**CHARTER**

**ON**

**ORGANIZATION AND OPERATION**

**OF**

**[TENCONGTY\_TA]**

[TINHTHANHPHODPI\_thuong\_TA], date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2024

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**CHARTER OF**

**[TENCONGTY\_TA]**

We, the founding shareholders whose name are as follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Full name (founding shareholders)** | **Date of birth of members being individuals)** | **Gender** | **Nationality** | **Contact address of the founding shareholders being individuals or the headquarter address of the founding shareholders being organizations** | **Type of legal identity document, number, date of issuance, place of issuance of individuals/organizations** |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) |
|  | [TEN\_CD1\_TA] | [NGAYSINH\_CD1\_TA] | [GIOITINH\_CD1\_TA] | [QUOCTICH\_CD1\_TA] | **Individual**  [DIACHILL\_CD1\_TA]  **Organization**  [DIACHI\_CD1\_TA] | Citizen Identity Card/Passport No. [GTPL\_CD1], issued on [NGAYCAP\_CD1\_TA] at [NOICAP\_CD1\_TA]  Enterprse Rgistration Certificate/Establishment Decision/Certificate of Incoperation No. [GTPL\_CD1] first issued on [NGAYCAP\_CD1\_TA], amended for the [\_\_\_] time on [\_\_\_\_] by [NOICAP\_CD1\_TA] |
|  | [TEN\_CD2\_TA] | [NGAYSINH\_CD2\_TA] | [GIOITINH\_CD2\_TA] | [QUOCTICH\_CD2\_TA] | **Individual**  [DIACHILL\_CD2\_TA]  **Organization**  [DIACHI\_CD2\_TA] | Citizen Identity Card/Passport No. [GTPL\_CD2], issued on [NGAYCAP\_CD2\_TA] at [NOICAP\_CD2\_TA]  Enterprse Rgistration Certificate/Establishment Decision/Certificate of Incoperation No. [GTPL\_CD2] first issued on [NGAYCAP\_CD2\_TA], amended for the [\_\_\_] time on [\_\_\_\_] by [NOICAP\_CD2\_TA] |
|  | [TEN\_CD3\_TA] | [NGAYSINH\_CD3\_TA] | [GIOITINH\_CD3\_TA] | [QUOCTICH\_CD3\_TA] | **Individual**  [DIACHILL\_CD3\_TA]  **Organization**  [DIACHI\_CD3\_TA] | Citizen Identity Card/Passport No. [GTPL\_CD3], issued on [NGAYCAP\_CD3\_TA] at [NOICAP\_CD3\_TA]  Enterprse Rgistration Certificate/Establishment Decision/Certificate of Incoperation No. [GTPL\_CD3] first issued on [NGAYCAP\_CD3\_TA], amended for the [\_\_\_] time on [\_\_\_\_] by [NOICAP\_CD3\_TA] |
|  | [TEN\_CD4\_TA] | [NGAYSINH\_CD4\_TA] | [GIOITINH\_CD4\_TA] | [QUOCTICH\_CD4\_TA] | **Individual**  [DIACHILL\_CD4\_TA]  **Organization**  [DIACHI\_CD4\_TA] | Citizen Identity Card/Passport No. [GTPL\_CD4], issued on [NGAYCAP\_CD4\_TA] at [NOICAP\_CD4\_TA]  Enterprse Rgistration Certificate/Establishment Decision/Certificate of Incoperation No. [GTPL\_CD4] first issued on [NGAYCAP\_CD4\_TA], amended for the [\_\_\_] time on [\_\_\_\_] by [NOICAP\_CD4\_TA] |
|  | [TEN\_CD5\_TA] | [NGAYSINH\_CD5\_TA] | [GIOITINH\_CD5\_TA] | [QUOCTICH\_CD5\_TA] | **Individual**  [DIACHILL\_CD5\_TA]  **Organization**  [DIACHI\_CD5\_TA] | Citizen Identity Card/Passport No. [GTPL\_CD5], issued on [NGAYCAP\_CD5\_TA] at [NOICAP\_CD5\_TA]  Enterprse Rgistration Certificate/Establishment Decision/Certificate of Incoperation No. [GTPL\_CD5] first issued on [NGAYCAP\_CD5\_TA], amended for the [\_\_\_] time on [\_\_\_\_] by [NOICAP\_CD5\_TA] |
|  | [TEN\_CD6\_TA] | [NGAYSINH\_CD6\_TA] | [GIOITINH\_CD6\_TA] | [QUOCTICH\_CD6\_TA] | **Individual**  [DIACHILL\_CD6\_TA]  **Organization**  [DIACHI\_CD6\_TA] | Citizen Identity Card/Passport No. [GTPL\_CD6], issued on [NGAYCAP\_CD6\_TA] at [NOICAP\_CD6\_TA]  Enterprse Rgistration Certificate/Establishment Decision/Certificate of Incoperation No. [GTPL\_CD6] first issued on [NGAYCAP\_CD6\_TA], amended for the [\_\_\_] time on [\_\_\_\_] by [NOICAP\_CD6\_TA] |

Herby accept and sign to approve the establishment of [TENCONGTY\_thuong\_TA] (hereinafter shall be referred to as the “**Company**”), which operates in compliance with the Law on Enterprise adopted on 17th June 2020 by the 14th National Assembly of the Socialist Republic of Vietnam and this Charter with the following chapters, articles and clauses:

### 

**CHAPTER 1**

**GEENERAL PROVISION**

## SCOPE OF LIABILITY

The shareholders are liable for debts and other liabilities of the enterprise to the extent of the value of capital that they contribute into the enterprise.

## NAME OF THE COMPANY

* Company’s name in Vietnamese: **[TENCONGTY\_TV]**
* Company’s name in English: **[TENCONGTY\_TA]**
* Abbreviated name: **[TENCONGTY\_T]**

## OFFICES OF THE COMPANY:

Head office of the Company: [DIACHICTY\_TA]

## BUSINESS LINES OF THE COMPANY

|  |  |  |
| --- | --- | --- |
| **NO.** | **BUSINESS LINES** | **CODE** |
|  | [NGANHNGHE1\_TA] | [VSIC\_NN1]  *(main)* |
|  | [NGANHNGHE2\_TA] | [VSIC\_NN2] |
|  | [NGANHNGHE3\_TA] | [VSIC\_NN3] |
|  | [NGANHNGHE4\_TA] | [VSIC\_NN4] |
|  | [NGANHNGHE5\_TA] | [VSIC\_NN5] |
|  | [NGANHNGHE6\_TA] | [VSIC\_NN6] |
|  | [NGANHNGHE7\_TA] | [VSIC\_NN7] |
|  | [NGANHNGHE8\_TA] | [VSIC\_NN8] |
|  | [NGANHNGHE9\_TA] | [VSIC\_NN9] |
|  | [NGANHNGHE10\_TA] | [VSIC\_NN10] |
|  | [NGANHNGHE11\_TA] | [VSIC\_NN11] |
|  | [NGANHNGHE12\_TA] | [VSIC\_NN12] |
|  | [NGANHNGHE13\_TA] | [VSIC\_NN13] |
|  | [NGANHNGHE14\_TA] | [VSIC\_NN14] |
|  | [NGANHNGHE15\_TA] | [VSIC\_NN15] |
|  | [NGANHNGHE16\_TA] | [VSIC\_NN16] |
|  | [NGANHNGHE17\_TA] | [VSIC\_NN17] |
|  | [NGANHNGHE18\_TA] | [VSIC\_NN18] |
|  | [NGANHNGHE19\_TA] | [VSIC\_NN19] |
|  | [NGANHNGHE20\_TA] | [VSIC\_NN20] |

## OPERATION TERM

Operation term of the company shall be 50 years from the issuance date of the Enterprise Registration Certificate. The Company will be able to terminate operation before the term ends or to extend the term according to a decision of the General Meeting of Shareholders or applicable laws of Vietnam.

## LEGAL REPRESENTATIVES

1. The Company has 01 (one) legal representative undertaking the title of General Director.
2. The rights and obligations of the legal representative:
   1. to sign, for and on behalf of the Company, all the documents in connection with the rights and duties of the legal representative as the General Director set forth herein, including but not limited to employment contracts (except for the labour contract made between the General Director and the Company) or sales contracts;
   2. to represent the Company to act as plaintiff, defendant or person with related interests and obligations in arbitration proceedings or courts;
   3. to represent the Company before any third parties, including but not limited to the Government authorities in Vietnam;
   4. to comply with the obligations as provided in Article 30 hereof; and
   5. other rights and obligations as provided in this Charter and the applicable laws.

**CHAPTER 2**

**CHARTER CAPITAL, SHARES, SHAREHOLDERS**

**AND SHARE CERTIFICATE**

## CHARTER CAPITAL AND SHARES OF SHAREHOLDERS

### The Charter Capital of the Company as of the date hereof is VND [VDL\_SO\_TA] *(in words: [VDL\_CHU\_TA] VND)*, equivalent to USD [VDL\_SO\_NGOAITE\_TA] (*in words:* *[VDL\_CHU\_NGOAITE\_TA] US Dollars).* The capital is divided into [CPPT\_SOLUONG\_TA] ordinary shares. The par value of each ordinary share is VND 10,000.

In which:

* The total number of shares, types of share that the founding shareholders subscribe are [CPPT\_SOLUONG\_TA] ordinary shares.
* The total number of shares, types of shares which are expected to be offered: None.

