each member of the Board of Directors has a term of office of up to 05 years and they can be re-elected without term limit.
2. Composition of members of the Board of Directors
The number of independent members of the Board of Director must account for at least one third of the total members of the Board of Directors.
3. The membership of a member of the Board of Directors shall be terminated in the following cases:
 - a. Such member is incapable to hold membership of the Board of Directors in accordance with Enterprise Law or prohibited to hold the position of member of the Board of Directors by the laws;
 - b. Such member submits resignation letter to the Company;
 - c. Such member suffers a mental disorder and the other members of the Board of Directors has expert proof to evidence that they such loss of capacity for civil acts;

- d. The member is absent from meetings of the Board of Directors for a consecutive period of six (06) months, except for force majeure event;
 - e. As per decision of the General Meeting of Shareholders;
 - f. The member provides wrong personal information to the Company when nominating/self-nominating as candidate for the members of the Board of Directors;
 - g. Other cases as regulated under this Charter and the laws.
4. Information on appointment of member of the Board of Directors shall be disclosed in accordance with regulations on securities and securities market.
5. Members of the Board of Directors need not necessarily be shareholders of the Company.

Article 28. Powers and duties of the Board of Directors

1. Business activities and operation of the Company shall be subject to management and direction for implementation by the Board of Directors. Board of Directors is the body with full power to exercise all rights on behalf of the Company, except for those under the authority of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors shall be stipulated by law, this Charter and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:
 - a. To make decisions on plans and strategy for medium-term development and annual business plan;
 - b. To determine the operational objectives on the basis of the strategic objectives approved by the General Meeting of Shareholders;
 - c. To appoint, dismiss, sign, terminate labor contract with Chief Executive Officer, other managers and to make decisions on their salaries;
 - d. To supervise and direct Chief Executive Officer and other manager;
 - e. To deal with complaints made by the Company against manager of the Company and to make a decision selecting a representative of the Company to deal with legal procedures against such manager;
 - f. Decide the organizational structure, establishment of subsidiaries, branches, representative office, capital contributions to or purchase of shares of other enterprises;

- g. Propose restructuring, dissolution of the Company;
 - h. Decide internal management rule of the Company after it is approved by the General Meeting of Shareholders to protect shareholders.
 - l. Approve the agenda and documents of the General Meeting of Shareholders, convene the General Meeting of Shareholders or carry out absentee voting for the General Meeting of Shareholders to ratify decisions;
 - j. Propose the amount of dividend payment; decide the deadline and procedures for dividend payment;
 - k. To propose the classes of shares which may be issued and the total number of shares of each class to be issued;
 - l. To propose the issuance of convertible bonds and warrant bond;
 - m. To determine the prices of bonds, shares if authorized by the General Meeting of Shareholders;
 - n. Submit annual financial statements to the General Meeting of Shareholders;
 - o. Report its appointment of the Chief Executive Officer to the General Meeting of Shareholders;
 - p. Other rights and obligations (if any).
3. The following issues must be approved by the Board of Directors:
- a. Incorporation of branches or representative offices of the Company;
 - b. Incorporation of the Company's subsidiaries;
 - c. In accordance with Article 149.2 of Enterprise Law and except for the case requiring General Shareholders Meeting's approval as stipulated under Article 135.2 and 162.3 of the Enterprise Law, the Board of Directors shall decide on the execution, adjustment and cancelation of the Company's contracts;
 - d. Appointments and dismissals of Company's authorized individuals as commercial representatives and lawyers;
 - e. The borrowing and the use of collaterals, guarantees, warranties and reimbursements of the Company;

- f. The investment not identified in the business plan and the budget approved by the General Meeting of Shareholders, with valuation of no more than 35% total assets as in the latest financial statement;
 - g. The purchase or sale of shares, or capital contributed in other companies established in Vietnam or overseas;
 - h. The valuation of non-cash assets including gold, land use rights, intellectual property rights and technology know-how contributed as capital to the Company in its share or bond issuance;
 - l. The redemption or repurchase of no less than 10% of total shares of each class which has been offered within 12 months;
 - j. The company share redemption or repurchase prices;
 - k. The business operating and transactional issues that the Board of Directors requires approval within its scope of powers and duties.
4. The Board of Directors must report to the General Meeting of Shareholders on its operation, specifically, supervision of the Chief Executive Officer and other managers within a fiscal year. If the Board of Directors fails to submit such report to the General Meeting of Shareholders, the annual financial statements of the Company shall be deemed invalid and not to have been approved by the Board of Directors.
5. Except where the law and this Charter stipulates otherwise, the Board of Directors may authorize staff or other manager to deal with work on behalf of the Company.

