

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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**CHARTER OF**

**VIETNAM DAIRY PRODUCTS**

**JOINT-STOCK COMPANY**

**(VINAMILK)**

**Ho Chi Minh City, 26<sup>th</sup> April 2013**

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## **INTRODUCTION**

This Charter of Vietnam Dairy Products Joint-Stock Company is the legal basis for all operations of the Company, a joint stock company incorporated and operating under the Law on Enterprises. This Charter, the resolutions, decisions of the General Meeting of Shareholders, the resolutions, decisions of the Board of Management and other decisions issued by the Company, which have been approved legitimately in conformity with the relevant laws, will become binding rules and regulations to conduct the business operations of the Company.

This Charter was approved by the Shareholders at the General Meeting of Shareholders on 27<sup>th</sup> April, 2015 (hereinafter referred to as “**the Charter**”), consisting of twenty one (21) Chapters and fifty one (51) Articles.

This Charter replaces: (i) the Charter approved by the Shareholders at the General Meeting of Shareholders for the establishment of the Company held on November 14<sup>th</sup>, 2003; (ii) the Charter approved by the Shareholders at the General Meeting of Shareholders held on February 23<sup>rd</sup>, 2004; (iii) the Charter approved by the Shareholders at the General Meeting of Shareholders held on December 12<sup>th</sup>, 2005; (iv) the Charter approved by the Shareholders at the General Meeting of Shareholders held on April 24<sup>th</sup>, 2006; (v) the Charter approved by the Shareholders at the General Meeting of Shareholders held on September 13<sup>th</sup>, 2006; (vi) the Charter approved by the Shareholders at the General Meeting of Shareholders held on March 31<sup>st</sup>, 2007; (vii) the Charter approved by the Shareholders at the General Meeting of Shareholders held on March 28<sup>th</sup>, 2008; (viii) the Charter approved by the Shareholders at the General Meetings of Shareholders held on March 31<sup>st</sup>, 2009; (ix) the Charter approved by the Shareholders at the General Meeting of Shareholders held on August 20<sup>th</sup>, 2009; (x) the Charter approved by the Shareholders at the General Meeting of Shareholders held on March 27<sup>th</sup>, 2010; (xi) the Charter approved by the Shareholders at the General Meeting of Shareholders held on March 25<sup>th</sup>, 2011; (xii) the Charter approved by the shareholders at the General Meeting of Shareholders held on March 23<sup>rd</sup>, 2012 and (xiii) the Charter approved by the Shareholders at the General Meeting of Shareholders held on 26<sup>th</sup> April, 2013.

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

### **Article 1. Interpretation of terms**

1. In the Charter, the following terms shall be construed as follows:

a. “The Company” defined in this Charter shall be “CÔNG TY CỔ PHẦN SỮA VIỆT NAM”; the English name of the company shall be: VIETNAM DAIRY PRODUCTS JOINT-STOCK COMPANY; and abbreviated as VINAMILK.

b. “Area of Business” means the geographic scope in which the production and business operations of the Company shall be carried out, including areas within and outside the territory of Vietnam.

c. “Charter Capital” means the amount of capital contributed by all Shareholders and mentioned in Article 5 of this Charter.

d. "The Law on Enterprises" means the Law on Enterprises No. 68/2014/QH13 passed by the National Assembly of Socialist Republic of Vietnam on November 26<sup>th</sup>, 2014 taking effect as from July 1<sup>st</sup>, 2015.

e. "Law of Securities" means the Law on Securities No. 60/2005/QH11 passed by the National Assembly on June 29<sup>th</sup>, 2006 and took effect as from January 1<sup>st</sup>, 2007; and the Law amending and supplementing a number of Article of the Law on Securities No. 62/2010/QH12 passed by the National Assembly on November 24<sup>th</sup>, 2010.

f. "Managers" mean members of the Board of Management, the General Director and other Senior Managers including Executive Directors, Chief Accountant.

g. "Establishment Date" means the date on which the Company is granted the Business Registration Certificate (Enterprise Registration Certificate) for the first time.

h. "Law" means all legal documents stipulated in Article 2 of the Law on Promulgation of Legal Documents No. 17/2008/QH12 passed by the National Assembly on June 3<sup>rd</sup>, 2008 and took effect as from January 1<sup>st</sup>, 2009.

i. "Related Person" means any individual or organization stipulated in Clause 17 of Article 4 of the Law on Enterprises, in Clause 34 of Article 6 of the Law of Securities.

j. "Shareholders" means any individual or organization named in (i) the Register of Shareholders of the Company; or (ii) a similar document or material required by the Law of Securities regarding a listed company as an owner of shares.

k. "Operation Term" means the duration of operation of the Company as stated in Article 2 of this Charter, and can be changed by a resolution passed by the General Meeting of Shareholders.

l. "Vietnam" means the Socialist Republic of Vietnam.

m. "Competitor" means any person or enterprise, except for the State Capital and Investment Corporation and enterprises having capital investment of the Company, with the level of investment to be specifically mentioned in the Regulations on Corporate Governance; directly or indirectly conducting or taking part in activities of production and trading of products and services being the same with, or similar to those that the Company is conducting or taking part in.

n. "Acquirer" means (i) a representative of a Shareholder being an organization, (ii) a Shareholder being an individual or a representative of such Shareholder, that such Shareholder (being an organization or individual) holds or together with the Related Person as stipulated in Item 1 of Clause 1 of Article 1 of this Charter, hold 25% or more of the shares with voting rights of the Company.

o. "Authorized Representative" means a person who is authorized by a Shareholder being an organization in written form of power of attorney or authorization contract to exercise the rights of such Shareholder in the Company in accordance with the Law.

p. “Proxy” means a person who is duly authorized: (i) by a Shareholder (being an organization or individual); or (ii) by an Authorized Representative to attend and vote at a meeting of the General Meeting of Shareholders.

q. “Branch” means a dependent unit of the Company, duly established within the territory of Vietnam, having the task of performing all or a number of the functions of the Company, including the function of an authorized representative. The lines of business of the branch must conform with the lines of business of the Company.

q1. “Representative office” means a dependent unit of the Company, having the task of acting as the authorized representative in the interests of the Company and protecting such interests.

q2. “Business Location” means the location organized to implement specific business operations of the Company. Business Location may be outside the registered address of the head office.

q3. “Subsidiary” means an enterprise in one of the following cases: (a) the Company holds over fifty per-cent (50%) of the charter capital of or total ordinary shares already issued by such enterprise; (b) the Company has the right to control such enterprise through: (i) direct or indirect right of appointment of a majority or all of members of the Board of Management, the Directors or the General Director of such enterprise; (ii) to decide on amendment and supplement to the Charter of such enterprise; and (iii) other rights under the Law on Enterprises.

r. “Regulations on Corporate Governance” means the document gathering the rules and regulations for operation and management of the Company and issued in accordance with the authority, procedures of the Company and in conformity with legislations time by time.

2. In this Charter, any article or document referred to will include any amendment and supplement or any replacing document of such article or document.

3. Headings (chapters, Article of the Charter) are used herein for convenience only, and do not affect the nature of the content and structure of the Charter.

4. Words or terms defined in the Law on Enterprises, the Law of Securities (if they do not contradict the subject or context) will have the same meanings in this Charter.

## **II. NAME, FORM, HEAD OFFICE, LEGAL REPRESENTATIVE, BRANCH, REPRESENTATIVE OFFICE; BUSINESS LOCATION; AND OPERATION TERM OF THE COMPANY**

### **Article 2. Name, Form, Head Office, Legal Representative, Branch, Representative Office, Business Location and Operation Term of the Company**

1. The legal name of the Company in Vietnamese shall be “Công ty Cổ phần Sữa Việt Nam”. The name of the Company in English shall be “Vietnam Dairy Products Joint-Stock Company”. The abbreviated name shall be “Vinamilk”.

The Company shall be a shareholding company having legal entity status in compliance with applicable law of Vietnam.

2. The Company was established in form of converting from a State-owned enterprise to a joint-stock company, and shall be organized and operated in accordance with the Law on Enterprises. Accordingly, the Company shall have its legal entity status as from the Establishment Date and Shareholders shall only be liable for debts and other property obligations of the Company within the amount of capital that they have contributed to the Company.

3. The Company's registered head office shall be:

Address: 10 Tan Trao Street, Tan Phu Ward, District 7, Ho Chi Minh City.

Telephone: (848) 541 5555

Fax: (848) 541 61226

Email: [vinamilk@vinamilk.com.vn](mailto:vinamilk@vinamilk.com.vn)

Website: [www.vinamilk.com.vn](http://www.vinamilk.com.vn)

4. The General Director shall be the Legal Representative of the Company.

5. The Company may establish branches, representative offices and business locations (hereinafter referred to as "the subordinate units"); may implement division, separation or conversion of the subordinate units in the Area of Business to implement the Company's operational objectives in accordance with the Law and the Charter.

6. Except for early termination of the Operation Term in accordance with Article 43.2 and 44, or extension of the Operation Term in accordance with Article 45, the Operation Term shall be fifty (50) years, commencing from the Establishment Date.