Shareholders subscribing for company's shares are specified as follows:

Unit of currency: dong

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Shareholder’s name** | **Stake** | | | | | | | **Date of contribution** |
| **Total number of shares** | | **Owning capital** | **Type of share** | | | |
| **Ordinary shares** | | **……** | |  |
| **Quantity** | **Value** | **Quantity** | **Value** | **Quantity** | **Value** |
| 1 | [TEN\_CD1\_TA] | [TONG\_CP\_CD1\_SOLUONG\_TA] | [TONG\_CP\_CD1\_GIATRI\_TA] | [TYLE\_CP\_CD1\_TA] | [CPPT\_SOLUONG\_CD1\_TA] | [CPPT\_GIATRI\_CD1\_TA] | 0 | 0 | Within 90 days from the date of issuance of the Investment Registration Certificate |
| 2 | [TEN\_CD2\_TA] | [TONG\_CP\_CD2\_SOLUONG\_TA] | [TONG\_CP\_CD2\_GIATRI\_TA] | [TYLE\_CP\_CD2\_TA] | [CPPT\_SOLUONG\_CD2\_TA] | [CPPT\_GIATRI\_CD2\_TA] | 0 | 0 | Within 90 days from the date of issuance of the Investment Registration Certificate |
| 3 | [TEN\_CD3\_TA] | [TONG\_CP\_CD3\_SOLUONG\_TA] | [TONG\_CP\_CD3\_GIATRI\_TA] | [TYLE\_CP\_CD3\_TA] | [CPPT\_SOLUONG\_CD3\_TA] | [CPPT\_GIATRI\_CD3\_TA] | 0 | 0 | Within 90 days from the date of issuance of the Investment Registration Certificate |
| 4 | [TEN\_CD4\_TA] | [TONG\_CP\_CD4\_SOLUONG\_TA] | [TONG\_CP\_CD4\_GIATRI\_TA] | [TYLE\_CP\_CD4\_TA] | [CPPT\_SOLUONG\_CD4\_TA] | [CPPT\_GIATRI\_CD4\_TA] | 0 | 0 | Within 90 days from the date of issuance of the Investment Registration Certificate |
| 5 | [TEN\_CD5\_TA] | [TONG\_CP\_CD5\_SOLUONG\_TA] | [TONG\_CP\_CD5\_GIATRI\_TA] | [TYLE\_CP\_CD5\_TA] | [CPPT\_SOLUONG\_CD5\_TA] | [CPPT\_GIATRI\_CD5\_TA] | 0 | 0 | Within 90 days from the date of issuance of the Investment Registration Certificate |
| 6 | [TEN\_CD6\_TA] | [TONG\_CP\_CD6\_SOLUONG\_TA] | [TONG\_CP\_CD6\_GIATRI\_TA] | [TYLE\_CP\_CD6\_TA] | [CPPT\_SOLUONG\_CD6\_TA] | [CPPT\_GIATRI\_CD6\_TA] | 0 | 0 | Within 90 days from the date of issuance of the Investment Registration Certificate |

The Charter Capital may be increased or decreased due to the requirements of the Company's operation and the decision of the General Meeting of Shareholders.

## SHARES

1. A joint-stock company must have ordinary shares. Holders of ordinary shares are ordinary shareholders.

2. Apart from ordinary shares, a joint-stock company may have preferred shares. Holders of preferred shares are called preferred shareholders. Preferred shares include:

* 1. Voting preference shares;
  2. Shares with preferred dividends;
  3. Redeemable preferred shares;
  4. Other preferred shares defined by the company’s charter.

3. The number of shares that the founding shareholders subscribe:

Unit of currency: dong

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Shareholder’s name** | **Stake** | | | | | | | **Date of contribution** |
| **Total number of shares** | | **Owning capital** | **Type of share** | | | |
| **Ordinary shares** | | **……** | |  |
| **Quantity** | **Value** | **Quantity** | **Value** | **Quantity** | **Value** |
| 1 | [TEN\_CD1\_TA] | [TONG\_CP\_CD1\_SOLUONG\_TA] | [TONG\_CP\_CD1\_GIATRI\_TA] | [TYLE\_CP\_CD1\_TA] | [CPPT\_SOLUONG\_CD1\_TA] | [CPPT\_GIATRI\_CD1\_TA] | 0 | 0 | Within 90 days from the date of issuance of the Investment Registration Certificate |
| 2 | [TEN\_CD2\_TA] | [TONG\_CP\_CD2\_SOLUONG\_TA] | [TONG\_CP\_CD2\_GIATRI\_TA] | [TYLE\_CP\_CD2\_TA] | [CPPT\_SOLUONG\_CD2\_TA] | [CPPT\_GIATRI\_CD2\_TA] | 0 | 0 | Within 90 days from the date of issuance of the Investment Registration Certificate |
| 3 | [TEN\_CD3\_TA] | [TONG\_CP\_CD3\_SOLUONG\_TA] | [TONG\_CP\_CD3\_GIATRI\_TA] | [TYLE\_CP\_CD3\_TA] | [CPPT\_SOLUONG\_CD3\_TA] | [CPPT\_GIATRI\_CD3\_TA] | 0 | 0 | Within 90 days from the date of issuance of the Investment Registration Certificate |
| 4 | [TEN\_CD4\_TA] | [TONG\_CP\_CD4\_SOLUONG\_TA] | [TONG\_CP\_CD4\_GIATRI\_TA] | [TYLE\_CP\_CD4\_TA] | [CPPT\_SOLUONG\_CD4\_TA] | [CPPT\_GIATRI\_CD4\_TA] | 0 | 0 | Within 90 days from the date of issuance of the Investment Registration Certificate |
| 5 | [TEN\_CD5\_TA] | [TONG\_CP\_CD5\_SOLUONG\_TA] | [TONG\_CP\_CD5\_GIATRI\_TA] | [TYLE\_CP\_CD5\_TA] | [CPPT\_SOLUONG\_CD5\_TA] | [CPPT\_GIATRI\_CD5\_TA] | 0 | 0 | Within 90 days from the date of issuance of the Investment Registration Certificate |
| 6 | [TEN\_CD6\_TA] | [TONG\_CP\_CD6\_SOLUONG\_TA] | [TONG\_CP\_CD6\_GIATRI\_TA] | [TYLE\_CP\_CD6\_TA] | [CPPT\_SOLUONG\_CD6\_TA] | [CPPT\_GIATRI\_CD6\_TA] | 0 | 0 | Within 90 days from the date of issuance of the Investment Registration Certificate |

### 

4. The persons entitled to buy shares with preferred dividends, redeemable preferred shares, and other preferred shares shall be prescribed by the Company’s Charter or the General Meeting of Shareholders.

5. Each share of a type of shares provides its holder with equal rights, obligations, and interests.

6. Ordinary shares cannot be converted into preferred shares. Preferred shares may be converted into ordinary shares under the Resolution of the General Meeting of Shareholders.

7. Ordinary shares used as underlying assets to issue non-voting depository receipts are called underlying ordinary shares. Non-voting depository receipts have interest and obligations proportional to the underlying ordinary shares, except voting rights.

## RIGHTS OF ORDINARY SHAREHOLDERS

### Ordinary Shareholders shall have rights:

#### To attend and express opinions at meetings of the General Meeting of Shareholders and to vote directly or through their proxy; each share is considered as one vote;

#### To receive dividends at a rate duly decided by the General Meeting of Shareholders;

#### Has the preemptive right when buying newly-offered shares in proportion to his/her ordinary shares;

#### To transfer his/her shares to other shareholders and non-shareholders, except for the cases in Clause 3 Article 120 and Clause 1 Article 127 of the Law on Enterprises and other provisions of relevant laws;

#### To examine and collect information about names and contact addresses from the List of shareholders who have the right to vote; to request adjustments to incorrect information;

#### To examine, do research on, extract or copy the Company’s Charter, minutes of General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

#### To receive the proportion of remaining asset which is proportional to his/her holding when the Company is dissolved or bankrupt.

#### Other rights stipulated in the Law on Enterprises and this Charter.

### Any shareholder or group of shareholders that holds 05% of the total ordinary shares or higher shall have the right to:

### Examine, search and extract meeting minutes, resolutions or decisions of the Board of Directors, mid-year and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of Directors, and other documents, except for those which are related to trade or business secret of the company;

### Request convention of the General Meeting of Shareholders in the cases mentioned in Clause 3 of this Article;

### Request the Control Board to inspect each particular issue related to the Company’s administration and operation if necessary. The request shall be made in writing.

### The shareholder or group of shareholders mentioned in Clause 2 of this Article is entitled to request the convention of the General Meeting of Shareholders in the following cases:

### The Board of Directors commits serious violations against the rights of shareholders, obligations of managers, or make decisions ultra vires;

### The request for convening a meeting of General Meeting of Shareholders must be in writing and accompanied by proving documents and evidence of violations committed by the Board of Directors, the seriousness of the violations, or ultra vires decisions.

### A shareholder or a group of shareholders holding 10% of the total ordinary shares or higher is entitled to nominate anyone as members of the Board of Directors or Control Board. The nomination of candidates to the Board of Directors and the Control Board is carried out as follows:

### Ordinary shareholders shall form a group to nominate candidates to the Board of Directors and the Control Board shall notify the meetings of groups of attending shareholders before the opening of the General Meeting of Shareholders;

### According to the number of Members of the Board of Directors and the Control Board, the shareholder or group of shareholders mentioned in Clause 2 of this Article shall nominate one or some candidates for the Board of Directors and the Control Board under a decision of the General Meeting of Shareholders. In case the number of candidates nominated is smaller than the maximum number of candidates they may nominate according to a decision of the General Meeting of Shareholders, other candidates shall be nominated by the Board of Directors, the Control Board, and other shareholders.