Article 29. Remuneration, salary and other benefits of the members of the Board of Directors

- 1. Members of the Board of Directors (excluding authorized representatives) shall be entitled to remuneration for their work in their capacity as members of the Board. The total remuneration for the Board shall be determined by the General Meeting of Shareholders and shall be distributed to members of the Board as agreed by the Board or shall be distributed amongst all members equally if the Board fails to reach an agreement.
- 2. The total remuneration paid to members of the Board of Directors including salary, expenditure, commission, purchase right of share and other benefits from

- Company, subsidiaries, affiliates of Company and other company in which member of Board of Directors is a shareholder must be recorded in details in the annual report of the Company. Remuneration paid to members of the Board of Directors must be recorded in a specific item of annual financial report of the Company.
3. Any member of the Board of Directors who holds an executive position or who works on a sub-committee of the Board of Directors or who performs other work which is, in the opinion of the Board, beyond the scope of the normal duties of a member of a Board of Directors may be paid extra remuneration in the form of a lump sum payment each time, or salary, commission, profit percentage or other form as decided by the Board of Directors.
 4. Members of the Board of Directors shall be entitled to reimbursement for the cost of meals, accommodation, travel and other reasonable expenses disbursed in order to fulfill his/her responsibilities as a member of the Board, including expenses arising out of attendance at meetings of the Board or of sub-committees of the Board, or the General Meeting of Shareholders.

Article 30. Chairman of the Board of Directors

1. The General Meeting of Shareholders or the Board of Directors must elect a Chairman and Vice Chairman from members of the Board.
2. The Chairman of the Board of Directors shall be responsible to convene and to chair the General Meeting of Shareholders and meetings of the Board of Directors and at the same time shall have other rights and responsibilities stipulated in this Charter and in the Law on Enterprises. The Vice Chairman have the same right and duties as the Chairman if authorized by the Chairman in case the Chairman has informed the Board of his/her absence due to unexpected reasons or loss of his/her ability to perform his/her functions. In such cases if the Chairman has not authorized any Vice Chairman to act on behalf of himself/herself, other members of the Board of Directors shall appoint one Vice Chairman. In case both the Chairman and temporary Vice Chairman cannot perform their functions due to certain reasons, the Board of Directors, pursuant to simple majority rule, may appoint one other person among the Board members to act on behalf of the Chairman.
3. The Chairman can be dismissed by decision of the Board of Directors. When the Chairman of the Board of Directors resign or are removed, the Board of Directors must elect persons to replace them within a period of ten (10) days.

Article 31. Meetings of the Board of Directors

1. If the Chairman is elected by the Board of Directors, the election shall be held in the first meeting of the Board of Directors in during their term of office. The first meeting shall be held within seven (7) working days from the date the Board of Directors to be elected for that term. This meeting shall be convened by the member who gains the highest number or percentage of votes. If more than one member gains the same highest number or percentage of votes, such elected members shall elect a person amongst them to convene the meeting by a majority vote.
2. The Chairman of the Board of Directors shall convene a periodical or extraordinary meeting of the Board of Directors, prepare the agenda of the meeting and determine the time and venue of the meeting within a period of at least five (05) working days before the proposed date of the meeting. The Chairman may convene a meeting at any time where considered necessary, but there must be at least one meeting every quarter.
3. The Chairman of Board of Directors must convene a meeting without delay in case of no reasonable reason, if any of the following persons make a written request specifying the objective and issues which need to be discussed:
 - a. Board of Supervisors;
 - b. The Chief Executive Officer or at least five managers;
 - c. Independent member of the Board of Directors;
 - d. At least two members of the Board of Directors;
 - c. Other cases (if any).
4. Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of request as mentioned Item 3 of this Article. If the Chairman of the Board of Directors does not convene a meeting pursuant to the request, then the Chairman shall be liable for loss caused to the Company; any person who makes a request for a meeting as referred to in Article 31.3 has the right to convene a meeting of the Board of Directors.
5. Where an independent auditing company who audit financial report of the Company makes a request, the Chairman of the Board of Directors must convene

a meeting of the Board in order to discuss the audit report and the status of the Company.

6. Meetings of the Board of Directors shall be conducted at the head office address of the Company or at another venue in Vietnam or abroad as decided by the Chairman of the Board and agreed by the Board of Directors.
7. The notice of a meeting of the Board of Directors must be sent to members of the Board of Director and Board of Supervisors at least five (5) working days prior to the date on which the meeting is to be held; members of the Board of Directors may the invitation by a written notice and such refusal may be amended or annulled by written document of such member.

The notice of the meeting of the Board of Directors must be made in writing and in Vietnamese; it must provide sufficient information about the agenda, the time and venue of the meeting; and it must be accompanied with necessary documents on the issues for discussion and voting at the meeting of the Board and include voting slips for members of the Board of Directors.

A notice of invitation shall be sent by post, fax, and electronic mail or by other means, but must ensure to arrive at the registered address of each member of the Board of Directors and Board of Supervisors.

8. A meeting of the Board of Directors shall be conducted if at least three-quarters (3/4) of the members of the Board are present in person or via their authorized representatives if it is accepted by majority of members of the Board of Directors.