### **III. BUSINESS PHILOSOPHY AND OBJECTIVE; SCOPE OF BUSINESS AND OPERATION OF THE COMPANY**

#### **Article 3. Lines of business, business philosophy and objective of the Company**

1. Lines of business of the Company shall be: Retailing food products in specialized stores (Details: Retailing sugar, milk and dairy products, cakes, jam, candies, and other products made of foodgrains, powder, starch in specialized stores; Retailing other food products specialized stores); Retailing beverages in specialized stores (Retailing alcoholic and non-alcoholic beverages in specialized stores (beverages which are not for use at stores) such as: retailing alcoholic beverages: brandy, wine, beer; retailing non-alcoholic beverages: soft drinks with sugar, gas or no gas, such as: cola, orange, lemon or other fruit juice...; Retailing natural mineral water or other pure water contained in sealed bottle; Retailing wine and beer with low alcohol content or no alcohol); Wholesaling food (Details: wholesaling cakes, canned milk, powdered milk, nutrition powder and other dairy



products. Wholesaling in processed food, drinking tea, roasted-grinded-filtered-dissolved coffee); Wholesaling beverages (Details: Wholesaling soymilk, beverages, alcohol, beer, drinks); Producing various types of pastry from flour (Details: pastry production); Goods loading (Details: goods loading); Breeding cattle such as: buffalos and cows (Details: breeding); Processing milk and dairy products (Details: producing canned milk, powdered milk, nutrition powder and other dairy products); Warehousing and commodity storage (Details: business in warehouses and yards); Combined cultivation and breeding (Details: cultivation and breeding); Breeding service activities (Details: activities to support breeding such as: providing breeding animals, breeding techniques); Cargo road transportation (Details: business in cargo road transportation by cars); Post-harvest servicing activities (Details: post-harvest services); Conducting business in real-estate, land use rights of owners, users or leased land (Details: business in houses, leasing real-estates); Producing non-alcoholic beverages and mineral water (Details: producing drinks, beverages, soymilk); Printing (details: print on packs); Activities of general medical, specialized medical and dental clinics (Details: polyclinics); Cultivation service activities (Details: activities to support cultivation: providing cultivating trees' and plants' seeds, guiding cultivating techniques, harvesting trees and plants, earthwork, irrigating, fertilizing); Growing other annual plants and crops (Details: growing trees and plants); Processing seeds for reproductive purpose (details: processing seeds for reproductive purpose); Consultancy, brokerage, real-estate auction, land use right auction (Details: brokerage services of real-estates); Producing other uncategorized chemical products (Details: business in chemicals (excluding those that are strongly hazardous)); Other uncategorized production (details: business in raw materials, production of alcohols, packages, plastic goods); Producing other un-categorized foodstuffs (Details: business in technology foods, producing processing foods, drinking tea, roasted/grinding/filtered/dissolved coffee); Producing other electric equipment (Details: trading, producing equipment, accessories, supplies); Producing beer and malting and fermenting beer (Details: producing beer); Other specialized wholesales (Details: selling and purchasing packages, plastic goods).

2. Business Philosophy and objective of the Company shall be to continually develop production, trading and service operations in its fields of business activities in order to: maximize possible profits of the Company for the Shareholders, to enhance the value of the Company; and to constantly improve the living standards, working conditions and income of its employees; and to constantly fulfill its obligation to pay into the State Budget. In addition, the Company shall connect the processing industry with development of raw material zones with the aim of building a more independent source of raw materials at present and in the future.

#### **Article 4. Scope of business and operations of the Company**

1. The Company shall be permitted to plan and carry out all business activities in accordance with the provisions of the Charter in compliance with the Law and shall be permitted to take appropriate measures to achieve the objectives of the Company.

2. The Company may carry out business operations in other sectors permitted by the Law and approved by the General Meeting of Shareholders.

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

##### **Article 5. Charter Capital, Shares and Founding Shareholders**

1. The Company's Charter Capital shall be VND 10,006,413,990,000 (In words: Ten thousand six billion four hundred thirteen million nine hundred ninety thousand Vietnamese dong).

The par value of each share shall be VND 10,000 (ten thousand Vietnamese dong)/share. The total number of shares of the Company shall be calculated by dividing the Company's Charter Capital by the par value of each share.

2. All shares issued by the Company on the approving date of this Charter shall be ordinary shares. The rights and obligations attached to such ordinary shares shall be stipulated in Article 10 of this Charter.

3. Names, addresses, numbers of shares and other details of the founding shareholders as stipulated by the Law on Enterprises will be mentioned in the Appendix attached hereto. The Appendix shall be an integral part of the Charter.

4. The Company may only increase its Charter Capital upon approval of the General Meeting of Shareholders in accordance with the Law.

5. The Company may issue preference shares after having the approval of the General Meeting of Shareholders and in accordance with the provisions of the Law.

6. The Company may issue shares at a price which can be paid in instalments. The maturity of such instalments and the sum to be paid on a periodical basis must be determined upon the issuance of shares.

7. New ordinary shares intended to be issued shall be given priority to be offered for sale to existing Shareholders in proportion to the number of ordinary shares of each Shareholder in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must give a notice of offering which specifies the number of shares to be offered for sale and a reasonable time-limit (not less than twenty one (21) days or other time-limit under the Law) so that Shareholders can order for subscription. The number of remaining shares not subscribed to be purchased by such Shareholders shall be decided by the Board of Management. The Board of Management may allocate the shares to subjects in accordance with the conditions and in a manner that the Board of Management deems appropriate, provided that the shares may not be sold on conditions which are more favourable than the conditions offered to the existing Shareholders, unless the shares are sold via the Stock Exchange by auction method.

8. The Company may purchase its own shares in any way permitted in the Charter and applicable Law. The shares acquired by the Company shall be treasury stocks and the Board of Management may offer in ways in consistency with the provisions of this Charter, the Law of Securities and relevant guiding documents.

9. The Company may issue other types of securities as approved by the General Meeting of Shareholders and in accordance with the provisions of the Law.

#### **Article 6. Share Certificates and Other Securities Certificates**

1. Ordinary share certificates of the Company must have the primary contents as stipulated in Clause 1, Article 120 of the Law on Enterprises.

Preference share certificates (if any) of the Company require other respective contents as stipulated in Article 116, Article 117 and Article 118 of the Law on Enterprises.

2. Shareholders of the Company shall be granted with share certificates corresponding to the number of shares and class of shares owned.

Share certificates must bear the seal of the Company and the signature of the Legal Representative of the Company. Share certificate must specify the number and class of shares held by Shareholders, the full name of the holder and other information under the provisions of the Law on Enterprises.

3. Any one whose name is recorded in the Register of Shareholders holds at least one (01) shares of any class shall be granted, free-of-charge a certificate (if issued) within two (02) months (or a longer period as stipulated by the terms of issuance) after the purchase or assignment (if assigned).

4. In case where only a number of named shares in a named share certificate shall be assigned, such share certificate will be rescinded and one (01) new share certificate recording the remaining shares will be granted free-of-charge.

5. Where a share certificate has been damaged, erased, lost, stolen or destroyed, the shareholder of those share certificates may request for new issuance of share certificate, provided that he/she must present evidence of the ownership of shares and pay all relevant expenses for the Company in accordance with the decision of the Board of Management.

6. Owners of anonymous share certificates shall be solely responsible for preserving their share certificates and the Company will not be responsible in any case where these certificates are stolen or used for illegal purposes.

7. Bonds or other securities certificates of the Company (excluding sale offer letters, temporary certificates and similar documents) will be issued with the seal and signature of the Legal Representative of the Company.

8. Within the framework of the Law and securities market, the Company may issue named shares which shall not take the form of certificates, and allow the shares (regardless of whether being issued in this form or not), to be assigned and a document on such assignment shall not necessarily be required; or the Board of Management may, from time to time, issue other regulations replacing respective regulations in this Charter regarding share certificates and assignment of shares.

#### **Article 7. Assignment of Shares**

1. All shares may be assigned freely unless otherwise stipulated by this Charter and the Law. All share certificates listed at the Stock Exchange shall be

assigned in accordance with the regulations of the State Securities Commission and the Stock Exchange.

2. Assignments of named shares shall be conducted (i) in writing by normal method; (ii) by hand delivery of share certificates; or (iii) in any other way which may be acceptable to the Board of Management. Listed shares must be assigned via the Stock Exchange in accordance with the regulations and rules of the State Securities Commission and the Stock Exchange. Assignment documents must be signed by the assignor and the assignee (except where the shares are paid in full). The assignor shall remain the owner of the relevant shares until the name of the assignee is registered in the Register of Shareholders, except for the case where a meeting of the General Meeting of Shareholders takes place during that time, in which case the assignee shall have the right to attend the meeting of the General Meeting of Shareholders in place of the assignor for the assigned shares as stipulated in the Law on Enterprises.

3. Employees and farmer households which own a number of shares purchased at preferential prices shall have the right to bequeath and other rights of Shareholders in accordance with the Law and this Charter. Share certificates of this class of shares shall be named share certificates and may only be assigned after three (3) years from the purchase date thereof. In special cases where these shares shall be needed to be assigned prior to the expiration of the above-mentioned time-limit, an approval from the Board of Management of the Company must be obtained and the Company shall be given priority to buy back the shares at market price at the selling time.

4. Employees of the Company owning shares purchased by deferred payment at preferential prices (the payment thereof may be deferred for the first three years and then gradually made within a maximum period of the following seven years without interest), and after full payment of the outstanding amount, then shall be freely permitted to assign the shares and shall not be subject to any restrictions on the time for which they hold the shares, except for the case of Founding Shareholders who have to perform in accordance with this Charter.

5. Within three (03) years from the Establishment Date, Founding Shareholders must jointly hold at least twenty percent (20%) of the total ordinary shares which are transferable, and if these shares are assigned to persons who are not Founding Shareholders, an approval of the General Meeting of Shareholders in the Company must be obtained. Shareholders who intend to assign their shares shall not have the right to vote on the assignment of such shares.

6. Founding Shareholders shall not be allowed to withdraw from their status as member of the Company for the first two (02) fiscal years of the Company. Termination of status as member must be proposed in writing and sent to the Board of Management by registered mail. In this case, the remaining Founding Shareholders shall have the priority right to subscribe the shares of the above Founding Shareholders in proportion to the number of shares they own.

7. The Board of Management shall have the sole right to refuse to register the assignment of any named share for which has not yet been paid in full.

Shares which have not yet been fully paid shall not be permitted to be assigned or entitled to dividends.

Registration procedures for share assignment shall be stipulated in a specific document or in issuance plan by the Board of Management.

8. In the event of the death, the loss of capacity for civil act, or the restriction of capacity for civil acts of an individual Shareholder, the heirs or executors of the deceased Shareholder will be the only person or persons recognized by the Company to have the rights to or inherit benefits of the shares. However, this provision shall not mean that the deceased Shareholder shall be exempted from any obligations attached to any shares held by that person.

#### **Article 8. Reclamation of Shares**

1. If a Shareholder fails to pay in full and on time the amount payable for the subscription of shares, the Board of Management may, at any time, send a notice to the Shareholder to request for payment of such amount, together with any accrued interest which may be accumulated on the amount, and costs arising from any failure to pay such amount to the Company.

2. The above-mentioned notice must specify a new time-limit for payment (at least seven (07) days from the date on which the notice is sent), place for payment, and clearly state that in the event that payment is not made as required, the shares which have not yet been fully paid for will be reclaimed.

3. If the requirements stipulated in any of the above-mentioned notices are not fulfilled, the Board of Management may reclaim all shares mentioned in such notice at any time before all amounts payable, interest and related costs are paid for in full. This reclamation also includes all announced dividends to be paid on the reclaimed shares which have not yet been actually paid out at the time of reclamation.