### 5. Other rights as prescribed by the Law on Enterprises and the Company’s Charter.

## THE OBLIGATIONS OF SHAREHOLDERS

### Shareholders must fully and punctually pay for the subscribed shares within 90 (*ninety*) days from the day on which the Enterprise Registration Certificate is issued and shall be liable for debts and other asset obligations of the company to the extent of the capital contributed to the company. Shareholders must not withdraw capital contributed by ordinary shares in any form unless such shares are repurchased by the company or other persons. In case a shareholder withdraws partially of fully contributed share capital against this Clause, such shareholder and people with related interests in the company are jointly responsible for the debts and other liabilities of the company up to the value of withdrawn shares and the damage caused.

### Complying with the Company’s Charter, internal rules and regulations.

### Complying with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

### Keeping confidential information provided by the company following the company's Charter and the law; only use the provided information to perform and protect their lawful rights and interests; do not spread or share information provided by the company to any other organization or individual.

### Fulfilling other obligations prescribed in the Law on Enterprises and the Company’s Charter.

### An ordinary shareholder shall be personally liable when acting on behalf of the company in any form to commit one of the following acts:

### Breaking laws;

### Conducting business and other transactions for self-interest or benefits of other organizations and individuals;

### Paying undue debts when financial risk may occur to the company.

## ORDINARY SHARES OF FOUNDING SHAREHOLDERS

### A new joint-stock company must have at least 03 founding shareholders; a joint-stock company converted from a state-owned company or limited liability company, or derived from a division, split, amalgamation, the merger of another joint-stock company is not required to have founding shareholders.

### The founding shareholders must subscribe together at least 20% of the total authorized ordinary shares upon business registration.

### Within 03 years from the issuance date of the Enterprise Registration Certificate, ordinary shares of founding, shareholders can be transferred to other founders without being subject to any restriction and to people other than founding shareholders if it is approved by the General Meeting of Shareholders. In this case, the founding shareholder as the transferor does not have the right to vote on the transfer of such shares.

### Restrictions under Clause 3 of this Article are not applied to the following ordinary shares:

### Shares which are obtained in addition to the first subscription after the enterprise registration;

### Shares which are transferred to other people other than founding shareholders.

## VOTING PREFERENCE SHARES AND RIGHTS OF HOLDERS THEREOF

### Voting preference shares are ordinary shares with more votes than other ordinary shares. The number of votes of a voting preference share shall be 2/1.

### Only organizations authorized by the government and founding shareholders may hold voting preference shares. The voting preference of founding shareholders is only effective for 03 (three) years from the issuance date of the Enterprise Registration Certificate. After this period, voting preference shares of founding shareholders shall be converted into ordinary shares.

### Holders of voting preference shares have the rights to:

### Vote on the issues within the competence of the General Meeting of Shareholders with the number of votes prescribed hereof;

### Have other rights of ordinary shareholders, except for transferring such shares to other persons.

### Holders of voting preference shares must not transfer these shares to other persons unless it is demanded by an effective court judgment or decision or transferred by inheritance laws.

## SHARES WITH PREFERRED DIVIDENDS AND RIGHTS OF HOLDERS THEREOF

### Shares with preferred dividends are shares that pay higher dividends than dividends of ordinary shares, or that pay a fixed number of annual dividends. Annual distributed dividends include fixed dividend and bonus dividends; fixed dividend does not depend on the company’s business outcome. The level of fixed dividend and method for determination of bonus dividends shall be written on the certificates of shares with preferred dividends.

### Holders of shares with preferred dividends have the rights to:

### Receive dividends as prescribed;

### Receive a proportion of remaining assets corresponding to their holding upon the Company’s dissolution or bankruptcy after the Company has paid all debts and redeemable preferred shares;

### Exercise other rights of ordinary shareholders, except for having the voting right, attending the General Meeting of Shareholders, nominating candidates for the Board of Directors and the Control Board.

## REDEEMABLE PREFERRED SHARES AND RIGHTS OF HOLDERS THEREOF

### Redeemable preferred shares are shares that will be redeemed any time by the Company following the request of their holders or under the conditions written thereon.

### Holders of redeemable preferred shares have the same rights as ordinary shareholders, except for having the voting right, attending the General Meeting of Shareholders, nominating candidates for the Board of Directors and the Control Board.

## SHARES

### Shares are in the form of a certificate issued by the Company or a record in a register that recognizes the ownership of one share or a number of shares of the Company.

### If there is a mistake in the content and format of a share certificate issued by the Company, the rights and interests of their holders shall not be affected. The legal representative of the Company shall take responsibilities for any damage caused by such mistakes.

### In case a share certificate is lost, torn, burnt or otherwise destroyed, its holder shall be reissued with another share certificate at the shareholder's request, which shall present the following information:

### Information on the share certificate which is lost, damaged or destroyed by other manners;

### Commitments to take responsibilities for disputes arising from the re-issuance of the new share certificate.

## SHAREHOLDER REGISTER

### Every joint-stock company shall make and keep a shareholder register from the issuance date of the Enterprise Registration Certificate. The shareholder register may be paper documents or electronic data recording information about share ownership of shareholders.

### The shareholder register shall be kept at the Company’s headquarter or other organizations whose function is to archive the register. Shareholders are entitled to inspect, search for, excerpt or copy names and contact addresses of Company’s shareholders recorded in the register.

## SHARE OFFERING

### Share offering means an event where the Company increases the number of shares or types of shares which are eligible to be offered to increase the charter capital.

### Share offering may be carried out in one of the following forms:

### Offering to existing shareholders;

### Public offering;

### Private placement of shares.

### Regulations of law on securities shall apply to the public offering of shares, offering of shares of listed companies and public companies.

### The Company shall register change to charter capital within 10 days of completion of the share offering.

## SHARE TRANSFER

### Shares may be freely transferred, except for the cases mentioned in Clause 3 Article 120 of the Law on Enterprises and the Company’s charter contains regulations on restriction on share transfer. In case the Company’s charter contains regulations on restriction on share transfer, these regulations are only effective when they are specifically written in share certificates.

### A transfer shall be made into a contract or a transaction on the securities market. In case the transfer is made into a contract, transfer documents must have the signatures of the transferor and the transferee (or their representatives). In case the transfer is made through a transaction on the securities market, the procedures and recording of ownership shall comply with regulations of law on securities.

### If a shareholder being an individual dies, his/her inheritors according to the will or according to laws shall become a shareholder of the Company.

### If the dead shareholder does not have any inheritor, or the inheritor renounces the inheritance or the inheritor has deprived the right to inherit, such shares shall be settled in accordance with regulations of the law on civil affairs.

### Every shareholder is entitled to give a part or all of their shares in the company to other individuals or organizations or use their shares to pay debts. In such cases, the recipients of shares shall become shareholders of the company.

### Individuals or organizations receiving shares in the cases mentioned in this Article shall only become the Company’s shareholders from the day on which their information mentioned in Clause 2 Article 122 of the Law on Enterprises are fully recorded in the shareholder register.

### The company must register the change of shareholder’s information in the register at requests of relevant shareholders within 24 hours from the time receiving the request as provided under the company’s Charter.

## PRIVATE PLACEMENT OF BONDS

### Private placement of bonds by a joint-stock company that is not a public company means the offering of bonds without mass media to fewer than 100 investors, excluding professional securities investors, that satisfy the following conditions for private placement bond purchasers:

### Strategic investors for privately placed convertible bonds and bonds attached to warrants;

### Professional securities investors for privately placed convertible bonds, warrant-linked bonds and other kinds of privately placed bonds.

### A joint-stock company that is not a public company must satisfy the following conditions to make private placement of bonds:

### The company has fully paid the principal and interest of the bonds that are offered and due or fully paid due debts over the last 03 years before the offering (if any), except the offering of bonds to creditors that are pre-selected finance organizations;

### The company has the audited financial statement of the year preceding the year of the offering;

### The liquidity ratios and prudential ratios are maintained;

### Other conditions prescribed by relevant laws.

## PURCHASES OF SHARES AND BONDS

### A transaction of shares, bonds of the Company may be paid by Vietnam Dongs, a convertible foreign currency, golds, land use right value, the value of intellectual property rights, technologies, technical secrets, and other assets. The payment shall be made in a lump sum.

## REPURCHASE OF SHARES AT THE REQUEST OF SHAREHOLDERS

### 

### 1. Any shareholder who votes opposed to the decision on the company’s restructuring or changes to the shareholders’ rights and obligations prescribed in the company’s charter shall be entitled to request the company to repurchase his/her shares. The request shall be sent to the company within 10 (ten) days from the day on which the General Meeting of Shareholders ratifies the Resolution on the issues mentioned in this Clause.

### 2. The company shall repurchase shares at the request of shareholders as prescribed in Clause 1 of this Article at market prices or prices determined in accordance with the company’s charter within 90 (ninety) days from the day on which the request is received. If an agreement on the price is not reached, both parties may request a professional valuation organization to carry out the valuation. The company shall recommend at least 03 professional valuation organizations for shareholders to choose from. The decision given by such an organization shall be final.