If quorum for the meeting is not satisfied, meeting shall be reconvened second time within seven (07) days from the initial meeting date. The second meeting shall be conducted if more than one half (1/2) members of Board of Directors attend the meeting.

9. Meeting of the Board of Directors can be held online among its members when all or some of members are in different location provided that all members participating in the meeting can:
 - a. Listen to speech of each of other members of the Board of Directors;
 - b. Speak to other members of the Board of Directors at the same time. Discussion between members can be implemented directly via telephone or other means of communication or combination of these methods.

Members of the Board of Director participating in such meeting are considered "present" at the meeting. Venue of the meeting can be the place where most members are present or where the Chairman is present. Decision passed in the meeting via telephone which is held valid shall take effect right after the end of the meeting but it must be confirmed by signatures of all members participating in the meeting.

10. Members of the Board of Directors may send voting ballot to the meeting via mail, fax, email. If the voting ballot is sent to the meeting via mail, it must be contained in sealed envelope and must be delivered to Chairman of the Board of Directors at least 01 hours prior to the opening of the meeting. Voting ballot must be opened with the witness of all participants.
11. Voting
 - a. Except for regulations in Point b, Article 31.3, each member of the Board of Directors or his or her authorized person as stipulated in Item 8 of this Article participating as an individual in a meeting of the Board of Directors shall have one vote;
 - b. A member of the Board of Directors shall not be permitted to vote on a contract, transaction or proposal in which such member or his/her Related Person has an interest contrary to or possibly contrary to the interests of the Company. Member of the Board of Directors shall not be included in the minimum number of attendees required to be present to hold a meeting of the Board of Directors regarding resolutions on which such member does not have the right to vote;
 - c. As regulated in Point d, Article 31.11, when an issue arises at a meeting regarding interest or voting right of a member of the Board of Directors but such member does not voluntarily waive his/her voting right, decision of the Chairman of the meeting shall be final, except where the nature or scope of the interest of the relevant members of the Board of Directors has not been fully announced;
 - d. Any member of the Board of Directors who benefits from one of the contracts stipulated in Articles 41.5.a and 41.5.b of this Charter shall be considered to have a significant interest in such contract.

- e. Supervisor has the right to attend the meeting of the Board of Directors and discuss but has no right to vote.
12. Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction which has been signed or is intended to be signed with the Company, and where such member is aware that he/she has an interest shall be required to disclose such interest at the first meeting when the Board of Directors discusses the signing of such contract or transaction. In case such member does not know that he/she and his/her related person has interest upon the signing of contract, transaction with the Company, then such member has to disclose related interest at the first meeting of the Board of Directors held after such member becomes aware that he/she has or will have an interest in the above mentioned contract or transaction.
 13. Board of Directors shall pass resolutions and make decisions by the agreement of majority of members of the Board of Directors present at the meeting. Where the number of votes which agree and the number of votes which do not agree are equal, then the Chairman shall have casting vote.
 14. Resolution in form of written opinion shall be approved based on agreement of majority of members of the Board of Directors having the voting rights. This resolution shall have the same effect and validity as a resolution passed by members of the Board of Directors at a meeting.
 15. The Chairman of the Board of Directors shall be responsible for delivering minutes of a meeting of the Board of Directors to members, and such minutes is considered as evidence to assert for works conducted at the meeting unless its contents is challenged by opinion is submitted within ten (10) days from the date of sending such minutes. The minutes shall be made in Vietnamese and can be made in English. The minutes shall have signatures of the Chairperson and the Secretary.

Article 32. Sub-committees of the Board of Directors

1. Board of Directors may establish its sub-committees in charge of human resource, remuneration, internal audit. The number of members of sub-committees will be decided by the Board of Directors and it should consist of at least three members including members of the Board of Directors and non-board members. Independent members/non-executive members of the Board of

- Directors should account for majority of the sub-committees and a person among them will be appointed by the Board of Directors to be Head of the sub-committee. Operation of the sub-committee must comply with the rules stipulated by the Board of Directors. Resolutions of the sub-committees shall only take effect if the majority of members attending and voting at a meeting of the sub-committee are members of the Board of Directors.
2. Implementation of decision of the Board of Directors, a sub-committee under the Board of Directors or member of a sub-committee must comply with current legal regulations and this Charter.