4. Shares reclaimed are considered the shares offered for sale. The Board of Management may directly execute or authorize the sale, redistribution or settlement for people whose own shares reclaimed or other subjects under the conditions and ways which the Board of Management may think fit.

5. A Shareholder who holds shares which are reclaimed must waive his or her Shareholdership status with respect to such shares, but must bear the responsibility to pay to the Company all amounts related to such shares payable to the Company at the time of reclamation, plus proportional interest at the rate (not exceeding interest rate announced by the State Bank at the time of reclamation) in accordance with a decision of Board of Management, from the date of reclamation to the date of payment. The Board of Management shall have the full power to implement the deduction measures or request the competent State authorities to impose coercive measures of reclamation in accordance with provisions of the Law or to make remission of part or all of such amounts.

6. A reclamation notice shall be sent to the shareholders holding reclaimed shares prior to the time of reclamation. The reclamation shall be still valid even in case of error or negligence in sending notice.

## **V. MANAGEMENT, CONTROL AND ADMINISTRATION STRUCTURE**

### **Article 9. Management, control and administration structure**

The management, control and administration structure of the Company comprises:

- a. General Meeting of Shareholders;
- b. Board of Management;
- c. Inspection Committee; and
- d. General Director.

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

### **Article 10. Rights of Shareholders**

1. Shareholders shall be the owners of the Company and shall have rights and obligations corresponding to the number and classes of shares owned by them. The Shareholders shall only be liable for the debts and other property obligations of the Company to the extent of the amount of capital they have contributed to the Company.

2. A person who holds ordinary shares shall have the following rights:

a. to attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly at the General Meeting of Shareholders or through a proxy or by a remote vote;

b. to receive dividends at the rate decided by the General Meeting of Shareholders;

c. to freely assign shares which have been paid for in full in accordance with this Charter and the applicable Law;

d. to be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each shareholder holds in the Company;

e. to check information relating to each Shareholder in the list of Shareholders who are qualified to attend the General Meeting of Shareholders and to request amendment of incorrect information; to consult or copy of the Charter of the Company, the book of minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders published on the website of the Company.

f. If the Company is dissolved, to receive a part of the remaining assets in proportion to the number of shares they own after the Company has paid out the debts and obligations and the shareholders holding preference shares;

g. to request the Company to redeem shares in the cases stipulated in Clause 1 Article 129 of the Law on Enterprises; and

h. other rights stipulated in this Charter and by Law.

3. A Shareholder or a group of Shareholders holding more than five percent (5%) of the total ordinary shares for six (06) consecutive months or more shall have the following rights:

a. to stand for election of or nominate candidates to the Board of Management or the Inspection Committee in accordance with Clause 2 Article 19 and Clause 2 Article 31 of this Charter respectively;

A groups of Shareholders when implementing the rights stipulated at Point 3.a of this Article shall be liable for submitting documents from a securities company (or corresponding other documents accepted by the Company) certifying the number of shares, the ratio of shares, time of shares holding to prove the satisfaction of all corresponding conditions above.

b. to request the Board of Management to convene a General Meeting of Shareholders in accordance with Article 114 and Article 136 of the Law on Enterprises;

c. (i) to inspect and (ii) receive a copy or an extract of the list of Shareholders entitled to attend and vote at a meeting of the General Meeting of Shareholders after each meeting;

d. to request the Inspection Committee to inspect each particular issue relating to the management of the Company's operation whenever necessary. The request must be made in writing and must contain the full name, permanent address, nationality, number of people's identity card, passport or other lawful personal identification in respect of a Shareholder being an individual; or the name, permanent address, nationality, number of establishment decision or number of business registration in respect of a Shareholder being an organization; number of shares and date of registration of shares of each Shareholder, total number of shares of the group of Shareholders and the percentage of ownership of the total number of shares of the Company; issues to be inspected and purpose of the inspection.

e. Other rights stipulated in this Charter and other provisions of the Law.

## **Article 11. Obligations of Shareholders**

1. A Shareholder shall have the following obligations:

a. to comply with this Charter and the Regulations on Corporate Governance; to observe resolutions of the General Meeting of Shareholders and decisions of the Board of Management;

b. to attend meetings of the General Meeting of Shareholders and to exercise the voting right in person or via a Proxy or by a remote vote. The Shareholder may authorize a member of the Board of Management to act as his/her Proxy at the meeting of the General Meeting of Shareholders;

c. to pay for shares according to the number of shares which the Shareholder has registered to subscribe in accordance with the procedures and regulations; and to be liable for debts and other property obligations of the

Company in proportion to the capital amount contributed to the Company; not to withdraw the capital contributed as ordinary share from the Company in any form;

d. to provide the correct address when registering to subscribe for shares;

e. to fulfill other obligations in accordance with applicable law; and

f. to bear personal responsibility where he/she performs one of the following acts in any form in the name of the Company:

f1. Breaching the Law;

f2. Conducting business and other transactions for the personal benefit of himself/herself or other organizations or individuals;

f3. Paying premature debts where the Company is likely to be in financial danger.

g. To bear personal liability for expenses when directly requesting or joining requests to convene meeting of General Meeting of Shareholders with unsuitable reasons.

## 2. Obligations of major Shareholders

a. A major Shareholder shall be a Shareholder owning directly or indirectly five percent (05%) or more of the voting shares of the Company.

Any organization or individual which becomes a major Shareholder of the Company must report to the Company, the State Securities Commission and the Stock Exchange where the shares of the Company are listed within seven (07) days from the date of becoming a major Shareholder.

b. A report on ownership by a major Shareholder shall contain the following particulars:

b.1. In case of a major Shareholder being an organization, the name, address and business line of the major Shareholder; in case of a major Shareholder being an individual, the full name, age, nationality, residence and profession of the major Shareholder;

b.2. The number of shares and the percentage of shares which such Shareholder owns, or owns jointly with other organizations and individuals, compared to the total number of currently outstanding shares.

c. If there is an important change in the information in the report stipulated in Clause (b) above, or if there is a change in the number of shares owned in excess of one percent (01%) of the number of shares of the same class currently in circulation, then within seven (07) days from the date of such change, the major Shareholder must submit a amendment or supplement report to the Company, the State Securities Commission and the Stock Exchange where the shares of the Company are listed.

d. Points (a), (b) and (c) above shall also apply to any group of related persons owning five percent (05%) or more of the voting shares of the Company.



## **Article 12. General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be the highest competent authority of the Company and all Shareholders with voting rights shall be allowed to participate therein. The annual meeting of the General Meeting of Shareholders shall be organized once every year and must be held within four (04) months from the end of a fiscal year; this period of time may be extended for another period but not exceeding six (06) months from the end of the fiscal year if approved by the Authority issuing the Enterprise Registration Certificate at the request of the Board of Management.

2. The annual meeting of the General Meeting of Shareholders shall be convened and organized by the Board of Management at any place in Vietnam. The annual meeting of the General Meeting of Shareholders shall make decisions on issues stipulated by the Law and this Charter, especially the annual financial statements and the budgets of the Company for the next fiscal year. Independent auditors shall be invited to any general meeting to provide advice for the approval of annual financial statements.

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

a. The Board of Management considers that it is necessary to do so in the interests of the Company. Convening a meeting is necessary if independent auditors believe it is important to discuss audit reports or the financial situation of the Company and the Board of Management thinks so.

b. The annual balance sheet, semi-annual or quarterly statements or the audit reports of a fiscal year reflects the loss of half of the equity capital in comparison with the one at the beginning of the same period.

c. When the number of the Board of Management's members is reduced more than one third (1/3) compared to the Charter's regulations.

d. A Shareholder or group of Shareholders stipulated in Article 10.3.b of this Charter request the convening of the General Meeting of Shareholders by a written proposal which must clearly state the reason thereof and the purpose of the meeting, and must be signed by all the related Shareholders (the written proposal may be made in multiple copies, each of which must be signed by all related Shareholders).

e. The Inspection Committee requests to convene a meeting in case the Inspection Committee has reason to believe that (i) any manager has seriously breached their obligations as stipulated in Article 160 of the Law on Enterprises or (ii) the Board of Management acts or intends to act beyond its powers; and

f. Other cases as stipulated by the Law and this Charter.

4. Responsibility to convene an extraordinary meeting of the General Meeting of Shareholders:

a. The Board of Management must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date when the number of

members of the Board of Management shall not satisfy the provision stipulated in Clause 3(c) of this Article or from the date of receipt of a the request stated in Clause 3(d) or Clause 3(e) of this Article.

b. Where the Board of Management fails to convene a meeting of the General Meeting of Shareholders mentioned above, then within the next thirty (30) days, the Inspection Committee must convene a meeting of the General Meeting of Shareholders. Where the Inspection Committee fails to convene a meeting of the General Meeting of Shareholders as stipulated the head of the Inspection Committee shall be responsible before the Law and must compensate for any arising damage to the Company.

c. Where the Inspection Committee fails to convene a meeting of the General Meeting of Shareholders in accordance with Clause 4(b) of this Article, then within the next thirty (30) days, the requesting Shareholder or groups of Shareholders as stipulated in Clause 3(d) shall have the right to convene, in place of the Board of Management and the Inspection Committee, a meeting of the General Meeting of Shareholders. In this case, the Shareholder or group of Shareholders convening the meeting of the General Meeting of Shareholders, if they consider it necessary, shall have the right to request the Enterprise Registration Certificate Issuing Body or other competent bodies in accordance with the Law to supervise the formality and procedures for convening and conducting a meeting and making decisions of the General Meeting of Shareholders.

d. The convenor of a meeting of the General Meeting of Shareholders must prepare a list of Shareholders entitled to attend a meeting of the General Meeting of Shareholders, provide information and deal with complaints relating to the list of Shareholders, prepare the agenda of the meeting, prepare documents, determine the time and venue of the meeting, and send a notice of invitation to the meeting to each Shareholder entitled to attend the meeting.

5. All expenses for convening and conducting a meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses born by the shareholders for attending the General Meeting of Shareholders, including travel and accommodation costs.

### **Article 13. Rights and Duties of the General Meeting of Shareholders**

1. The General Meeting of Shareholders in an annual meeting shall have the right to discuss and approve the following issues:

- a. audited annual financial statements;
- b. Reports of the Board of Management;
- c. Reports of the Inspection Committee; and
- d. Short-term and long-term development plans of the Company.