## REPURCHASE OF SHARES UNDER THE COMPANY’S DECISION

### The company may repurchase up to 30% of total ordinary shares that are sold, part of or all of the shares with preferred dividends that are sold as follows:

### The Board of Directors may decide to repurchase up to 10% of total shares of each type that are sold within 12 (twelve) months. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;

### The Board of Directors shall decide a price at which shares shall be repurchased. The repurchase price of ordinary shares must not exceed the market price at the time of repurchase, except for the case mentioned in Clause 3 of this Article. Concerning other types of shares, unless otherwise prescribed by the Company’s Charter or agreed between the Company and relevant shareholders, the repurchase price must not be lower than the market price;

### The Company may repurchase shares held by each shareholder in proportion to his/her holding rate in the Company. In this case, a notification of the decision to repurchase shares must be sent by means that ensure all shareholders shall receive within 30 (thirty) days from the day on which such decision is ratified. Any shareholder that agrees to resell his/her shares shall send a written consent by means that ensure the Company shall receive within 30 (thirty) days from the notification date. The Company shall only repurchase shares offered by the said deadline.

## CONDITIONS FOR PAYMENT AND SETTLEMENT OF REPURCHASED SHARES

### The Company may pay for the repurchased shares to the shareholders as prescribed in Article 21 and Article 22 of this Charter of right after fully paying for the repurchased shares, the Company is still able to pay its debts and other liabilities.

### Shares repurchased under Article 21 and Article 22 of this Charter are considered as retained shares as stipulated in clause 4 of Article 112 of the Law on Enterprises.

### Share certificates that certifies the ownership of repurchased shares must be destroyed as soon as the corresponding shares are fully paid. The Chairperson of the Board of Directors and Director are jointly responsible for the damage caused by failure to destroy or by delaying in destruction of share certificates.

### After repurchased shares are fully paid, if the total asset value written in the Company’s accounting books is reduced by more than 10%, the company shall notify all of its creditors within 15 (fifteen) days from the day on which repurchased shares are fully paid.

## PAYMENT OF DEVIDENDS

### Dividends on preferred shares shall be paid under conditions applied to each type of preferred shares.

### Dividends on ordinary shares are determined according to the net profit earned and the dividend payment extract from the undistributed profit of the Company. A joint-stock company may only pay dividends on ordinary shares when all of the conditions below are satisfied:

### The Company has fulfilled tax liability and other financial obligations as prescribed by law;

### The Company’s funds have been established and developed; previous losses are fully offset against as prescribed by law and the Company’s charter;

### Right after the dividend is fully paid, the Company is still able to pay due debts and other liabilities.

### Dividends may be paid in cash, the Company’s shares, or other assets prescribed by the Company’s charter. If the dividend is paid in cash, the currency shall be in Vietnamese Dong and paid by eligible methods as stipulated in laws.

### Dividend must be fully paid within 06 months from the end of the Annual General Meeting of shareholders. The Board of Directors shall make a list of shareholders receiving dividends, determine the levels of dividend on each share, deadline and method of payment at least 30 days before the dividend payment. Notification of dividend payment shall be sent by registered mails to addresses in the shareholder register at least 15 (fifteen) days before dividend payment.

### If a shareholder transfers his/her shares during the period from the completion of the compilation of the list of shareholders and the time of dividend payment, the transferor shall receive a dividend from the Company.

## WITHDRAWAL OF PAYMENT FOR REPURCHASED SHARES OR DIVIDENDS

### If repurchased shares are paid against regulations in Clause 1 Article 23 of this Charter or dividends are paid against regulations in Article 24 of this Charter, shareholders shall return the Company the money or assets they receive; in case a shareholder is not able to do so, all members of the Board of Directors shall be jointly responsible for the debts and liabilities up to the value of money or assets that are not returned by shareholders.

**CHAPTER 3**

**ORGANIZATIONAL STRUCTURE OF THE COMPANY**

## ORGANIZATIONAL STRUCTURE

The organizational structure of the Company includes:

* + - 1. The General Meeting of Shareholders,
      2. The Board of Directors;

1. The General Director;
2. Control Board.

## GENERAL MEETING OF SHAREHOLDERS

### 

### The General Meeting of Shareholders consists of all shareholders having the right to vote and is the supreme regulatory body of a joint-stock company.

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

### Ratifying the company’s development orientation;

### Deciding on types of shares and amount of each type of authorized shares; deciding on annual dividend payment of each type of shares;

### Electing, dismissing, discharging from duty members of the Board of Directors and Controllers;

### Deciding on investment or sale of assets of which the values are from or higher than 35% of the total asset value written in the latest financial statement of the Company, unless a smaller rate is prescribed by the Company’s charter;

### Deciding on amendments to the company’s charter;

### Ratify annual financial statements;

### Deciding to repurchase of more than 10% of total sold shares of each type;

### Considering taking actions against violations committed by the Board of Directors or the Controllers that cause damage to the Company and its shareholders;

### Deciding on the Company’s restructuring and dissolution.

### Deciding the budget or total salaries, bonuses and other benefits of the Board of Directors and the Board of Controllers;

### Approving the rules and regulations of the company, the Board of Directors and the Board of Controllers;

### Approving the list of independent audit companies; choose independent audit companies to carry out audit of the company; dismiss independent audits where necessary;

### Other rights and obligations prescribed by Law and the company's charter.

## BOARD OF DIRECTORS

### The Board of Directors is a regulatory body of the Company, has the power to, on behalf of the Company, make decisions, perform the Company’s rights and obligations beyond the competence of the General Meeting of Shareholders.

### The Board of members has the following rights and obligations:

### Deciding on the strategies, midterm development plans, and annual business plans of the Company;

### Proposing types of shares and total authorized shares of each type;

### Deciding on the sale of retained shares within the number of authorized shares of each type; decide to raise additional capital in other manners;

### Deciding on selling prices of the Company’s shares and bonds;

### Deciding on repurchases of shares according to Clause 1 Article 22 of this Charter;

### Deciding on investment plans and projects of investment within its competence and limits prescribed by law;

### Deciding on solutions for market development, marketing, and technology; approving contracts for sales, loan, borrowing, and other contracts or transactions of which the values are from or higher than 35% of the total asset value written in the latest financial statement of the Company, except for those which are under the competency of the General Meeting of Shareholders as prescribed under point d, clause 2 Article 27, clause 1 and 3 of Article 42 in this Charter;

### Electing, dismissing, discharging from duty the Chairperson of the Board of Directors; designating, dismissing, signing contracts, terminating contracts with the Director and other important managers prescribed by the Company’s charter; deciding salaries, remuneration, bonuses and other benefits of such managers; appointing a representative to participate in the Board of members or the General Meeting of Shareholders of another Company; deciding on wages and other benefits of such persons;

### Supervising, directing the Directors and other managers to run the Company’s everyday business operation;

### Deciding on the organizational structure, rules and regulations of the company, establishment of subsidiaries, branches, representative offices, capital contributions to or purchase of shares of other enterprises;

### Approving the agenda and documents of the General Meeting of Shareholders, convening the General Meeting of Shareholders or carrying out absentee voting for the General Meeting of Shareholders to ratify decisions;

### Submitting annual financial statements to the General Meeting of Shareholders;

### Proposing the level of dividend payment; deciding on the deadline and procedures for dividend payment or settlement of losses incurred during the business operation;

### Proposing restructuring, dissolution, petition for bankruptcy of the Company.

### The Board of Directors shall approve resolutions or decisions by way of voting at meetings. Each Board member shall have 01 (*one*) vote.

### If the Board of Directors passes a resolution or decision which is contrary to the applicable laws, resolutions of the General Meeting of Shareholders or the Charter, and it causes damage to the Company, then the Board Members who approved such resolution or decision shall jointly be liable and compensate the Company for the damage; any Board Members who opposed such resolution shall be relieved from liabilities. In such a case, a shareholder shall have the right to fill a request to a Court to suspend implementation of such resolution or decision.

### Unless otherwise decided by the General Meeting of Shareholders, the Board of Directors shall have 03 (*three*) members elected by the General Meeting of Shareholders by way of cumulative voting. The term of office of a Board Member shall be 05 (*five*) years and a Board Member may be re-elected for an unlimited number of terms. An individual shall only be elected to be an independent member of the Board of Directors at a company for no more than 02 *(two)* consecutive terms

### A Board Member must have full capacity for civil acts, possess professional experience and expertise in business management of the Company and not be prohibited in any way from managing an enterprise under the Law on Enterprises.

### A Board Member may be dismissed or removed from office by a decision of the General Meeting of Shareholders or in circumstances provided in the Enterprise Law.

### Board Members may demand the Executives (*excluding the Chairman, other Board Members*) of the Company to provide information and documents on the financial situation and business operations of the Company and of units in the Company.

## THE CHAIRPERSON OF THE BOARD OF DIRECTORS

### The Chairperson of the Board of Directors is elected amongst the Board members and dismissed by the Board.

### The Chairperson of the Board of Directors has the following rights and obligations:

### Formulating operation plans of the Board of Directors;

### Preparing agendas, contents, and documents of meetings; convening and chairing meetings of the Board of Directors;

### Organizing the ratification of resolutions or decisions of the Board of Directors;

### Supervising the implementation of resolutions and decisions of the Board of Directors;

### Chairing meetings of the General Meeting of Shareholders and the Board of Directors.

### If the Chairperson of the Board of Directors is absent, the Chairperson shall authorize another member in writing to perform rights and duties of the Chairperson of the Board of Directors. In case no member is authorized or the Chairperson is dead, missing, detained, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation centre, making a getaway; has limited legal capacity or is incapacitated, has difficulty controlling his/her behavior, is prohibited by the court from holding certain positions or doing certain works, one of the Board of Directors shall convene a meeting with the remaining members to elect one of them as the interim Chairperson under the majority rule until a new decision is issued by the Board of Directors.