Article 33. Persons in charge of corporate governance

1. The Board of Directors must nominate at least one (01) person to be in charge of corporate governance to support the efficient corporate governance of the Company. The term of office of the persons in charge of corporate governance will be decided by the Board of Directors and cannot exceed five (05) years.
2. The person in charge of corporate governance must meet the following qualifications:
 - a. Be knowledgeable about law;
 - b. Do not work for the independent auditing company performing audits of the company's financial statements;
 - c. Other requirements under the laws, this Charter and decisions of the Board of Directors.
3. The Board of Director can dismiss a person in charge of corporate governance when necessary but cannot violate labor laws. The Board of Directors may appoint Assistant for the person in charge of corporate governance from time to time.
4. A person in charge of corporate governance has the following rights and obligations:
 - a. Advising the Board of Directors on the organization the General Meeting of Shareholders in compliance with regulations and law and other works related to relationship between the Company and shareholders;
 - b. Preparing meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
 - c. Advising on the procedures of meetings;

- d. Participating in meetings;
- e. Advising on procedures for resolutions of the Board of Directors in accordance with regulations of law;
- f. Providing financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors and Supervisors;
- g. Monitoring and reporting to the Board of Directors on the operation of information disclosure of the company;
- h. Ensuring the confidentiality of information in accordance with regulations of law and the Company's Charter;
- i. Other rights and obligations in accordance with regulations of law and the Company's Charter.

VIII. CHIEF EXECUTIVE OFFICER AND OTHER MANAGERS

Article 34. Organization of management structure

Management system of the Company must ensure the managerial structure is responsible before the Board of Directors and under the leadership of the Board of Directors. The company has Chief Executive Officer, the Deputy Chief Executive Officers, Chief accountant and other positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be made by resolution of the Board of Directors adopted properly.

Article 35. Manager

1. At the request of the Chief Executive Officer and approval of the Board of Directors, the Company shall recruit managers as needed with the quantity and quality consistent with the structure and practice of company management proposed by the Board of Directors from time to time. The managers must have the necessary diligence for the operations and organization of the Company to achieve the objectives.
2. Salary, remuneration, benefits and other terms of the labor contract with the Chief Executive Officer decided by the Board of Directors and contracted with other managers decided by the Board of Directors after consultation with the Chief Executive Officer.

Article 36. Appointment, removal, duties and powers of Chief Executive Officer

1. Board of Directors shall appoint a member of the Board of Directors or another person as the Chief Executive Officer; sign contract which stipulates the salary rate, remuneration, benefits and other relevant terms. Information on salary rates, allowances and benefits of the Chief Executive Officer must be reported at the annual General Meeting of Shareholders and is stated in the annual report of Company.
2. The tenure of the Chief Executive Officer does not exceed five (05) years and may be reappointed. The appointment may be invalidated on the basis of the provisions of the labor contract. The Chief Executive Officer shall not be a person prohibited by law to hold this position and he/she shall meet the criteria and condition under the laws and Charter of Company.
3. The Chief Executive Officer has the following powers and responsibilities:
 - a. To implement the resolutions of the Board of Directors and the General Meeting of Shareholders, business plans and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;
 - b. To decide all issues without a resolution of the Board of Directors, including signing financial and commercial contracts on behalf of the Company of, organization and operation of daily business activities of the Company in accordance with the best management practices;
 - c. To propose organization structure, internal management rule of Company to the Board of Directors;
 - d. To propose measures to improve operation and management of the Company;
 - e. To propose the number and types of managers that the Company needs to recruit for appointment or dismissal by the Board of Directors under the internal rules, and consultation for the Board of Directors to make decision on salary, remuneration, benefits and other terms of the labor contract of the managers;

- f. To consult the Board of Directors for decision on the number of employees, salary rates, allowances, benefits, appointment, dismissal and other terms related to their labor contracts;
 - g. By November 30th of each year, the Chief Executive Officer must submit the Board of Directors to approve the detailed business plan for the next fiscal year on the basis of meeting appropriate requirements of budget as well as financial plan of five (05) year;
 - h. To prepare the quarterly, annual and long-term estimates of the Company (hereinafter referred to as estimate) for quarterly, annual and long-term management activities of the Company under the business plan. The annual estimate (including balance sheet, report on the result of business and operation and report on expected cash flows) for each fiscal year must be presented for approval of the Board of Directors and must include the information required by regulations of the Company;
 - l. Other rights and obligations under the provisions of this Charter and the internal management rules of the Company and the resolutions of the Board of Directors, the labor contract signing with the Company.
4. The Chief Executive Officer shall take responsibilities before the Board of Directors and the General Meeting of Shareholders for the performance of duties and powers assigned and must report to these agencies as required.
 5. The Board of Directors may dismiss the Chief Executive Officer when the majority of Board of Directors attending the meeting has the right to vote and appoint a new Chief Executive Officer for substitution.

IX. BOARD OF SUPERVISORS

Article 37. Nomination of candidates for Supervisor

1. The nomination of candidates for Members of the Board of Supervisors is performed in accordance with Clause 1 and Clause 2 Article 26 of this Charter.
2. In case the number of candidates for Members of the Board of Supervisors through the nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination according to the regulations of Charter and Internal Regulation on Corporate Governance.

Procedures for incumbent Board of Supervisors to nominate the additional candidates must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is held.