2. The General Meeting of Shareholders in an annual and extraordinary meeting shall make decision by way of passing resolutions on the following matters:

- a. annual financial statements;
- b. Annual dividends ratio for each class of shares in compliance with the Law on Enterprises and the rights attached to such class of shares. Such dividends ratio must not be higher than the rate proposed by the Board of Management after consulting the Shareholders at the meeting of the General Meeting of Shareholders;
- c. Number of members of the Board of Management and the Inspection Committee;
- d. Selection of independent auditing organizations;
- e. Election, dismissal, removal and replacement of members of the Board of Management and the Inspection Committee;
- f. Total remuneration of the members of the Board of Management and reports on remuneration of the Board of Management;
- g. Policies of paying remuneration for the members of the Board of Management;
- h. Supplement to and amendment of the Company Charter;
- i. The business line of the Company;
- j. Decision on change of Charter Capital of the Company, including the decrease of Charter Capital;
- k. Classes of shares and number of newly issued shares for each class of shares;
- l. Division, separation, consolidation, merger or conversion of the Company;
- m. Re-organization and dissolution (liquidation) of the Company and appointment of liquidators.
- n. Inspection of and dealing with breaches by the Board of Management or the Inspection Committee which cause loss and damage to the Company;
- o. Decision on investment or transactions of sales of assets of the Company or its Branches or on purchase transactions with a value equal to or more than thirty five percent (35%) of total value of the assets of the Company and its Branches recorded in the most recent audited financial statements;
- p. Redemption of ten percent (10%) or more of any one class of issued shares by the Company;
- q. the Chairman of the Board of Management concurrently acts as the General Director;
- r. The Company or any Branch of the Company enters into a contract with any person stipulated in Clause 1 Article 162 of the Law on Enterprises with a value of twenty percent (20%) or more of the total value of assets of the Company and its Branches recorded the most recent audited financial statements.

- s. Issuance of bonds, bonds convertible into shares, and securities rights which allow the owner to purchase shares at a pre-determined price.
  - t. To make decision on the number of the legal representative(s) of the Company.
  - u. Other issues as stipulated in this Charter and other regulations of the Company.
3. A Shareholder shall not be permitted to vote for any resolution to approve:
- a. Contracts, transactions stipulated in Article 13.2 of this Charter when such Shareholder or a the Related Person of such Shareholder shall be a contracting party; or
  - b. Redemption of shares by such Shareholder or a Related Person of such Shareholder, except where such redemption is implemented on the basis of the ratio of ownership of all Shareholders or such redemption is implemented via order matching or public offer on the Stock Exchange.
4. All resolutions and matters included in the agenda must be discussed and voted at the General Meeting of Shareholders.

#### **Article 14. Authorized Representative; Proxy**

1. A Shareholder being an organization shall have the right to appoint one or more Authorized Representative(s) to exercise the Shareholder rights of such Shareholder in accordance with the Law. In case where more than one (01) Authorized Representative is appointed, then the number of votes authorized to each representative must be specified. The appointment, termination or change of an Authorized Representative must be notified in writing to the Company at the earliest possible time. The notification must contain the following main contents:
- a. Name, permanent residence address, nationality, number and date of decision or business registration of the Shareholder;
  - b. Number of shares, classes of shares;
  - c. Full name, permanent residence address, nationality, number of People's Identity Card, Passport or other lawful personal identification of the Authorized Representative;
  - d. The number of shares for which an Authorized Representative has been appointed;
  - e. Term of Authorized Representative;
  - f. Full name and signature of the Authorized Representative and the legal representative of the Shareholders.
2. Shareholders entitled to attend the General Meeting of Shareholders in accordance with the Law shall directly attend or authorize Proxies to attend. A Proxy shall not be required to be a Shareholder.

3. A file for appointment of a Proxy must be made in writing on the standard form of the Company or another form approved by the Board of Management and must be signed in accordance with the following provisions:

a. If an individual Shareholder is the principal, the power of attorney must be signed by such Shareholder and the Proxy;

b. If the Authorized Representative of a Shareholder being an organization is the principal, the power of attorney must be signed by the legal representative of the Shareholder and the Proxy; and

Any Proxy to attend the General Meeting of Shareholders must submit the written power of attorney prior to entering the meeting room.

4. Where a lawyer on behalf the principal signs a written letter of appointment of a representative, the appointment of such representative in this case shall be deemed to be effective only if such written letter of appointment is presented together with the power of attorney authorizing the lawyer or with a valid copy of such power of attorney (if it was not registered with the Company). If this is not implemented, the appointment of the Proxy will be deemed to be invalid.

5. Except for the case stipulated in Clause 4 of this Article, the voting form of a Proxy within the scope of authorization shall remain effective even in any one of the following cases:

a. The principal died, or his capacity for civil acts is lost or is restricted;

b. The principal has rescinded the appointment of authorization; or

c. The principal has rescinded the authority of the person carrying out the authorization.

However, this Clause shall not be apply in a case where the Company receives a notice of one of the above cases within twenty four (24) hours prior to the time of opening of the meeting of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

6. All restrictions of the Shareholders on the Authorized Representative with respect to the performance of the rights and obligations of the respective Shareholders at the General Meeting of Shareholders shall have no legal validity in respect of a third party.

### **Article 15. Change of Rights**

1. The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation shall be approved by the Shareholders holding at least sixty five percent (65%) of ordinary shares who are in attendance and concurrently approved by the Shareholders holding at least seventy five percent (75%) of voting rights of the above class of preference shares.

2. The organization of a meeting of the Shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (2) Shareholders (or their proxies) are present and hold at least one-third of the

par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be re-organized within a period of thirty (30) days after that and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present directly or via proxies shall be deemed to constitute the quorum. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via proxies may request a secret ballot. Each share of the same class shall have the equal voting rights at the meeting mentioned above.

3. The procedures for conducting such a separate meeting shall be implemented in the same way as stipulated in Article 17 and 18 of this Charter.

4. Unless otherwise stipulated in the terms of issue of shares, special rights attached to various classes of shares with preference rights in respect to some or all issues relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

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

1. The Board of Management will convene a meeting of the General Meeting of Shareholders, except in the cases stipulated in Article 12.4b or 12.4c of this Charter.

2. The convenor of a meeting of the General Meeting of Shareholders must carry out the following duties:

a. prepare a list of all Shareholders satisfying all conditions for attending and vote at the meeting of the General Meeting of Shareholders no later than thirty (30) days before the date of commencement of the meeting of the General Meeting of Shareholders; agenda and documents as stipulated in accordance with Law and the regulations of the Company;

b. determine time and venue of the meeting of the General Meeting of Shareholders; and

c. inform and send a notice of the meeting of the General Meeting of Shareholders to all Shareholders entitled to attend the meeting.

3. The notice of a meeting of the General Meeting of Shareholders shall be sent to all Shareholders and at the same time shall be published on the media means of the Stock Exchange and on the website of the Company. Such notice must be sent at least fifteen (15) days prior to the date of the meeting of the General Meeting of Shareholders, calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox. The agenda of the meeting of the General Meeting of Shareholders and documents relating to the matters to be voted at the meeting shall be sent to the Shareholders and/or published on the website of the Company. In the case where no document is attached with the notice of the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the website address in order to enable the Shareholders to access such documents.

4. A Shareholder or group of Shareholders referred to in Article 10.3 of this Charter shall have the right to propose any issue to be included in the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) business days before the opening day of the meeting of the General Meeting of Shareholders. The proposal must contain full names of the Shareholders, number and classes of shares held by them, and the issues proposed to be included in the agenda.

5. The convenor of the General Meeting of Shareholders will only have the right to reject any proposal mentioned in Clause 4 of this Article in the following cases:

a. The proposal was not sent on time;

b. At the time of the proposal, the Shareholder or group of Shareholders does not own at least five percent (5%) of the ordinary shares for six (06) consecutive months or more;

c. The proposal does not contain the necessary information stipulated in Clause 4 of this Article; and

d. The proposed issues do not fall within the authority of the General Meeting of Shareholders for discussion and approval;

6. The Board of Management must prepare the draft resolutions for each issue on the agenda.

7. In case where all Shareholders representing one hundred per cent (100%) of the voting shares attending the meeting of the General Meeting of Shareholders directly or via Proxies, any decision which is unanimously approved by the General Meeting of Shareholders shall be deemed to be valid even if the meeting of the General Meeting of Shareholders was not convened in accordance with the formality and procedures, or the issues voted are not included on the agenda.

#### **Article 17. Conditions for conducting a meeting of the General Meeting of Shareholders and preparation of Minutes of the General Meeting of Shareholders**

1. The Chairman of the Board of Management shall act as Chairman of all meetings of the General Meeting of Shareholders convened by the Board of Management. In case where the Chairman is absent or is temporarily unable to work, then the remaining members of the Board of Management shall elect one of them to act as the Chairman of the meeting. In other cases, the person who signed the document convening the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a Chairman of the Meeting and the person with the highest number of votes shall act as the Chairman of the meeting. In the event of election of a Chairman, the name of the elected Chairman and the number of votes for the Chairman must be announced.

The Chairman of the Board of Management as chairman or the elected chairman of the General Meeting of Shareholders shall nominate someone to act as secretary to prepare minutes of the General Meeting of Shareholders.

2. Except for the case stipulated in Clause 3 of this Article, resolutions of the General Meeting of Shareholders must be passed by a majority of Shareholders representing at least sixty five percent (65%) of the total votes of the Shareholders with voting rights who are present in person or via their Proxies at the meeting of the General Meeting of Shareholders.

3. Resolutions of the General Meeting of Shareholders on amendment of and supplement to the Charter; on classes of shares and quantity of shares offered for sale; merger, re-organization and dissolution of the Company; or on transactions of purchase or sale of assets of the Company or its Branches with a value of fifty per cent (50%) or more of the total value of assets of the Company based on the most recent audited financial statements shall be approved when they are passed by seventy five percent (75%) or more of the total votes of the Shareholders with voting rights who are present directly or via their Proxies at the meeting of the General Meeting of Shareholders (in case the meeting is held directly), or at least seventy five percent (75%) of the total votes of the shareholders with the voting rights (in case of obtaining written opinion from the Shareholders).

Voting to elect members of the Board of Management and of the Inspection Committee must be implemented by the method of cumulative voting, under which each Shareholder shall have his/her total votes corresponding to the total shares he or she owns multiplied by the number of members to be elected to the Board of Management or the Inspection Committee, and each Shareholder shall have the right to accumulate all of his or her votes for one or more candidates.

The method of cumulative voting shall be set forth in the Regulations on Corporate Governance by the Board of Management.