4. If considered necessary, the Board of Directors may decide to appoint a secretary for the Company. The Company’s secretary has the following rights and obligations:

a. To assist the convention of meetings of the General Meeting of Shareholders or of the Board of Directors; to record minutes of meetings;

b. To assist members of the Board of Directors to exercise their assigned rights and perform their assigned obligations;

c. To assist the Board of Directors to apply and implement the corporate governance principles;

d. To assist the company to build up the relationship with the shareholders and protect the lawful rights and interests of the shareholders; to comply with the obligations to provide and disclose information and comply with administrative procedures.

e. Other rights and obligations as prescribed in the Company’s Charter (if any).

## GENERAL DIRECTOR

### The Board of Directors shall appoint one of them as or hire a General Director.

### The General Director shall run the company’s daily business, be supervised by the Board of Directors, take responsibilities to the Board of Directors for performance of given rights and obligations. A Director shall have a term of office of up to 05 *(five)* years without term limit. Standards and conditions for the Director are the same as those prescribed in Article 64 of Law on Enterprises.

### The General Director has the following rights and obligations:

### Deciding important issues related to the Company’s everyday business without decision of the Board of Directors;

### Organizing the implementation of resolutions and decisions of the Board of Directors;

### Organizing the implementation of business plans and investment plans of the Company;

### Proposing a organizational structure, internal rules and regulations of the Company;

### Designating, dismissing, discharging from duty the Company’s managers, except for the positions within the competence of the Board of Directors;

### Deciding on the salaries and other benefits of the Company’s employees, including the managers designated by the General Director;

### Hiring employees;

### Suggesting plans for dividend payments or loss settlement.

### 4. The General Director shall run the Company’s daily business in accordance with law, the Company’s charter, employment contracts with the company, and resolutions and decisions of the Board of Directors. If the General Director commits any violation which causes damage to the Company, the General Director shall take liabilities and pays compensation for the Company.

## SALARIES, REMUNERATION, AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF DIRECTORS, DIRECTOR

### The Company is entitled to pay remuneration and bonuses to Members of the Board of Directors, salaries and bonuses to the General Director and other managers according to the business outcome.

### The salaries, renumeration, bonuses and other benefits of members of the Board of Directors or General Director is paid as followed:

### a. Members of the Board of Directors are entitled to remuneration for work and bonuses. Remuneration for work is calculated on the basis of the working days which are necessary to fulfil the duties of the members of the Board of Directors and the daily rate of remuneration. The Board of Directors shall estimate the remuneration for each member on the principle of agreement. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting;

### b. Members of the Board of Directors are entitled to reimbursement of expenses for meals, accommodation and travel and other reasonable expenses in order to fulfil their delegated duties;

### c. The general director is entitled to salary and bonuses. The salary and bonuses of the director or general director shall be decided by the Board of Directors.

### 3. Remuneration of each Member of the Board of Directors and salaries of the General Director and other managers shall be included in the Company’s operating cost in accordance with regulations of law on corporate income tax, be recorded as a separate item in the Company’s financial statement and be reported at the annual general meeting.

## RESPONSIBILITIES OF THE COMPANY’S MANAGERS

### Members of the Board of Directors, the General Director, and other managers have responsibilities to:

### Perform given rights and obligations in accordance with the Law on Enterprises, relevant regulations of laws, the Company’s Charter, and Resolutions of the General Meeting of Shareholders;

### Perform given rights and obligations in a truthful, careful manner to ensure Company’s legitimate interests;

### Act in the best benefit of the Company and shareholders; do not use information, secrets, business opportunities of the company; do not misuse positions, power, or assets of the Company for self-seeking purposes or serving interests of other entities;

### Promptly and accurately notify the Company about issues stipulated in clause 2 Article 164 of the Law on Enterprises.

### The member of the Board of Directors, Director/General Director or executive that violates Clause 1 of this Article shall be personally or jointly responsible for the loss, return the benefits received and pay damages to the company and the third parties.

## THE AUTHORITY TO CONVENE GENERAL MEETINGS OF SHAREHOLDERS

### An annual general meeting shall be held one per year. Apart from annual general meetings, extraordinary general meetings may be held. The meeting location is the place where the chairperson attends and shall be within Vietnam’s territory.

### An annual general meeting shall be held within 04 (four) months from the end of the fiscal year. The Board of Directors decides to extend this deadline where necessary but shall not exceed 06 *(six)* months from the end of the fiscal year. The Annual General Meeting of Shareholders shall discuss and ratify the following issues:

### The Company’s annual business plan;

### The annual financial statement;

### Reports of the Board of Directors on business administration and performance of the Board of Directors and each member thereof;

### Reports of the Control Board on the Company’s business outcome, performance of the Board of Directors, the Director;

### Self-assessment reports of the Control Board and each Controller;

### Level of dividend on each share of each type;

### Other issues within the competence of the General Meeting of Shareholders.

### The Board of Directors shall convene the annual or extraordinary General Meeting of Shareholders in the following cases:

### The meeting is deemed necessary for the Company’s benefit;

### The number of remaining members of the Board of Directors, the Control Board is fewer than the minimum number prescribed by law;

### The meeting is requested by the shareholder or group of shareholders mentioned in Clause 2 Article 9 of this Charter;

### At the request of the Control Board.

### The Board of Directors shall convene a General Meeting of Shareholders within 30 *(thirty)* days from the day on which the number of remaining members of the Board of Directors is as prescribed in point b, Clause 3 or the request mentioned in Point c and Point d of Clause 3 of this Article is received. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairperson of the Board of Directors and members of the Board of Directors shall take legal responsibility and pay compensation for any damage to the Company.

### If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 4 of this Article, the Control Board shall convene the General Meeting of Shareholders within the next 30 *(thirty)* days instead of the Board of Directors in accordance with this Law.

### If the Control Board fails to convene the General Meeting of Shareholders as prescribed, the Control Board shall take legal responsibility and pay compensation for any damage to the company.

### If the Control Board fails to convene the General Meeting of Shareholders as prescribed in Clause 5 of this Article, the shareholder or group of shareholders mentioned in Clause 2 Article 9 of this Charter is entitled to, on behalf of the company, convene the General Meeting of Shareholders in accordance with this Law.

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

* + - 1. Making a list of shareholders entitled to attend the meeting;
      2. Providing information and settling complaints about the list of shareholders;
      3. Preparing documents for the meeting;
      4. Drafting Resolutions of the General Meeting of Shareholders according to the contents which are expected to be discussed at the meeting; preparing a list and descriptions of candidates for the election of members of the Board of Directors and the Control Board;
      5. Determining the time and location of the meeting;
      6. Sending invitations to every shareholder entitled to attend the meeting as prescribed under the Enterprise Law and this Charter;
      7. Performing other tasks for the meeting.

### 8. The cost of convention and organization of the General Meeting of Shareholders prescribed in Clauses 4, 5, and 6 of this Article shall be reimbursed by the Company.

## CONDITIONS FOR CONVENING THE GENERAL MEETING OF SHAREHOLDERS

### A General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents higher than 50% of the total votes;

### If the condition for holding the first General Meeting prescribed in Clause 1 of this Article are not satisfied, the second General Meeting shall be held within 30 *(thirty)* working days from the date on which the first General Meeting is expected to be held, unless otherwise prescribed by the Company’s charter. The second General Meeting of Shareholders shall be held when the number of shareholders attending the second meeting represents at least 33% of votes; the specific ratio shall be prescribed by the Company’s charter.

### If the condition for holding the second General Meeting prescribed in Clause 2 of this Article are not satisfied, the third General Meeting shall be held within 20 *(twenty)* working days from the date on which the second General Meeting is expected to be held, unless otherwise prescribed by the company’s charter. In this case, the second General Meeting of Shareholders shall be held regardless of the number of votes of the attending shareholders.

### 4. Only the General Meeting of Shareholders is entitled to change the agenda enclosed with the invitation mentioned in Article 37 of this Charter.

## MEETING AND VOTING PROCESS AT GENERAL MEETING OF SHAREHOLDERS

### Meeting and voting process at the General Meeting of Shareholders shall be as follows:

### Registration of shareholders who attend the General Meeting of Shareholders shall be carried out the day before opening the meeting;

### The Chairman, the Secretary, and a voting committee are prescribed as follows:

### The Chairperson of the Board of Directors shall by himself or authorize another Board member to chair the General Meeting of Shareholders convened by the Board of Directors; In case the Chairperson is temporarily absent or not capable of working, other members of the Board of Directors shall elect one of them to chair the meeting under the majority rule; If a chairman is not elected, the Chief of the Control Board shall direct the General Meeting of Shareholders to elect a chair and the person that receives the most votes shall chair the meeting;

### In other cases, the person who signs the decision to convene the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect a chair and the person that receives the most votes shall chair the meeting;

### The chairman shall appoint one or some people as a secretary(ies) to make the minutes of the General Meeting;

### The General Meeting of Shareholders shall elect one or some people to the voting committee at the request of the Chairman.