Article 38. Members of the Board of Supervisors

1. Board of Supervisors shall consist from three (03) to five (05) members. The term of a member of the Board of Supervisors shall be not more than five (05) years, and they may be re-appointed for an unlimited number of terms.
2. Members of the Board of Supervisors must satisfy the criteria and conditions under Clause 1 Article 164 of Law on Enterprises, Charter of Company and not fall into the following cases:
 - a. Working in the accounting and finance department of companies.
 - b. Being a member or a staff of an independent auditing firm which is auditing the financial statements of the Company for three (03) consecutive years.
3. Members of the Board of Supervisors shall elect one of them to be the head of the Board of Supervisors based on majority rule. The head of the Board of Supervisors must be a professional accountant or auditor and must work full-time in the company. The head of the Board of Supervisors shall have the following rights and responsibilities:
 - a. To convene meetings of the Board of Supervisors;
 - b. To request Board of Directors, Chief Executive Officer and other managers to provide relevant information in order to report to members of the Board of Supervisors;
 - c. To prepare and sign reports of the Board of Supervisors after consulting the Board of Directors to submit to the General Meeting of Shareholders.
4. The Member of Board of Supervisors shall be removed in the following cases:
 - a. No longer meeting the criteria and conditions to be Member of Board of Supervisors according to the Law on Enterprises;
 - b. No exercising his or her rights and responsibilities in six (06) consecutive months, except in force majeure;
 - c. Written resignation notice submitted and approved;
 - d. Other cases as stipulated in the regulation of laws and this Charter.
5. Member of Board of Supervisors shall be discharged in the following cases"

- a. Falling to fulfill his or her assigned duties or work;
- b. Committing a material breach or committing a number of breaches of the obligations of Member of Board of Supervisors as stipulated in Law on Enterprises and the Charter of Company;
- c. Pursuant to a decision of the General Meeting of Shareholders.
- d. Other cases as stipulated in the regulation of laws and this Charter.

Article 39. Board of Supervisors

1. The Board of Supervisors shall have the powers and responsibilities stipulated in Article 165 of Law on Enterprises and the following rights and responsibilities:
 - a. To propose and recommend the General Meeting of Shareholders to grant approval for the independent auditing organization to audit the financial statements of the Company;
 - b. To take responsibility towards shareholders for their monitoring activities;
 - c. To monitor the financial status of the company, legitimacy of the activities of members of Board of Directors, the Chief Executive Officer, other enterprise managers, coordination in operation between the Board of Supervisors and Board of Directors, the Chief Executive Officer and shareholders;
 - d. In case of finding violation against regulations of law or the Charter of Company committed by a Member of the Board of Directors, the Chief Executive Officer and other enterprise executives, it must be notified in written notice to the Board of Directors within forty-eight (48) hours and ask the offenders to stop the violation and find solutions to tackle;
 - e. To report to the General Meeting of shareholders as stipulated in the Law on Enterprises;
 - f. Other rights and responsibilities as stipulated in the regulation of laws and this Charter.
2. Members of the Board of Directors, the Chief Executive Officer and other enterprise managers shall be required to provide all information and documents relating to the operation of the Company at the request of the Board of Supervisors. The person in charge of corporate governance of the company must ensure that all copies of resolution, minutes of meeting of General Meeting of Shareholders and Board of Directors, financial and other information provided to shareholders and members of the Board of Directors are also provided to

- members of the Board of Supervisors at the same time and in the same manner as they are provided to the Board of Directors.
3. Board of Supervisors may issue rules on meetings of the Board of Supervisors and operation method of the Board of Supervisors. Board of Supervisors must meet at least twice each year and the meeting shall be conducted if at least 2/3 of the members of the Board of Supervisors participate.
 4. Total remuneration for the members of the Board of Supervisors shall be decided by General Meeting of Shareholders every year. The members of the Board of Supervisors shall be entitled to reimbursement for reasonable travel, hotel and other costs arising from the meetings of the Board of Supervisors or the performance for other activities of the Board of Supervisors.

X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF BOARD OF SUPERVISORS, CHIEF EXECUTIVE OFFICER AND OTHER MANAGERS

Article 40. Prudent responsibilities

Any member of the Board of Directors, members of Board of Supervisors, the Chief Executive Officer and the enterprise manager shall be responsible to perform his/her duties including duties in the capacity of member of sub-committee of the Board of Directors in a truthful and prudent manner for the benefit of Company.

Article 41. Responsibilities to be honest and to avoid conflicts of interests

1. Members of Board of Directors, members of Board of Supervisors, Chief Executive Officer and other enterprise managers must publish the related interests in compliance with regulations of Law on Enterprises and other relevant law.
2. Members of the Board of Directors, members of Board of Supervisors, the General Director and other enterprise managers shall not be permitted to use profitable business opportunities of the Company for their personal purposes; and shall not be permitted to use the information obtained by the influence of their own positions for personal purposes or in the interests of other individuals or organizations.
3. Members of the Board of Directors, members of Board of Supervisors, the Chief Executive Officer and managers shall be obliged to notify the Board of Directors

of any interests and which they shall be entitled from another economic legal entity or via some other personal transactions and shall be in conflict with the interests of the Company.