The elected members of the Board of Management or of the Inspection Committee shall be determined based on the number of votes calculated in descending order, starting from the candidates winning the highest number of votes until a sufficient number of members are obtained under the Charter of the Company.

In case two (02) or more candidates obtain the same number of votes for the position of the last member of the Board of Management or the Inspection Committee, these candidates will be re-elected in a poll among them or will be selected based on the standards in the regulation of election or in the Charter of the Company.

In case the number of members of the Board of Management or the Inspection Committee shall not reach the sufficient quantity, the General Meeting of Shareholders shall conduct the re-election until the quantity of members is obtained.

Voting form may be sent to the Board of Management through registered letters, which the head of Voting Counting Committee shall be entitled to open



voting form. Such voting form shall be valid even if they do not comply with formality.

4. The person presiding over the meeting of the General Meeting of Shareholders shall be responsible to organize the filling of minutes of meeting of the General Meeting of Shareholders. The minutes of meeting of the General Meeting of Shareholders must be published on the website of the Company within twenty four (24) hours and must be sent to all Shareholders within fifteen (15) days from the end of the meeting of the General Meeting of Shareholders. The minutes of the meeting of the General Meeting of Shareholders shall be considered as authentic evidence of the minutes of work conducted at the General Meeting of Shareholders unless an objection to the contents of the minutes is provided validly within a time-limit of ten (10) days from the date of sending the minutes. The minutes must be in Vietnamese, must be signed for certification by the Chairman of the General Meeting of Shareholders and the Secretary, and must be made in accordance with the Law on Enterprises and this Charter. All records, minutes, book of signatures of the attending Shareholders, and documents authorizing to attend the meeting must be kept at the head office of the Company.

5. It requires a quorum in order to conduct the meeting of the General Meeting of Shareholders and pass resolutions. Quorum shall be Shareholders and Proxies representing at least sixty percent (65%) of the shares with voting right. Where the quorum is not satisfied within thirty (30) minutes from the intended time of opening the meeting, the convenor of the meeting shall cancel the meeting. The meeting of the General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first meeting of the General Meeting of Shareholders. The re-convened meeting of the General Meeting of Shareholders shall be conducted only when the attending members are the shareholders and their proxies representing at least fifty one per cent (51%) of the shares with voting right. Where a meeting convened for the second time is not able to be conducted due to an insufficient quorum within thirty (30) minutes from the intended time of opening the meeting, the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the intended date of conducting the second meeting; and in such case, the meeting shall be conducted irrespective of the number of attending Shareholders or their Proxies, and shall be deemed valid and shall have the right to make decisions on all matters proposed to be passed at the first meeting of the General Meeting of Shareholders.

6. On the date of the meeting of the General Meeting of Shareholders, the Company must carry out procedures to register its Shareholders and must implement such registration until all Shareholders who are entitled to attend the meeting and present have been fully registered.

7. Upon registration of Shareholders, the Company shall issue a voting card to each Shareholders or Proxies with voting rights which shall indicate registration number, full name of Shareholder, full name of Proxies and number of votes of such Shareholder. When conducting voting at the meeting, the voting cards for a resolution shall be collected first, then the voting cards against, and finally the overall number of votes for and against shall be counted to make the decision. The

total number of the votes for, against and abstentions or that are invalid in respect of each issue shall be announced by the Chairman of the meeting immediately after voting on such issue. The General Meeting of Shareholders shall elect person who shall be responsible to count the votes or supervise the counting of votes at the request of the Chairman. The number of members of the Vote-Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman but must not exceed the number stipulated by applicable law. To facilitate the Voting Counting Committee to carry out its rights and duties, Voting Counting Committee may establish an assistant committee to support the Voting Counting Committee.

8. Any Shareholder or Proxy who arrives after the opening of the meeting of the General Meeting of Shareholders shall be registered immediately and shall have the right to participate and vote at the meeting. However, the Chairman shall not be responsible to delay the Meeting so that such late Shareholders may register, and the effectiveness of any voting which has already been conducted before the late Shareholders attend shall not be affected.

9. The Chairman has the right to decide the formality, procedures and issues arising outside the meeting agenda of the General Meeting of Shareholders.

10. Without obtaining opinions from the General Meeting of Shareholders, the Chairman of the meeting may at any time adjourn the General Meeting of Shareholders where as sufficient quorum is present to another time and to a different venue of the meeting if the Chairman considers that (a) the venue of the General Meeting of Shareholders fails to provide convenient seats for all attendees, (b) the behaviour of attendees obstruct or is likely to obstruct the order at the meeting, or (c) an adjournment is necessary so that the work of the General Meeting of Shareholders may be carried out validly. Additionally, the Chairman may adjourn the General Meeting of Shareholders as per unanimous agreement or at request of the meeting of General Meeting of Shareholders with a sufficient quorum. The maximum time for any adjournment of a meeting shall not be more than three (03) days as from the date of the proposed opening of the meeting. An adjourned meeting of the General Meeting of Shareholders shall not consider any issues other than the issues which should have been legally resolved at the previously adjourned meeting of the General Meeting of Shareholders.

Where the Chairman adjourns or postpones a meeting of the General Meeting of Shareholders contrary to the provisions in this Clause, the General Meeting of Shareholders shall elect another person from the attendees to replace the Chairman in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting shall not be affected.

11. The Chairman or Secretary of a meeting of the General Meeting of Shareholders may carry out activities required to direct the conduct of the General Meeting of Shareholders in a valid and orderly manner and to enable the meeting to reflect the expectations of the majority of attendees.

12. The Board of Management may require the Shareholders or Proxies attending the meeting of the General Meeting of Shareholders to be checked or

subject to other security measures which the Board of Management deems appropriate. Where any Shareholder or Proxy refuses to comply with the inspection rules or the security measures mentioned above, the Board of Management may, after careful consideration, reject or expel such Shareholder or Proxy from the meeting of the General Meeting of Shareholders.

13. The Board of Management may, after due considerations, take the measures which it deems appropriate to:

a. Arrange seats at the venue of a meeting of the General Meeting of Shareholders or adjust the number of attendees at the venue of the meeting of the General Meeting of Shareholders;

b. Ensure safety for the attendees present at the venue of the meeting;

c. Create favourable conditions for Shareholders to attend (or continue attending) a meeting of the General Meeting of Shareholders.

The Board of Management may have full powers to change the above measures and take all measures if necessary. The measures taken may be the issuance of entry permits or use of other options.

14. In a case where the General Meeting of Shareholders takes the above measures, when determining the venue of the meeting, the Board of Management may:

a. Notify that the meeting shall be conducted at the venue in the notice and the Chairman of the meeting shall be present there (the “Official Venue of the Meeting”);

b. Arrange for Shareholders or Proxies who are unable to attend the meeting in accordance with this Article or the persons who want to attend the meeting of the General Meeting of Shareholders at a venue different from the Office Venue of the Meeting can attend the meeting at the same time.

The notice on holding the Meeting shall not be required to state the detailed organizational measures in accordance with this Article;

15. In this Charter (unless where the context otherwise requires), all Shareholders and Proxies (if any) shall be considered to attend the meeting at the Official Venue of the Meeting.

16. The Company shall hold the meeting of the General Meeting of Shareholders at least once per year. The annual meeting of the General Meeting of Shareholders shall not be held by way of collecting written opinions.

### **Article 18. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders**

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

1. The Board of Management shall have the right to collect written opinions in order to pass a resolution of the General Meeting of Shareholders whenever necessary for the interests of the Company.

2. The Board of Management must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The written opinion form together with the draft resolution and explanatory documents must be sent by a method which is guaranteed to reach the registered address of each Shareholder. The Board of Management must ensure to send and release the documents to Shareholders within a reasonable period for the review and voting and must sent at least fifteen (15) days prior to the expiry date of receipt of written opinion forms.

3. The written opinion form must contain the following basic details:

a. Name, head office address, number and date of issuance of the Enterprise Registration Certificate; place of business registration of the Company;

b. Purpose of collecting written opinions;

c. Full name, permanent address, nationality, and the number of People's identity card, of the passport or other lawful personal identification with regard to a shareholder being an individual and the name, permanent address, nationality, number of establishment decision or number of business registration of a Shareholder or Proxy with regard to a Shareholder being an organization; the number of shares of each class and number of votes of the Shareholder;

d. Issue to be obtained opinions in order to pass the resolution;

e. Voting options, comprising agreement, non-agreement, or abstention with respect to each issue to be obtained opinions;

f. Time-limit within which the completed written opinion form must be returned to the Company;

g. Full name and signature of the Chairman of the Board of Directors and of the Legal Representative of the Company.

4. Any completed written opinion form must bear the signature of the Shareholder being an individual, and of the Authorized Representative or of the Legal Representative of the Shareholder being an organization.

Written opinion form must be returned to the Company in a sealed envelope and no one shall be permitted to open the envelope prior to the vote-counting. Any completed written form received by the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened shall be invalid.

5. The Board of Management shall conduct the vote-counting and shall prepare minutes of the vote-counting in the presence of the Inspection Committee or of Shareholders not holding a managerial position in the Company. The vote-counting minutes shall contain the following basic details:

- a. Name, head office address, number and date of issuance of the Enterprise Registration Certificate; and place of business registration of the Company;
- b. Purpose of collection of written opinions and issues to be obtained opinions in order to pass a resolution;
- c. Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and including an appendix as a list of the Shareholders having participated in the vote;
- d. Total number of votes for, against and abstentions on each issue voted on;
- e. Resolutions which have been passed;
- f. Full name and signature of the Chairman of the Board of Management, of the legal representative of the Company and of the person who supervised the vote-counting.

The members of the Board of Management and the person who supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes, and shall be jointly liable for any loss and damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.

6. The vote counting minutes must be published on the website of the Company within twenty four (24) hours and must be sent to Shareholders within fifteen (15) days from the date of completion of the vote-counting.

7. Written opinion forms which were returned, the vote-counting minutes, the full text of the resolution which was passed and any related documents sent with all of the written opinion forms must be kept as archives at the head office of the Company.

8. A resolution which is passed by way of collecting written opinions of Shareholders must be approved by the Shareholders representing at least sixty five percent (65%) of the total voting shares and shall have the same validity as a resolution passed in a meeting of the General Meeting of Shareholders.