### The agenda and contents of General Meeting of Shareholders must be ratified by the General Meeting of Shareholders at the opening session. The agenda must specify the time for each issue of the meeting;

### 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;

### The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. The voting shall be carried out by voting in favour, opposed or abstained. The vote counting result shall be announced by the chairman right before the end of the meeting;

### Shareholders or authorized participants who arrive after the opening of the meeting may register and has the right to vote after registration; in this case, the effect of the issues voted on previously shall remain unchanged;

### The convener of the General Meeting of Shareholders has the rights to:

### Request all participants to undergo inspection or other legitimate, reasonable security measures;

### Request competent authorities to keep the order of the meeting; expel those who act against the chair's direction, cause disruption, obstruct the normal progress of the meeting, or refuse to comply with security check requirements from the General Meeting of Shareholders;

### The chairperson is entitled to postpone the General Meeting of Shareholders that has a sufficient number of participants for up to 03 working days from the date it is expected to occur. The meeting shall only be delayed or changed its location in the following cases:

### The current location does not have convenient seats for all participants;

### Communication devices at the current location are not sufficient for attending shareholders to discuss and vote;

### There is a participant that disrupts the order and threatens to obstruct the fair and legal progress of the meeting. The delay shall not exceed 03 days from the initial opening date.

### 9. If the Chairman delays or suspends the General Meeting of Shareholders against Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the participants to replace the chairman until the end of the meeting; all Resolutions ratified at the meeting shall be effective.

## LIST OF SHAREHOLDERS ENTITLED TO ATTEND GENERAL MEETING OF SHAREHOLDERS

### The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled according to the Company’s shareholder register. The list of shareholders entitled to attend General Meeting of Shareholders shall be made no later than 10 days before invitations to the General Meeting of Shareholders are sent unless a longer period is prescribed under the Company’s charter.

### The list of shareholders entitled to attend the General Meeting of Shareholders shall contain full names, permanent residences, nationalities, legal identity numbers of shareholders being individuals; names, enterprise codes or legal certificate numbers of organizations, addresses of headquarters of shareholders being organizations; the amount of each type of shares; shareholder registration date and the number of each shareholder.

### 3. Shareholders are entitled to inspect, search for, excerpt or copy names and contact addresses of whom in the list of shareholders eligible to attend the General Meeting of Shareholders; request adjustment to incorrect information or addition of necessary information about themselves to the list. The Company’s manager must promptly provide information about in the shareholder register, adjust incorrect information at the request of shareholders; pay compensation for damage caused by failure to provide information or failure to provide timely, accurate information in the shareholder register on request. Procedures for requesting provision of information in the shareholder register shall comply with the Company’s charter.

## AGENDA AND CONTENTS OF GENERAL MEETING OF SHAREHOLDERS

### The convener of the General Meeting of Shareholders shall prepare an agenda and contents of the meeting.

### The shareholder or group of shareholders mentioned in Clause 2 Article 9 of this Charter is entitled to propose additional issues to the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 02 working days before the opening date unless otherwise prescribed by the Company’s charter. The proposal must specify the name(s) of shareholder(s), amount of each type of shares or equivalent information, additional issues proposed to the agenda.

### In case the proposal mentioned in Clause 2 of this Article is rejected by the convener of the General Meeting of Shareholder, a written response and explanation must be provided at least 02 days before the opening day. A proposal may only be rejected in the following cases:

### The proposal is not sent by the deadline; or the proposal is not adequate or not valid;

### The proposed issue is beyond the competence of the General Meeting of Shareholders.

### 4. The convener of the General Meeting of Shareholders must accept and include the proposal mentioned in Clause 2 of this Article to the expected agenda and contents of the meeting, except for the case in Clause 3 of this Article. The proposal shall be officially included on the agenda and contents of the meeting if it is approved by the General Meeting of Shareholders.

## INVITATION TO THE GENERAL MEETING OF SHAREHOLDERS

### The convener of the General Meeting of Shareholders shall send invitations to all whom in the list of shareholders entitled to attend the General Meeting of Shareholders at least 21 days before the opening date unless a longer period is prescribed by the Company’s charter. Every invitation must contain the name, headquarter address, enterprise ID number; name, permanent residence of the shareholder; time and location of meeting, and other requirements applied to participants.

### Invitations shall be sent by secure methods to addresses of shareholders; the invitation shall also be posted on the Company’s website; in case where necessary, the Company may post on central or local daily newspapers.

### The invitation shall be enclosed with the following documents:

### The agenda, documents used in the meeting, and the draft of resolutions on each issue on the agenda;

### Ballots;

### The form proxy appointment to attend the meeting.

### 4. If the Company has a website, meeting documents mentioned in Clause 3 of this Article may be posted on such website instead of being enclosed with the invitation. In this case, the invitation must specify the site and method of downloading documents, and the Company must send such meeting documents to shareholders at their request.

## FORMALITIES TO RATIFY RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS

### The General Meeting of Shareholders shall ratify decisions within its competence by voting at the meeting or by absentee voting.

### The General Meeting of Shareholders has the right to pass resolutions within its authority by means of written consent on all matters including, but not limited to, the following issues:

### Amendments to the Company’s charter;

### The Company’s development orientation;

### Types of shares and total amount of each type;

### Election, dismissal, discharge from duty of any member of the Board of Directors and the Control Board;

### Decisions to make investments or sell assets of which the values are equal to or higher than 35% of the total asset value written in the latest financial statement of the company, or a smaller rate prescribed by the company’s charter;

### Annual financial statements;

### Change of business lines and sectors;

### Change of the organizational structure and management of the Company;

### Restructuring or dissolution of the Company.

### Conditions for passing resolutions by way of voting at meetings

#### A resolution of the General Meeting of Shareholders on the following matters shall be adopted if it is approved by a number of Shareholders representing at least 65% (*sixty-five percent*) of the total number of voting shares of all attending Shareholders:

* + - * 1. Classes of shares and the total number of shares of each class;
        2. Change of business lines and business sectors;
        3. Change of the organizational and managerial structure of the Company;
        4. Investment project or sale of assets which are valued from more than 35% (*thirty-five percent*) of the total value of assets recorded in the latest financial statements of the Company; and
        5. Restructuring or dissolution of the Company.

#### A resolution of the General Meeting of Shareholders on matters not stipulated in Articles 39.3.a and 39.3.c shall be adopted if it is approved by a number of Shareholders holding above 50% (*fifty percent*) of the total voting shares of all attending Shareholders.

#### Voting to elect members of the Board of Directors and that of the Control Board shall be implemented by the method of cumulative voting, whereby the total number of votes of each shareholder shall be the product of the total number of shares he/she owns and the number of members to be elected to the Board of Directors or to the Control Board. Each Shareholder shall have the right to cast all or a part of his/her votes for 01 (*one*) or more candidates. Elected candidates shall be determined on the basis of a descending vote count, starting with the candidate with the highest number of votes until it matches the number of members required in Charter. If there are two or more candidates getting equal votes for being the last member of the Board of Directors or the Control Board, a re-election shall be held to elect the last member amongst them or select based on criteria provided under election regulations.

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### Conditions for passing resolutions by way of collecting written opinions

#### Where a resolution is passed by way of collection of written opinions, a resolution of the General Meeting of Shareholders shall be adopted if it is approved by a number of Shareholders holding above 50% (*fifty percent*) of the total voting shares. Authority and procedures for collecting written opinions shall be in compliance with the Enterprise Law. A resolution which is passed by the way of collection of written opinions of shareholders shall have the same validity as a resolution passed in a meeting of the General Meeting of Shareholders.

### A resolution of the General Meeting of Shareholders shall be effective as from the date it is passed or as from the effective date stated in such resolution. Any resolution of the General Meeting of Shareholders which is passed by 100% (*one hundred percent*) of the total number of voting shares shall be legal and shall become effective even if the order and procedures for passing such resolution is not correctly implemented in accordance with regulations.

### Resolutions of the General Meeting of Shareholders shall be notified to all Shareholders entitled to attend a meeting of the General Meeting of Shareholders within 15 (*fifteen*) days from the date on which that resolution is adopted. In case the Company has its own website, the resolutions may be published on the website of the Company.

### A resolution on adverse changes to rights and obligations of preference shareholders may only be ratified if it is voted for by a number of preference shareholders that participate in the meeting and hold at least 75% of the same kind of preference shares. In case of questionnaire survey, it needs to be approved by a number of preference shareholders that holding at least 75% of the same kind of preference shares.

## THE MINUTES OF GENERAL MEETING OF SHAREHOLDERS

### 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 foreign language is permitted) and must include the following essential information:

### Name, headquarter address and enterprise’s code of the Company;

### Time and location of the General Meeting of Shareholders;

### Agenda and contents of the meeting;

### Full names of the chairman and secretary;

### Summary of the meeting and opinions given at the General Meeting of Shareholders with regard to each issue in the agenda;

### The number of shareholders and the total number of votes of attending shareholders; list of registered shareholders, representatives of shareholders and their number of shares and votes;

### The total votes on each issue, specifying the voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; a ratio corresponding to the total votes of attending shareholders;

### Ratified issues and their ratio of affirmative votes;

### Full names and signatures of the chairman and secretary.

### In the event that the chairperson and the secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson and the secretary to sign the minutes.

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

### The minutes of the General Meeting of Shareholders must be completed and ratified before the end of the meeting.

### The chairman and secretary, or others signing on the meeting minutes, must be jointly responsible for the truthfulness and accuracy of the minutes.

### The minutes of the General Meeting of Shareholders must be sent to every shareholder within 15 days from the ending date of the meeting; the vote counting record may be posted on the Company’s website (if any) instead of being sent to shareholders.