4. Unless otherwise approved by the General Meeting of Shareholders, the Company must not make the grant of loans or guarantees to the members of the Board of Directors, members of Board of Supervisors, the Chief Executive Officer, other enterprise managers and the individuals and organizations related to them unless the public company and organizations related to its shareholders are companies in the same group or companies operating in a group of companies including parent companies-subsidiaries, economic groups, and the relevant law specifies otherwise.
5. Contract or transaction between the Company and one or many members of the Board of Directors, members of Board of Supervisors, the Chief Executive Officer, other enterprise managers, or people relating to them, or company, partner, association, or organization that members of the Board of Director, members of Board of Supervisors, the Chief Executive Officer, other enterprise managers or their related members are members of, or have financial benefit from shall not be void in the following cases:
 - a. With respect to a contract valued at 20% or less of the total value of assets recorded in the latest financial statements, the important contents of contract or transaction and the relationship and interests of the member of the Board of Directors, members of Board of Supervisors, the Chief Executive Officer, other enterprise managers are reported to the Board of Directors. In addition, the Board of Directors permits the contract or transaction to be executed on the basis of the majority votes of Board's members have any related interest;
 - b. With respect to a contract valued more than 20% of the total value of assets recorded in the latest financial statements, the important contents of contract or transaction and the relationship and interests of the member of the Board of Directors, members of Board of Supervisors, the Chief Executive Officer, other enterprise managers is reported to the shareholders who have no related interests and are entitled to vote on such issue, and such shareholders vote in favor of such contract or transaction;

- c. An independent consultancy organization considers that such contract or transaction is fair and reasonable in all respects involving the shareholders of the Company at the time when such contract or transaction is permitted to be executed, or approved by the Board of Directors or General Meeting of Shareholders.

Member of the Board of Directors, member of Board of Supervisors, Chief Executive Officer and other enterprise managers or the individuals and organizations related to them must not use the non-public information of the Company or disclose that information for other persons to perform related transactions.

Article 42. Liability for damage and compensation

1. Member of the Board of Directors, member of Board of Supervisors, Chief Executive Officer and other enterprise managers, who breach their honest and prudent duties, and responsibilities, fail to fulfill their obligations with due diligence and professional capacity shall take responsibility for the damage caused by their breaches.
2. Company shall compensate for those who have been, are or may become a party involved in the complaints, lawsuits and prosecution (including civil and administrative cases, and not the lawsuits initiated by the Company as the petitioner) if that person was or is a member of the Board of Directors, member of the Board of Supervisors, managers, employees, or representatives authorized by the Company or that person has or is implementing at the request of the Company as member of Board of Directors, managers, employees, or authorized representative of the Company provided that he or she has acted honestly and prudently and diligently for the benefit without conflict with the best interests of the Company, on the basis of compliance with the law and no evidence to confirm that that person has violated his/her responsibilities.
3. When performing the tasks or executing the work as authorized by the Company, the member of the Board of Directors, member of Board of Supervisors, managers, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a party in complaints, lawsuits and prosecution (except for the lawsuits where the petitioner is the company) in the following cases:

- a. To have acted honestly, prudently and diligently for the interests and not conflicted with the interests of the Company;
 - b. To comply with the law and there is no evidence to confirm non-performance of their responsibilities.
4. The compensation e includes accrued expenses (including attorney fees), judgment expense, fines, amounts payable arising actually or is considered to be reasonable when dealing with these cases in the framework of the law allowed. The Company can buy insurance for these people to avoid the compensation liability above mentioned.

XI. RIGHTS TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY

Article 43. Rights to investigate books and records of the Company

1. The shareholder or group of shareholders as specified in Clause 2 Article 26 of this Charter may directly or through authorized person, send a written request for checking the list of shareholders, minutes of meetings of the General Meeting of Shareholders and photocopy or extract of such documents during working hours and at the Company's headquarters. The request for checking by authorized representatives of the shareholders must be accompanied by a written authorization of the shareholders represented by that person or a certified copy of this written authorization.
2. Members of the Board of Directors, members of the Board of Supervisors, Chief Executive Officer and managers shall be entitled to check the book of shareholder registration of the Company, the list of shareholders and other books and records of the Company for purposes relating to their positions provided that such information must be kept confidential.
3. The Company must keep this Charter and the amendments of the Charter, the business registration certificate, the regulations, the documents proving the ownership of assets, resolutions of the General Meeting of Shareholders and the Boards of Directors, the minutes of the General Meeting of Shareholders and the Boards of Directors, the reports of the Board of Directors, the reports of the Board of Supervisors, the annual financial statements, accounting books and any other documents as prescribed by law at the headquarters or another place,

provided that the shareholders and the business registration agency shall be informed of the document storage location.