#### **Article 18B. Demand for cancellation of resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the minutes of a meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms at the General Meeting of Shareholders, Shareholders or groups of Shareholders holding five percent (05%) or more of the total common shares for at least six (06) consecutive months, members of the Board of Management, members of the Inspection Committee and the General Director shall have the right to request a court or an arbitration of Vietnam to consider and cancel a resolution of the General Meeting of Shareholders in the following cases:

1. The formality and procedures for convening a meeting of the General Meeting of Shareholders did not comply with the Law on Enterprises and this Charter, except for the case stipulated in Clause 7 Article 16 of this Charter;

2. The sequence and procedures for issuing a resolution and the content of the resolution breached the Law or this Charter.

In case where a resolution of the General Meeting of Shareholders is cancelled in accordance with a decision of a court or an arbitration, the convener of a meeting of the General Meeting of Shareholders at which such resolution is cancelled may consider re-organizing the General Meeting of Shareholders within thirty (30) days in accordance with the sequence and procedures stipulated in the Law on Enterprise and this Charter.

## **VII. BOARD OF MANAGEMENT**

### **Article 19. Composition and Term**

1. The Board of Management shall have at least five (5) members and not more than eleven (11) members. The office term of a member of the Board of Management shall not exceed five (5) years. Members of the Board of Management may be re-elected with an unlimited number of terms. The total number of independent members of the Board of Management must account for at least one-third of the total members of the Board of Management. The minimum number of independent members of the Board of Management shall be determined by the method of rounding down. The independent members of the Board of Management must satisfy all conditions in accordance with the Vietnamese Law. A member of the Board of Management may be not a Shareholder of the Company, nor hold Vietnamese nationality and/or nor reside in Vietnam.

Any person who is concurrently a Acquirer and a Competitor or the representative of a Competitor of the Company shall not be nominated to be elected to the Board of Management.

The Board of Management member shall not allowed to serve on the Board of Management of more than five (05) companies at the same time, except as the member of the Board of the Management of the companies in the same corporation or companies operating under the Group, including parent company- subsidiary; a economic Corporation or representatives of the fund management company; the securities investment company.

#### **2. Candidacy, nomination for members of the Board of Management**

Shareholders holding at least five percent (5%) of ordinary shares for at least six (06) consecutive months shall be entitled to aggregate the number of voting rights of each such Shareholder to nominate candidates to be selected to the Board of Management.

A Shareholder or a group of Shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares for at least six (6) consecutive months shall be entitled to nominate one (01) candidate in order to elect such member to the Board of Management; from ten percent (10%) to less than

thirty percent (30%) to nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) to nominate up to three (03) candidates; from forty percent 40% to less than fifty percent (50%) to nominate up to four (04) candidates; from fifty percent 50% to less than sixty percent (60%) to nominate up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) to nominate up to six (06) candidates; from seventy percent (70%) to less than eighty percent (80%) to nominate up to seven (7) candidates; from eighty percent (80%) to less than ninety percent (90%) to nominate up to eight (8) candidates.

The formality and procedure for nominating the Board of the Management member shall be carried out in accordance with the election regulations of the Company.

Where the number of candidates to the Board of Management by way of standing for election or nomination is still insufficient, the incumbent Board of Management may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated by the Company in the Regulation on Corporate Governance. The mechanism for nomination or the method of nominating candidates to the Board of Management by the incumbent Board of the Management must be clearly announced and must be approved by the General Meeting of Shareholders before commencing the nomination.

3. The status as a member of the Board of Management shall be terminated in the following cases:

a. Such member is ineligible to be a member of the Board of Management in accordance with the Law on Enterprises or is prohibited from being a member of the Board of Management by Law;

b. Such member sends a written application for resignation to the head office of the Company;

c. Such member (i) has his/her civil act capacity lost or restricted or (ii) has violated the law and has been detained by the competent State bodies in accordance with the Law on criminal procedure;

d. Such member absented, did not attend meetings of the Board of Management for a consecutive period of six (06) months without consent of the Board of Management, and the Board of Management decides that the position of such member is vacated;

e. The member is dismissed, removed from the Board of Management by a resolution of the General Meeting of Shareholders.

f. That member is concurrently the Collector and the Competitor or the representative of a Competitor of the Company

4. The Board of Management may appoint another person as a temporary member of the Board of Management in order to fill the arising vacancy, and the new member must be approved at the next General Meeting of Shareholders. Upon such approval, the appointment of such new member shall be

deemed effective on the date of appointment by the Board of Management. The term of the new member of the Board of Management shall be calculated from the effective date of appointment to the expiry date of the term of the Board of Management. In a case where the new member is not approved by the General Meeting of Shareholders, any decision of the Board of Management in the run-up to the General Meeting of Shareholders made before the time of the General Meeting of Shareholders that is participated in voting by the alternative member of the Board of shall be deemed to be effective.

5. The appointment of members of the Board of Management must be disclosed in accordance with the Laws on securities and securities market.

## **Article 20. Powers and Duties of the Board of Management**

1. Business activities and affairs of the Company must be supervised and directed by the Board of Management. The Board of Management shall be the body with full powers to exercise all rights on behalf of the Company, excluding except the authorities which belongs to the General Meeting of Shareholders.

A shareholder as a member of the Board of Management, the Inspection Committee, the General Director, a Executive Director or the Chief Accountant of the Company must undertake to hold one hundred per cent (100%) of shares in his/her own possession for a period of at least 6 months from the date of first listing on the Stock Exchange of Ho Chi Minh City and fifty percent (50%) of such shares for a period of the following six (06) months, excluding the State-owned shares held by such Shareholder as representatives of the State.

2. The Board of Management shall be responsible for supervising the General Director and the Senior Managers under the mechanism as mentioned in the Regulations on Corporate Governance.

3. The rights and obligations of the Board of Management shall be stipulated by the Law, this Charter, the Regulations on the Corporate Governance, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Management shall have the following rights and obligations:

a. To make decisions on annual plans for development of annual business and production, and budgets;

b. To determine the operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

c. To appoint, remove or dismiss, and to enter into or or terminate labour contracts with (i) the General Director or, (ii) any Senior Managers of the Company at the request of the General Director; to make decisions on their salary and other benefits;

To decide to appoint, remove or dismiss an Authorized Representative to exercise the ownership rights of shares or capital contributed to other organizations/ enterprises, and to make decisions on the level of remuneration and other benefits of such persons;



Such dismissal must not be contrary to the contractual rights (if any) of the dismissed persons;

c1. To report the General Meeting of Shareholders the appointment of the General Director by the Board of Management;

d. To make decisions on the organizational structure of the Company,

e. To resolve claims of the Company against Managers as well as to make decisions on selecting a representatives of the Company to resolve relating to legal proceedings against such Managers;

f. To propose the class of shares which may be issued and the total number of shares of each class to be issued;

g. To propose issuance of bonds, converting bonds into shares, and warrants which entitle owners to purchase shares at a pre-determined price;

h. To determine the prices of bonds, shares and convertible securities offered for sale;

i. To propose annual dividend rates and to determine provisional dividend rates; to organize dividends payment of .

j. To propose the re-organization or dissolution of the Company;

k. To publicize benefits. Any member of the Board of Management, one way or another, direct or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and is aware that he/she has an interest in such contract or transaction, he/she shall be responsible to disclose the nature and content of such interest at the meeting where the Board of Management considers signing such contract or transaction for the first time.

4. The following issues must be approved by the Board of Management:

a. Establishment, closure of Branches or Representative Offices of the Company;

b. Establishment, separation, merger, consolidation, conversion or dissolution of Subsidiaries of the Company;

c. Within the scope regulated in Clause 2 Article 149 and except for the case stipulated in Clause 3 Article 162 of the Law on Enterprises, in which the approval of the General Meeting of Shareholders is required, the Board of Management shall from time to time make decisions on implementation, amendment or cancellation of the major contracts and/or transactions of the Company, of any Branch of the Company or of the subsidiaries (including contracts and/or transaction for purchase, sale, loan, lending, merger, takeover and joint venture and other contract having the contract value accounting for thirty five percent (35%) or more of the total value of the assets of the Company recorded in the most recent financial statements).

d. Appointment and removal of any person who are authorized by the Company to act as commercial representatives and Lawyers of the Company;

e. (i) Borrowing and (ii) implementation of any warranties and compensations of the Company with the value stipulated in the Regulations on Corporate Governance;

f. Investments exceeding ten percent (10%) of the planned value and in the annual business budgets;

g. Purchase or sale of shares or capital contribution in other companies established in Vietnam or overseas;

h. Valuation of non-cash assets contributed to the Company and relating to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

j. Purchase or reclamation by the Company of no more than ten percent (10%) of shares of each class;

l. Any other business issues or transaction which require approval as decided by the Board of Management within the scope of its power and responsibilities based on the regulations on corporate governance; and

m. Decision on the purchase price or recovery of shares of the Company.

5. The Board of Management must report to the General Meeting of Shareholders its activities, in particular, its supervision in respect of the General Director and Senior Managers within a fiscal year. If the Board of Management fails to submit such report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not yet approved by the Board of Management.

6. Unless otherwise stipulated by Law and the Charter, the Board of Management may authorize Managers to deal with work on behalf of the Company.

7. Members of the Board of Management shall be entitled to remunerations for their assignments in their capacity as members of the Board of Management. The total remuneration for the Board of Management shall be determined by the General Meeting of Shareholders and shall be distributed to members of the Board of Management in accordance with the Regulations on Corporate Governance.

The total remuneration paid to each member of the Board of Management shall be included in business expenses of the Company in accordance with the Law on corporate income tax and must be itemized in the annual report of the Company.

The total amount of money paid to each member of the Board of Management comprises remuneration, expenses, commission, right to purchase shares and other benefits conferred by the Company, its subsidiaries and affiliated companies and other companies in which a member of the Board of Management is the capital contributor representative must be detailed in the annual report of the Company.

8. Any member of the Board of Management who holds any executive position or who works in sub-committees of the Board of Management or who performs other work which is, in the opinion of the Board of Management, beyond

the scope of the normal tasks of a member of the Board of Management, may be paid extra remuneration in the form of a lump sum wage on each time, or salary, commission, profit percentage or other form as per remuneration policies for the member of the Board of Management.

9. Members of the Board of Management shall be entitled to reimbursement of all costs of meals, accommodation and travel and other reasonable expenses paid by them when performing their responsibilities as a member of the Board of Management, including expenses arising out of attending at the meetings of the Board of Management or sub-committees of the Board of Management, or the General Meeting of Shareholders.