### 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.

## MINUTES OF MEETINGS OF THE BOARD OF DIRECTORS

### Meetings of the Board of Directors shall be recorded in writing, audio recordings, or other electronic means. The minutes must be made in Vietnamese languages (additional foreign languages are permitted) and contain the following information:

### The Company’s name, address of the headquarter, enterprise’s code;

### Purposes, agenda, and contents of the meeting;

### Time and location of the meeting;

### Full name of each attending member or their proxy, method of participation; full name of absent members and reasons for the absence;

### Issues discussed and voted on at the meeting;

### Summary of opinions of each attending member in chronological order;

### Voting result, specifying the members that casts affirmative votes, negative votes, and abstentions;

### The ratified issues and the corresponding ratio of in-favor votes;

### Full names, signatures of the chairman and the secretary.

### Although where the chairperson and the secretary refuse to sign, the minutes is deemed to be valid if it is signed by all other attending members of the Board of Directors and presents fully contents as prescribed under points a, b, c, d, e, f, g, h and i of clause 1 under this Article.

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### The chairman, the secretary and any other person signing the minutes are responsible for the truthfulness and accuracy of the minutes of the Board of Directors meeting.

### Minutes of the Board of Directors meetings and documents used during the meetings shall be kept at the Company’s headquarter.

### 5. The minutes made in Vietnamese language and those in foreign languages shall have equal validity. In case of any discrepancy between the Vietnamese version and foreign language version, the former shall prevail.

## CONTRACTS AND TRANSACTIONS SUBJECT TO APPROVAL BY THE GENERAL MEETING OF SHAREHOLDERS OR THE BOARD OF DIRECTORS

### Contracts and transactions between the Company and the following related persons are subject to an approval by the General Meeting of Shareholders or the Board of Directors:

### Shareholders and authorized representative of shareholders being organizations that own more than 10% of ordinary shares of the Company and their related persons;

### Members of the Board of Directors, the Director, and their related persons;

### Enterprises that members of the Board of Directors, Controllers, Directors or General Directors and other managers of the Company must declared as stipulated in Clause 2 Article 164 of the Law on Enterprise.

### The Board of Directors approves contracts and transactions which are mentioned in clause 1 of this Article and valued smaller than 35% of the Company’s total asset value written in the latest financial statement. The legal representative of the Company shall send to members of the Board of Directors or published at the headquarter or branches of the Company the draft of such contracts or a notification about primary matters of such transactions. The Board of Directors shall decide whether to approve the contract or transaction within (15) fifteen days receiving the notification; members of the Board with related interests do not have voting right.

### The General Meeting of Shareholders shall approve the following contracts and transactions:

### Any contract or transaction other than the ones provided under clause 2 of this Article;

### Contracts or transactions that involve borrowing, lending, selling assets that are worth more than 10% of the company’s total assets according to the latest financial statement, which are made between the company and shareholders that hold at least 51% of the total voting shares or their related persons.

### If a contract or transaction specified in Clause 3 of this Article is approved, the person who concludes the contract or conducts the transaction on behalf of the company shall send a notification to the Board of Directors and Controllers of the entities related to such contract or transaction together with the draft contract or summary of the transaction. The Board of Directors shall submit the draft contract or explain the contract or transaction at the GMS or carry out a questionnaire survey. In this case, shareholders that are related to the parties to the contract or transaction must not vote. The contract or transaction shall be approved in accordance with Clause 1 and Clause 4 Article 148 of this Law, unless otherwise prescribed by the company's charter.

### A contract or transaction shall be annulled under a decision of a Court and dealt with in accordance with law when it is concluded or carried out without an approval as prescribed in Clause 2 and Clause 3 of this Article and causes damage to the Company; the person that concludes the contract, related shareholders, related members of the Board of Directors, the related Director are jointly responsible for paying compensation and return the incomes derived from such contract or transaction to the Company.

### The company shall disclose related contracts and transactions in accordance with relevant laws.

## CONTROL BOARD

* + 1. The Control Board shall be a body having the authority to supervise the Board of Directors and the Director with respect to management and administration of the Company on behalf of the General Meeting of Shareholders. The Control Board shall act independently from the Board of Directors and the Managers and shall report to the General Meeting of Shareholders.
    2. The Control Board shall have the following rights and duties:
       1. Supervising the Board of Directors and the General Director with respect to management and administration of the Company;
       2. Inspecting the reasonableness, legality, truthfulness and prudence in management and administration of business activities; and the systematic nature, consistency and appropriateness of statistic and accounting work and preparation of financial statements;
       3. Evaluating the completeness, lawfulness and truthfulness of reports on business, semi-annual and annual financial statements and reports on evaluation of the management of the Board of Directors; and presenting the evaluation reports at annual meetings of the General Meeting of Shareholders;
       4. Reviewing contracts or transactions with related persons which are approved by the Board of Directors or the General Meeting of Shareholders. Giving advise where there are contracts or transactions necessary to be ratified by the Board of Directors or the General Meeting of Shareholders.
       5. Reviewing, inspecting and evaluating the effectiveness and efficiency of systems of internal control, internal audit, risk management and early warning of the Company;
       6. Reviewing accounting books, records of accounts and other documents of the Company, and the management and administration of the operations of the Company if deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or as requested by a Shareholder or group of Shareholders as stipulated in Article 9.2 of this Charter;
       7. Upon a request by a Shareholder or group of Shareholders as stipulated in Article 9.2 of this Charter, the Control Board shall carry out an inspection within a period of 07 (*seven*) working days from the date receiving the request. The Control Board must submit a report on the result of the inspection to the Board of Directors and the Shareholder or group of Shareholders who requests within a period of 15 (*fifteen*) days from the date of completion of the inspection;

### The inspection stipulated in this clause may not disrupt normal activities of the Board of Directors and shall not interrupt the administration of the business operation of the Company;

* + - 1. The Control Board may recommend to the Board of Directors or the General Meeting of Shareholders any change and improvement in the organizational and management structure, supervision and administration of the business operation of the Company;
      2. Upon discovery of a member of Board of Directors or General Director who is in breach of the provision under Article 32 of this Charter, the Control Board must give an immediate written notice to the Board of Directors and request the violator to cease the breach and take measures to remedy any consequence;
      3. The Control Board have the right to attend and participate in the discussion at meetings of the General Meeting of Shareholders and of the Board of Directors and other meetings of the Company;
      4. The Control Board may use an independent consultant or the internal audit department of the Company to perform the delegated duties;
      5. The Control Board may consult the Board of Directors prior to submission of any report, conclusion and recommendation to the General Meeting of Shareholders;
      6. The Control Board shall perform other powers and duties as stipulated in the Law on Enterprises, this Charter and resolutions of the General Meeting of Shareholders.
    1. Unless otherwise decided by the General Meeting of Shareholders, the Control Board shall have from 01 to 05 controllers elected by the General Meeting of Shareholders by way of cumulative voting. The term of office of a member of the Control Board shall be 05 (*five*) years and a member of the Control Board may be re-elected for an unlimited number of terms.
    2. The Chief Controller shall be elected by the Board of Controllers among the Controllers. The Chief Controller shall be elected and dismissed under the majority rule. Rights and obligations of the Chief Controller shall be specified in the company's charter. More than half of the Controllers shall have permanent residences in Vietnam. The Chief Controller shall have a bachelor’s degree in economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise’s business operation unless higher standards are prescribed in the company's charter.
    3. Provision of information to the Control Board is prescribed as follows: The following documents and information must be sent to Controllers at the same time and by the same means as delivered to members of the Board of Directors

1. The notice of invitation to a meeting, written opinion form to obtain opinions from the Board of Directors and enclosed documents;
2. Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders or the Board of Directors;
3. Reports of the General Director for submission to the Board of Directors or other documents issued by the Company.
4. Controllers have the right to access files and documents of the Company retained at the head office, branches and other locations; have the right to visit the workplace of Managers and employees of the Company during working hours.
5. The Board of Directors, Members of The Board of Directors, managers must provide fully, accurately and promptly all information and documents relating to the management and operation of business activities of the Company upon demand by the members of the Control Board or by the Control Board.
6. The Control Board and members of the Control Board are not permitted to disclose the secrets of the Company.

7. The salaries, renumeration, bonuses and other benefits of members of the Control Board are paid in accordance with the following provisions:

a. Members of the Control Board shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salaries, remuneration, bonuses and other benefits and annual operating budget of the Control Board;

b. Controllers shall be reimbursed for expenses for meals, accommodation, travel and for use of independent consultancy services at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

c. Salaries and operating costs of the Control Board shall be included in business expenses of the company in accordance with the law on corporate income tax and other relevant laws, and must be presented in a separate item in the annual financial statements of the company.

## DISCLOSURE OF INFORMATION ABOUT JOINT-STOCK COMPANIES

### Every joint-stock company shall send the annual financial statement ratified by the General Meeting of Shareholders to a competent authority in accordance with regulations of law on accounting and relevant regulations of law.

### The joint-stock company shall post the following information on its website:

### The company’s charter;

### Resume, qualifications, and professional experience of members of the Board of Directors, Controllers, the Director of the company.

### Annual financial statements ratified by the General Meeting of Shareholders;

### Reports on annual business outcome made by the Board of Directors and the Control Board.

### Any unlisted joint-stock company shall notify the business registration authority where the company’s headquarter is located within 03 working days after having the information or changes of information about full names, nationalities, passport numbers, permanent residences, the number of shares and types of shares held by foreign shareholders, names, enterprise ID numbers, headquarter addresses, amount of shares and type of shares of shareholders being foreign organizations, full names, nationalities, passport numbers, contact addresses of authorized representatives of such organizations.