4. The Charter of Company must be published on the website of the Company.

XII. STAFF AND TRADE UNION

Article 44. Staff and trade union

1. The Chief Executive Officer must make a plan for the Board of Directors to approve the issues related to recruitment, labor, compulsory termination of employment, salary, social insurance, welfare, rewards and discipline for employees and managers.
2. The Chief Executive Officer must make plans for the Board of Directors to approve the issues related to the Company's relationship with the trade union organizations under the standards, practices and the best management policies. The practices and policies specified in this Charter, the company's regulations and current regulations of law.

XIII. PROFIT DISTRIBUTION

Article 45. Profit distribution

1. The General Meeting of Shareholders shall decide the rate of dividend payment and the form of an annual dividend payment from the retained revenue of the Company.
2. The Company shall not pay interest on the payment of dividends or the amounts paid related to a class of stocks.
3. The Board of Directors may request the General Meeting of Shareholders to approve the payment of all or part of the dividend in stocks and the Board of Directors is the executing agency of this decision.
4. In case the dividends or other amounts related to a class of stock is paid in cash, the Company shall pay in Vietnam dong. The payment can be done directly or through the banks based on detailed information provided by the shareholders. If the Company has transferred in accordance with the bank details provided by shareholders but those shareholders do not receive money, the Company shall not be responsible for the failure to receive. The payment of dividends of the

shares listed in the stock exchange can be carried out through a securities company or the Vietnam Securities Depository Center.

5. Pursuant to the Law on Enterprises, the Law on Securities, the Board of Directors shall adopt a resolution to determine a specific date to finalize the list of shareholders. By that day, those who register as a shareholders or owners of securities are entitled to receive dividends, interests, profit distribution, stocks, notice or other documents.
6. Other issues related to the profit distribution shall be made in accordance with the law.

XIV. BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 46. Bank account

1. The Company shall open a bank account in a Vietnam 's bank or foreign banks which is allowed to operate in Vietnam.
2. Under the prior approval of the authorities, in necessary cases, the Company can open a bank account in an oversea bank in conformity with legal regulations.
3. The Company will carry out all payment and accounting transaction through Vietnam dong bank or foreign currency account at banks where the Company opens the bank account.

Article 47. Fiscal year

The Company's fiscal year begins on the first date of January each year and ends on December 31 of such year. The first fiscal year starts from the date of issuance of the business registration certificate and ends on December 31 immediately after the date of issuance of the Enterprise Registration Certificate.

Article 48. Accounting system

1. The accounting system that the Company uses is the Vietnam Accounting System (VAS) or another accounting system approved by the Ministry of Finance.
2. The Company uses Vietnamese in accounting books. The Company shall keep accounting documents by types of business activity that the Company participates in. These documents must be correct, updated, systematical, and be sufficient to prove and explain transactions of the Company.

3. The Company uses Vietnam dong in the accounting. In cases the Company has business operations arising mainly in a foreign currency, the Company may select such foreign currency as its accounting unit, take responsibility for such choice and notify to tax authority that directly manages the Company.

XV. ANNUAL REPORT, FINANCIAL STATEMENT AND RESPONSIBILITIES FOR PUBLICATION OF INFORMATION

Article 49. Annual, six-month and quarterly statements

1. The Company shall prepare annual financial statements in accordance with law and the regulations of State Security Commission, and such statements must be audited in accordance with Article 51 of this Charter. Within a period of ninety (90) days from the end of each financial year, the annual financial statements which have been approved by the General Meeting of Shareholders must be submitted to the competent tax authority, State Securities Commission, the Securities Exchange and business registration agencies.
2. Annual financial statements must contain an income statement which reflects in a truthful and objective manner the profit and loss of the Company in the fiscal year, a balance sheet which reflects truthfully and objectively operation of the Company as at the time of preparation of the statement, a cash flow report and notes to the financial statements.
3. The Company shall establish and publish a biannual and quarterly report in accordance with the provisions of the State Securities Commission and the Securities Exchange and submit them to the tax authorities concerned and the business registration agencies in accordance with the provisions of the Law on Enterprises.
4. The audited financial statements (including the auditor's opinion), biannual and quarterly reports of the Company must be published on the website of the Company.
5. Organizations and individuals concerned shall have the right to check or copy the audited annual financial statements, biannual and quarterly reports during working hours of the Company, at the headquarters of the Company and must pay a reasonable fee for copying.

Article 50. Annual report

The Company must prepare and publish annual report in accordance with the law on securities and securities markets.

XVI. COMPANY AUDIT

Article 51. Audit

1. At the annual General Meeting of Shareholders, an independent auditing firm which legally operates in Vietnam and which is permitted by the State Securities Commission to audit listed companies shall be appointed to carry out the auditing of the Company for the next financial year on the basis of the terms and conditions as agreed by the Board of Directors. The Company must prepare and send annual financial statements to the independent auditing company at the end of a financial year.
2. The independent auditing firm shall check, confirm and make auditing report and submit the report to the Board within two (02) months after the end of the fiscal year.
3. A copy of the audit report must be attached to the annual financial statements of the Company.
4. The auditors performing the Company's audit shall be allowed to attend the General Meeting of Shareholders and be entitled to receive notices and other information related to the General Meeting of Shareholders that the shareholders are entitled to receive and express their opinions on issues related to the audit.