## **Article 21. Chairman of the Board of Management**

1. The Board of Management must select among members of the Board of Management to elect as Chairman. The selection of the Chairman shall comply with the Regulations on Corporate governance. Unless otherwise decided by the General Meeting of Shareholders, the Chairman of the Board of Management shall not act concurrently as the General Director of the Company. Approval shall be required at the annual meeting of the General Meeting of Shareholders for the Chairman of the Board of Management to act concurrently as the General Director.

2. The Chairman of the Board of Management shall have the following rights and duties:

- a. To prepare working plans and programs of the Board of Management;
- b. To prepare or organize the preparation of, the programs, agenda and documents for the meetings of the Board of Management; to convene and preside over the General Meeting of Shareholders and the meetings of the Board of Management;
- c. the Chairman of the Board of Management is responsible to ensure that the Board of Management submit annual financial reports, operational reports of the Company, its audit and inspection reports to the Shareholders at the meeting of the General Meeting of Shareholders;
- d. To sign resolutions, decisions of the Board of Management on behalf of the Board of Management;
- e. To monitor and inspect implementation of the decisions of the Board of Management;
- f. To make recommendations on the appointment, removal or dismissal of the General Director to the Board of Management or the General Meeting of Shareholders. On behalf of the Board of Management, to sign labor contracts with the General Director in case of the Chairman of the Board of Management shall not serve concurrently as the General Director;
- g. Where necessary, the Chairman of the Board of Management may suspend decisions of the General Director to reduce losses. After that, it must be approved by the Board of Management to obtain an official decision within fifteen (15) days from the date of issuance of such decision on suspension;

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

3. The Chairman of the Board of Management must convene and preside over the meetings of the General Meeting of Shareholders and meetings of the Board of Management. Where the Chairman has notified the Board of Management of his/her absence, or of his/her absence due to force majeure, or his/her inability to carry out his/her duties, a Board of Management member who is authorized by the Chairman shall carry out the Board of Management Chairman's rights and duties. In case of no proxy, the Board of Management may appoint, on the principle of simple majority, another person among them to temporarily execute the duties of the Chairman.

4. Where the Chairman resigns or is dismissed or removed, the Board of Management must elect any replacement within a period of ten (10) days from the date of the Company's receipt of any resignation letter from the date of the Board of Management's decision on removal, dismissal of the Board of Management Chairman.

## **Article 22. Alternate members of the Board of Management**

[Intentionally deleted]

## **Article 23. Meetings of the Board of Management**

1. Initial meeting of the office term of the Board of Management. If the Board of Management elects the Chairman, then the initial meeting of a term of the Board of Management in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of seven (07) working days from the date of completing the election of the Board of Management for that term. Such meeting shall be convened by the member who obtains the highest number of votes. If two or more members obtain the same highest number of votes, such members shall elect a person amongst them to convene the meeting by a majority vote.

2. Regular Meeting. The Chairman of the Board of Management must convene regular meetings of the Board of Management, prepare the meeting agenda, determine the appropriate time and venue of the meetings at least five (05) days before the proposed date of such meetings. The Chairman may convene a regular meeting of the Board of Management whenever necessary, but there must be at least one (01) meeting every quarter.

3. Extraordinary Meeting. The Chairman must convene an extraordinary meeting of the Board of Management when he/she sees necessary for the interests of the Company. In addition, the Chairman of the Board of Management must convene a meeting of the Board of Management which shall not be delayed without a legitimate reason, when any of the following subjects makes a written request specifying the purpose of the meeting and the issues to be discussed:

- a. The General Director or at least five (05) Senior Managers;
- b. At least two (02) members of the Board of Management;

- c. The Inspection Committee.
- d. An independent auditor who requests discussion of the audit report and the status of the Company

4. Meetings of the Board of Management stipulated in Clause 3 of this Article must be conducted within seven (07) working days after the request for the meeting is made. If the Chairman of the Board of Management does not accept to convene a meeting as requested, then the Chairman must be liable for any damage caused to the Company; the person making the request as referred to in Clause 3 of this Article may himself or herself convene a meeting of the Board of Management.

5. Meeting Venue. Meetings of the Board of Management shall be conducted at the registered address of the Company or at another address in Vietnam or abroad as proposed by the Chairman of the Board of Management and unanimously approved by the Board of the Management.

6. The notice of a Board of Management meeting must be sent to the members of the Board of Management at least three (03) working days before holding the meeting; the members of the Board of Management may refuse the notice of invitation in writing and such refusal may take retroactive effect. The notice of the meeting of the Board of Management must be made in writing and in Vietnamese; must provide information on the agenda, time and venue of the meeting; accompanied by necessary documents regarding the issues to be discussed and voted on at the meeting of the Board of Management and voting form for the members of the Board of Management who shall be unable to attend the meeting. The notice of invitation shall be sent by post, fax, electronic mail or other methods guaranteed to reach the address of each member of the Board of Management as registered with the Company.

7. Quorum. The first meeting shall only be conducted for passing resolutions/decisions if at least three-quarters of the members of the Board of Management attend such meeting. A member of the Board of Management is considered to attend the meeting when: (i) present in person; (ii) present via his/her proxy; (iii) having the valid votes as stipulated in Clause 11 of this Article; or (iv) in the forms stipulated in Clause 12 of this Article.

In a case of an insufficient quorum, the meeting must be re-convened within seven (07) days from the proposed date of the first meeting. The re-convened meeting shall be conducted if more than half of the number of members of the Board of Management attends in person or via their Proxies.

8. Voting.

a. Except for Point (b) of this clause, each member of the Board of Management or his/her Proxy who is present in his/her capacity as an individual at the meeting of the Board of Management shall have one (01) vote.

b. A member of the Board of Management shall not be permitted to vote on any contract or transaction or proposal in which such member or any Related Person of such member has interests which conflict or possibly conflicts with the interests of the Company. A member of the Board of Management shall not be

included in quorum required to be present to hold a meeting of the Board of Management regarding resolutions on which the member does not have the voting right.

Any member of the Board of Management who benefits from any contract stipulated in Clause 4 of Article 29 of the Charter shall be deemed to have a considerable interest in such contract.

b. According to Point b of this Clause, when an issue arise at a meeting of the Board of Management, relating to the interest of a member of the Board of Management or the voting right of such member, which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Management, then such issue shall be referred to the meeting Chairman for decision. The Chairman's decision on such issue shall be final, except where the nature or scope of the interest of the relevant member of the Board of Management has not been fully announced.

9. The Board of Management shall pass decisions/resolutions based on majority consent of the members of the Board of Management present (more than fifty per cent – 50%). Where the number of votes for and against are equal, then the Board of Management Chairman shall cast his/her vote as the deciding vote.

10. Declaration of interests. Any member of the Board of Management who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and aware that he/she has an interest in such contract or transaction is responsible to disclose the nature and contents of such interest at the meeting where the Board of Management considers the signing of such contract or transaction for the first time. Where a member of the Board of Management is not aware that such member and his/her Related Person have interest at the time a contract or transaction is signed with the Company, such member must publicly announce his/her related interests at the first meeting of the Board of Management to be held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.

11. Voting by default. An absent member of the Board of Management may vote on a resolution of the Board of Management by voting in writing. Such written votes must be in a sealed envelope and be given to the Chairman no later than one (01) hour before the proposed time when the meeting is conducted.

12. Meetings by telephone or by other forms. A meeting of the Board of Management may be conducted by way of a conference call between members of the Board of Management when all or a number of members are at different places that each attending member is able to:

a. Hear each other member of the Board of Management expressing their opinions in the meeting;

b. Express his/her opinions to other attending members at the same time.

The communication among the members may be implemented directly via telephone or by any other means of communication (including use of such means at the time of approving the Charter or thereafter) or by a combination of such means. The members of the Board of Management who attend such meeting

shall be deemed physically present at such meeting. The meeting venue to be held in accordance with this provision shall be the venue where the largest group of members of the Board of Management gathers, or shall be the venue where the Chairman of the meeting is present if there is no such a group.

Resolutions passed at a meeting via telephone which are duly held and conducted shall take effect immediately after closing the meeting, but must be confirmed by the signatures of all attending members of the Board of Management in the meeting minutes.

13. Written resolutions. A resolution by way of collection of written opinions shall be approved based on majority consent of members of the Board of Management who have voting rights. Such resolution shall have the same effect and validity as a resolution passed by the members of the Board of Management at the meeting which is convened and held in accordance with the normal practice.

14. Meeting minutes. The Secretary of the Company shall be responsible for delivering the minutes of a meeting of the Board of Management to members, and such minutes shall be deemed authentic evidence of the work carried out at such meeting unless there is an objection of the contents of the provided minutes within ten (10) days from the date of delivery. The minutes of the meeting of the Board of Management must be written in Vietnamese and must contain the signatures of all attending members. In case where, there are some members of the Board of Management not using Vietnamese, the minutes of the meeting may be translated into English and such member shall sign both versions.

The time-limit of filing the minutes of the meeting of The Board of Management is implemented in accordance with the Regulations on Corporate Governance.

15. Persons invited to attend a meeting as observers. The General Director, other Senior Managers and experts may attend a meeting of the Board of Management at its invitation but shall not be permitted to vote.

### **Article 23B. Sub-committees of the Board of Management**

1. The Board of Management shall be required to set up sub-committees to assist it in carrying out the Board of Management's activities, comprising a sub-committee for developing policy, a sub-committee for personnel, a sub-committee for salary and bonuses. The sub-committee for personnel and the sub-committee for salary and bonuses must have at least one (1) independent member of the Board of Management who shall act as the head of the sub-committees.

2. The Board of Management shall be required to set up other special sub-committees after the approving resolutions of the General Meeting of Shareholders.

3. As stipulated by Clause 1, 2 of this Article, the Board of Management may authorize sub-committees to act and make decisions within its authority.

4. The members of sub-committees may consist of one or more members of the Board of Management and one or more external members as decided by the

Board of Management. During the course of performance of the authorized powers, the sub-committees must abide by the regulations issued by the Board of Management. Such regulations may govern or permit the admission of additional persons who are not members of the Board of Management to the afore said sub-committees and may permit such persons to vote in the capacity as members of the sub-committee, but (i) must ensure that the number of the external members is less than half of the total members of the sub-committee, and (ii) the resolutions of the sub-committee shall take effect only when there are more than fifty percent (50%) members of the Board of Management under such the sub-committees attending and voting at the meeting.

5. The resolution implementation of sub-committees under the Board of Management or of any person as a member of sub-committees of the Board of Management shall be deemed to be legally valid even in case of a possible faulty appointment of a member of a sub-committee.