## RETENTION OF ENTERPRISE’S DOCUMENTS

### The Company must retain the following documents:

### The Company’s charter; the amended Company’s charter; internal managerial regulations; shareholder register;

### Enterprise Registration Certificate; Certificate of industrial property rights; Registration certificate of product, goods or service quality registration; other licenses and certificates;

### Documents proving the company’s ownership of its assets;

### Ballots, records of voting examination results, minutes of meetings of the Board of members, the General Meeting of Shareholders, the Board of Directors; the Company’s decisions;

### The prospectus for offering or listing securities;

### Reports made by the Control Board; conclusions of inspection authorities; conclusions of audit organizations;

### Accounting books, accounting documents, and annual financial statements.

### Other documents are prescribed by Law.

### 2. The documents mentioned in Clause 1 of this Article must be kept at the Company’s headquarter. The retention duration shall comply with relevant regulations of law.

## RULES FOR RESOLUTION OF INTERNAL DISPUTE

1. Disputes between founding shareholders shall be settled through negotiations and conciliation firstly.
2. If a consensus cannot be reached, the dispute shall be heard by a Court as prescribed by law.

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**CHAPTER 4**

**THE ACCOUNTING SYSTEM – PROFIT DISTRIBUTION**

## SUBMISSION OF ANNUAL REPORTS

### At the end of a fiscal year, the Board of Directors shall prepare the following reports and documents:

### The report on the Company’s business outcome;

### The financial statement;

### The report on assessment of management of the company.

### With regard to joint-stock companies required by law to be audited, their annual financial statements must be audited before being submitted to the General Meeting of Shareholders for consideration and ratification.

### The reports and documents mentioned in Clause 1 of this Article must be sent to the Control Board for verification within 30 days before the opening date of the General Meeting of Shareholders.

### The reports and documents prepared by the Board of Directors; the verification reports of the Control Board and audit reports shall be kept at the Company’s headquarter and branches at least 10 days before the opening date of the General Meeting of Shareholders.

### Any shareholder that continuously holds the Company’s shares for at least 01 year is entitled to, whether single-handedly or together with qualified lawyers, accountants, and auditors examine the reports mentioned in this Article within a reasonable time.

## FISCAL YEAR

1. The Company’s fiscal year begins on the first of January of every year and ends on the 31st of December of the same year.
2. The first fiscal year begins on the date of issuance of certificate of enterprise registration and ends on December 31 of the same year.

## THE PRINCIPLES OF POST-TAX PROFIT DISTRIBUTION AND HANDLING BUSINESS LOSSES

### The General Meeting of Shareholders decides on the annual rates and methods for payment of dividends sourced from profit retained by the Company.

### In accordance with the Law on Enterprise, the Board of Directors may decide to pay in advance dividends in midterm if considered suitable to the Company’s profitability.

### The Company shall not pay interest on the payment amount of dividends or the payment amount related to any type of share certificate.

### The Board of Directors may request the General Meeting of Shareholders to ratify the payment of part or all of the dividends by share certificates and the Board of Directors is in charge of implementing this decision.

### In case the payment of dividends or other payment related to any type of share certificate is made in cash, it must be made in Vietnamese Dong. The payment may be made directly or by bank transfer on the basis of detailed bank information provided by shareholders. In the event that the payment is made by the Company via bank transfer in line with the bank information provided by shareholders, the Company shall not be responsible for any failure to receive such payment. The payment of dividends of public share certificates at the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository.

### In accordance with the Law on Enterprises and relevant laws, the Board of Directors ratifies the resolution on selecting a specific day for finalizing and closing the list of shareholders. Pursuant to that day, the subscribers as shareholders or other security owners are entitled to receiving dividends, interests, profit distribution, share certificates, notices or other documents.

### Other issues relating to the profit distribution shall be conducted in accordance with the law.

### The principles of handling business losses: In the case that there is a financial loss indicated by the annual financial statements of the fiscal year, the General Meeting of Shareholders may make the following decisions:

### Extracting from the reserved fund to offset;

### Transferring the loss to the next fiscal year before distributing the profit;

### c. Other decisions agreed upon by the General Meeting of Shareholders without being inconsistent with the law.

## FINANCIAL AUDIT

The accounting book of the Company is duly made and archived as prescribed by law. At the end of the fiscal year, the Company shall make a financial statement to submit to shareholders at least 07 days before the annual meeting day. Within 90 days, from the end of the fiscal year, the financial statement must be sent to the tax authority and the business registration authority.

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**CHAPTER 5**

**establishment, restructuring, dissolution**

## ESTABLISHMENT

The Company shall be established after the approval of founding shareholders for this Charter and the business registration authority shall issue the Enterprise Registration Certificate. The costs in establishment shall be included in the Company’s expense and deducted into the cost of the first fiscal year.

## DIVISION, SEPARATION, CONSOLIDATION, MERGER AND CONVERTION.

### The division, separation, consolidation, merger, and conversion of the Company shall be performed in compliance with Article 198, 199, 200, 201, 203 and 204 of the Law on Enterprises.

## CASES OF DISSOLUTION, PROCEDURES FOR THE LIQUIDATION AND DISSOLUTION OF THE COMPANY

* + 1. The Company shall be dissolved in the following cases:
  1. The operation period written in the Company’s charter expires without a decision on extension;
  2. Under a resolution or decision of the General Meeting of Shareholders;
  3. The Company fails to maintain the minimum number of shareholders prescribed by the Law on Enterprises for 06 consecutive months;
  4. The Enterprise Registration Certificate is revoked.
     1. The company shall only be dissolved if fall debts and liabilities are fulfilled and the Company is not involved in any dispute at a court or arbitral tribunal. Relevant managers and Company mentioned in Point d Clause 1 of this Article 201 the Law on Enterprise shall be jointly responsible for the Company’s debts.
     2. The procedures for the dissolution of the Company:

The dissolution of the Company in the cases mentioned in sub-clause a, b, c, of Clause 1 of this Article shall be implemented as follows:

a. The General Meeting of Shareholders ratifies the resolution, decision on the dissolution of the Company. The resolution, decision on the dissolution of the Company must include the following contents:

- Name, headquarter address of the Company;

- The reasons for dissolving the Company;

- The term, procedures of liquidation and settling the debts of the Company;

- The plan to handle obligations arising from employment contracts;

- Full name and signature of the Chairman of the Board of Directors;

1. The Board of Directors directly organizes the liquidation of the Company’s assets;
2. Within 07 days from the date of ratification, the resolution or decision on the dissolution of the company and the minutes of meeting shall be submitted to the Business Registration Authority, tax office and the Company’s employees. The resolution or decision on the dissolution of the Company must be published on the National Enterprise Registration Portal and publicly displayed at the headquarter, branches, representative offices of the Company. If the Company has unpaid financial obligations, the Company must send the resolution or decision on dissolution together with a plan on settlement of debts to creditors and people with related rights, obligations and interests. The plan on settlement of debts shall include the name and address of the creditor; the amount of the debt, the time-limit, location and method of payment of such debt; and the method and time-limit for dealing with complaints of creditors.
3. Debts of the Company shall be paid in the following order of priority:

* Unpaid wages, retrenchment allowances, social insurance, health insurance and unemployment insurance in accordance with law and other benefits of employees pursuant to the signed collective employment agreement and employment contracts.
* Tax liabilities;
* Other debts.

e. After paying fully payments of cost of the dissolution and debts, the remainder shall be distributed to shareholders in proportion to their shares;

f. The Company’s legal representative shall submit an application file for dissolution of the Company to the Business Registration Authority within 05 working days from the date of payment of all debts of the Company.

**chapter 6:**

**the last provisions**

## THE COMPANY’S SEAL

### The legal representative has the right to decide on the form, number and contents of its seal. The seal shall be used where there is requirement under laws.

### The legal representative or the General Director is in charge of the above-mentioned procedure, protects the Seal, and keep it at the head office. Unless otherwise legally stated, the Seal shall be followed and affirmed by the General Director’s/the legal representative’s/ any properly and specifically authorized person’s signature. The authorization might precede or succeed the sealing actions, might be general or particular and for any seal of approval.

## EFFECTIVENESS

### This Charter shall take effect from the date of the issuance of the Enterprise Registration Certificate.

## RULES FOR MAKING AMENDMENTS TO THE COMPANY’S CHARTER.

* + 1. Issues related to the Company’s operation which are not specified in this Charter shall be governed in accordance with the Law on Enterprises and relevant regulations of law.
    2. In the case where this Charter contains any unlawful provision or any provision which may result in the unlawful implementation, then such provisions shall not be implemented and shall be considered for amendment in the nearest meeting of the General Meeting of Shareholders.
    3. To amend the Company’s charter, General Meeting of Shareholders shall attend the meeting to ratify the decision. Rules of the meeting and ratifying the changes comply with Article 34 and Article 38 of this Charter.

## THE LAST PROVISION

Each chapter and article hereof have been reviewed and approved by all founding shareholders before signing.

This Charter consists of 06 chapters and 57 articles and is made in 05 original copies with equal validity; of which, one (01) copy shall be submitted to the Licensing Authority for obtaining the ERC, one (01) copy shall be kept at the Company’s head office and each shareholder retains one (01) copy. Any and all copies or extracts of this Charter shall be approved and signed by all members of the Board of Directors.

*[TINHTHANHPHODPI\_thuong\_TA], date\_\_\_\_\_\_\_\_\_\_\_\_\_*

**SIGNATURE OF THE LEGAL REPRESENTATIVE**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**[TEN\_DDPL\_CTY\_TA]**

Title:*[CHUCDANH\_DDPL\_CTY\_TA]*

**SIGNATURES OF ALL FOUNDING SHAREHOLDERS**

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