XVII. SEAL

Article 52. Seal

1. Board of Directors shall make a decision approving the official seal of the Company and such seal must be made in accordance with law.
2. Board of Directors and the Chief Executive Officer shall use and manage the seal in accordance with the applicable law.

XVIII. TERMINATION OF OPERATION AND LIQUIDATION

Article 53. Termination of operation

1. The Company may be dissolved or terminated in the following cases:
 - a. At the end of the period of operation of the Company, even after the extension;
 - b. Being dissolved ahead of time by decision of the General Meeting of Shareholders;
 - c. Being revoked the Enterprise Registration Certificate;
 - d. Other cases as prescribed by regulations of law.
2. The dissolution of the Company occurs ahead of time (including the extended period) shall be decided by the General Meeting of Shareholders, the Board of Directors shall implement the decision. This decision on dissolution must be announced or approved by the competent authority (if required) as prescribed by laws.

Article 54. Operation extension

1. The Board of Director shall convene a General Meeting of Shareholders at least seven (07) months before the expiration of operation for shareholders to vote on the extension of the Company's operations at the request of the Board of Directors.
2. Duration of operation shall be extended if having 65% or more of the total unanimous votes of the shareholders with the voting right present in person or through an authorized representative present at the General Meeting of Shareholders.

Article 55. Liquidation

1. Board of Directors must establish a Liquidation Committee consisting of three members, no less than six (06) months before expiry of the duration of operation of the Company or after a decision on dissolution of the Company is made. The General Meeting of Shareholders shall appoint two (02) members to the committee and the Board of Directors shall appoint one (01) member from an independent auditing firm. The Liquidation Committee shall make its operational rules. Members of the Liquidation Committee may be selected from the

- employees of the Company or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.
2. The Liquidation Committee shall be responsible to report its date of establishment and date of commencement of operation to the business registration agencies. Since that time, the Liquidation Committee shall represent the Company in all work related to the liquidation before a Court and administrative authorities.
 3. Receivables from the liquidation shall be paid in the following order:
 - a. Liquidation expenses;
 - b. Wages, severance allowances, social insurance and other interests of employees under the signed collective labor agreements and labor contracts;
 - c. Tax payable to State;
 - d. Other debts of Company;
 - f. Remaining balance after payment of all debts from item (a) to (d) above shall be distributed to the shareholders. The preferred shares are prioritized for prior payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 56. Internal dispute resolution

1. Where a dispute or a complaint related to the operation of the Company or to the rights and obligations of the shareholders as stipulated in the Charter of Company, the Law on Enterprises and other laws stipulating between:
 - a. Shareholders and the Company; or
 - b. Shareholder with the Board of Directors, the Board of Supervisors, the Chief Executive Officer or senior manager,

The relevant parties shall resolve such disputes through negotiation and conciliation. Except where such disputes are related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over resolution of the dispute and shall require each party to present the real factors in the dispute within a period of fifteen (15) business days

from the date of arising such disputes. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may require Head of the Board of Supervisors to appoint an independent expert who shall act as arbitrator during the course of resolution of the dispute.

2. If a decision cannot be reached via reconciliation within six (06) weeks from the beginning of the reconciliation process or if the decision of the reconciler is not accepted by the parties, then any party may bring such dispute to economic arbitration or to the economic court.
3. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of the costs of the court shall comply with the judgment of the Court.

XX. SUPPLEMENTATION AND AMENDMENT OF CHARTER

Article 57. Supplementation and amendment of Charter

1. The supplementation and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.
2. If legal provisions related to the Company's operations have not been mentioned in this Charter or in the case of the new provisions of law other than the provisions of this Charter, such provisions of the law shall be automatically applied to regulate operation of the Company.

XXI. EFFECTIVE DATE

Article 58. Effective date

1. This Charter including 21 chapters, 58 Articles has been adopted by the General Meeting of Shareholders unanimously on 27 October, 2018 at Long An and approved the effect of full text of this Charter.
2. This Charter is made in ten (10) copies of equal value, in which:
 - a. One (01) copy is submitted at the local State Notary Office.
 - b. Five (05) copies registered at the government agencies as prescribed by the People's Committee of provinces and cities;
 - c. Four (04) copies are kept at the headquarters of the Company.

3. This Charter is unique and official one of the Company.
4. The copies or extracts of the Charter become valid only when they are signed by the Chairman of the Board of Directors, the authorized person of Chairman of the Board of Directors or at least one-half (1/2) the total number of Board of Directors.

Long An, 27th October, 2018

LEGAL REPRESENTATIVE OF COMPANY

Chairman of Board of Directors

NGUYEN DUY HUNG