6. The Board of Management shall provide detailed regulations on establishment of and responsibilities of the sub-committees and each member.

## **VIII. GENERAL DIRECTOR, OTHER SENIOR MANAGERS AND SECRETARY OF THE COMPANY**

### **Article 24. Organization of the management apparatus**

The managerial system of the Company must ensure that the managerial apparatus shall be liable to the Board of Management and shall be under the leadership of the Board of Management. The Company shall have one (01) General Director, some Executive Directors and one (01) Chief Accountant appointed by the Board of Management. The appointment, removal or dismissal of said positions must be implemented by a duly approved resolution of the Board or Management. Accordingly:

1. The Executive Directors mean persons who assist the General Director to implement one or more duties assigned and authorized by the General Director; shall be responsible for the scope of such assigned and authorized tasks to the General Director, the Board of Management and the Law.

2. The Chief Accountant means the person who assists the General Director to direct, implement operations in terms of accounting, finance, statistics; shall be responsible for finance and accounting management in accordance with the Law.

### **Article 25. Senior Managers**

1. At the General Director's request and upon approval of the Board of Management, the Company will recruit a certain numbers of senior management positions necessary and in compliance with the managerial system and practice of the Company as determined by the Board of Management from time to time.

2. Salary, remuneration, benefits and other terms in an employment contract with the General Director shall be decided by the Board of Management;



and employment contracts with other Senior Managers shall be decided by the Board of Management after consulting with the General Director.

## **Article 26. Appointment, dismissal, removal, Duties and Powers of the General Director**

1. Appointment. The Board of Management shall appoint a member of the Board or another person to be the General Director and shall enter into a contract which shall specify the salary, remuneration, benefits and other terms related to the recruitment. The information about salary, allowances and benefits of the General Director must be reported at the annual meeting of the General Meeting of Shareholders and must be itemized in the annual report of the Company.

2. Conditions and standards: The General Director must be a person who does not fall into the category of persons prohibited by law from being a General Director, including: (i) minors; persons whose civil acts capacity is restricted or lost; (ii) person sentenced or serving prison sentences; (iii) member of people's armed forces, of state officials and employees; and (iv) a person prohibited from being a manager of an enterprise, a cooperative within a time-limit under the decision of the competent State bodies, including: private enterprise owner; partnership member, Director (General Director); the Chairman, the members of the Board of Management; the Member's Council of an enterprise; the cooperative's head, the member of the Cooperative's Board of Management declared bankrupt, except for such enterprise, cooperative go bankrupt due to force majeure.

3. Office term: The office term of the General Director shall be five (5) years and may be re-appointed. The re-appointment may become invalid pursuant to the regulations in the employment contract.

4. Powers and Duties. The General Director has the following powers and responsibilities:

a. To organize implementation of decisions adopted by the Board of Management and of the General Meeting of Shareholders.

b. To make decisions on all issues without requiring a resolution of the Board of Management, inclusive of the signing financial and commercial contracts on behalf of the Company, and on the organization and management of the day-to-day business and production activities of the Company in accordance with the best management practices;

c. To make recommendations on the number and manager positions the Company needs to recruit for appointment or removal by the Board of Management when necessary for the purpose of implementing the best management practices and structures proposed by the Board of Management; and to provide advice for the Board of Management to decide salary, remuneration, benefits and other terms for the employment contracts with Managers;

d. To consult the Board of Management to make decisions on the number of employees, wage rate, allowances, benefits, appointments and dismissals and other terms relating to their employment contracts; to appoint, discharge, dismiss managers' titles of the Company, except for those subject to the authority of the Board of Management and General Meeting of Shareholders.

e. On November 30<sup>th</sup> in each year, the General Director must submit to the Board of Management a detailed business plan for the next fiscal year for its approval on the basis of satisfying the requirements of the appropriate budget;

f. To organize implementation of the annual business plans which are approved by the General Meeting of Shareholders and the Board of Management;

g. To propose measures to improve the operation and management of the Company;

h. To prepare long-term, annual and quarterly budget estimates of the Company (hereinafter referred to as an estimated) to serve long-term, annual and quarterly management activities of the Company in accordance with the business plans. The annual budget estimate (including the proposed balance sheet, profit and loss statement and cash flow statement) for each fiscal year must be submitted to the Board of Management for its approval and must contain the information as per the Company's regulations which issued by the Board of Management.

i. To make recommendations on methods of paying dividends and dealing with losses in business;

j. The General Director shall be the legal representative of the Company to sign labour contracts or authorize Senior Managers to recruit and sign those contracts;

k. Within the scope of his/her duties and power, the General Director may authorize other individuals and/or organizations to perform the work related to his/her duties and rights depending on the demand from time to time.

l. To manage the day-to-day business operations of the Company in accordance with the provisions of the Law, this Charter and the regulations of the Company, the resolutions of the Board of Management and his/her employment contract signed with the Company.

If his/her management is contrary to those provisions, and causes damages to the Company, the General Director shall be responsible before the Law (if any) and shall compensate the Company for the damages.

4. Report to the Board of Management and Shareholders. The General Director shall be responsible before Board of Management and the General Meeting of Shareholders for implementing of the assigned duties and powers, and must report to such bodies if so required.

5. Removal, dismissal. The Board of Management may remove, or dismiss the General Director when at least two-thirds of the members of the Board of Management vote for it (excluding the votes of the Chairman or members of the Board of Management in the case where the Chairman or the member acts as the General Director) and may appoint a new General Director as replacement.

The General Director may be removed by the Board of Management in the following cases:

a. Due to the business demand, the personnel transfer and rotation of the Company;

b. Due to his or her health that may be insufficient for his or her continued performance of his or her tasks; and

The General Director may be dismissed by the Board of Management in the following cases:

a. Due to any failure to complete his/her duties, or his or her infringement upon the internal regulations or rules of the Company

b. Infringement upon of the laws that is not serious to the extent of taking criminal responsibility or mandatory termination of the labour contract.

#### **Article 27. Secretary of the Company**

1. The Board of Management will appoint one or more persons to act as Secretary(ies) of the Company with a office term and other terms as decided by the Board of Management. The Board of Management may remove the Secretary of the Company at any time, provided that it is not contrary to the applicable law on labour. The roles and duties of the Secretary of Company shall comprise:

a. To prepare and organize meetings of the Board of Management and the Inspection Committee and, the General Meeting of Shareholders as requested by the Board of Management Chairpeson or the Inspection Committee;

b. To attend and prepare meeting minutes;

c. To provide advice on meeting procedures;

d. To provide financial information, copies of minutes of meeting of the Board of Management and other information to the members of the Board of Management and the Inspection Committee.

2. The secretary of the Company shall be responsible to keep information confidential in accordance with the Law and this Charter.

### **IX. DUTIES OF MEMBERS OF THE BOARD OF MANAGEMENT, MEMBER OF INSPECTION COMMITTEE, THE GENERAL DIRECTOR AND OTHER SENIOR MANAGERS**

#### **Article 28. Responsibility to be prudent**

Members of the Board of Management, members of the Inspection Committee, the General Director and other senior Managers are responsible to perform their duties including those as a members of sub-committees under the Board of Management in bona fide for the best interests of the Company and with an extent of prudence expected from any prudent peer under similar circumstances.

#### **Article 29. Responsibility to be honest and avoid f conflicts of interest**

1. Members of the Board of Management, members of the Inspection Committee, the General Director and other senior managers are not permitted to take advantage of profitable business opportunities of the Company for personal purposes; and concurrently not permitted to use information obtained by virtue of their positions for their personal interest or for the interests of other individuals or organizations.

2. Members of the Board of Management, members of the Inspection Committee, the General Director and other Senior Managers shall be obliged to notify the Board of Management of any interests to which they may be entitled via other economic legal entities, transactions or individuals. The announcement content includes:

a. Name, address of the head office, business lines, issuance number and date of the Enterprise Registration Certificate, place of business registration of any enterprise in which they own contributed capital or shares; ratio and date of owning such contributed capital or shares;

b. Name, address of the head office, business lines, issuance number and date of the Business Registration Certificate, place of business registration of any enterprise in which their Related Persons jointly or severally own shares or contributed capital of more than ten percent (10%) of the Charter Capital.

The declaration stipulated in this clause must be made within a time-limit of seven (07) working days from the arising date of any relevant interest; any amendment or addition must be reported to the Company within seven (07) working days from the date of such amendment or addition.

The declaration stipulated in this Clause shall be reported to the General Meeting of Shareholders at its annual meeting, and be displayed and retained in the head office of the Company. Shareholders, their authorized representatives, members of the Board of Management, members of the Inspection Committee, and the General Director shall have the rights to review the declared contents whenever necessary.

Any Board of Management member, any Inspection Committee member and the General Director must, if performing work in any form in his/her name or on behalf of others within the scope of business of the Company, must report the nature and content of that work to the Board of Management and the Inspection Committee, and must only be permitted to perform [the work] if the majority of the remaining members of the Board of Management approve; if the work is performed without reporting or without the approval of the Board of Management, all income arising from such activity shall belong to the Company.

3. The Company shall not be allowed to grant any loan or guarantee to any member of the Board of Management, the General Director, other Senior Managers and their Related Person; or to any legal entity in which the above-mentioned persons have financial interests, except where such loan or guarantee has been approved by the General Meeting of Shareholders.

4. According to Article 162 of the Law on Enterprises, a contract or transaction between the Company and the following parties:

4.1 Shareholders or authorized representative of the Shareholders holding more than ten percent (10%) of the ordinary shares of the Company, and their Related Persons; or

4.2 Any member of the Board of Management the General Director and their Related Persons; or

4.3 Any enterprise in which any member of the Board of Management, any member of the Inspection Committee, the General Director or any other Senior Managers owns contributed capital or shares; any enterprise in which the Related Persons of any member of the Board of Management, any member of Inspection Committee, the General Director or any other Manager own jointly or separately shares or contributed capital of more than ten percent (10%) of the charter capital; shall not be invalid if:

a. with respect to any contract or transaction valued at less than twenty percent (20%) of the total value of the assets of the Company and its Branches recorded in the most recent audited financial statements and the contents of such contract or the main contents of such transaction were announced and the Board of Management issued a decision on approval of, and permission of performance of such contract or transaction;

b. with respect to other contracts or transactions valued at twenty percent (20%) or more of the total value of the assets of the Company and its Branches recorded in the most recent audited financial statements; and other contracts or transactions not belonging to the authority of the Board of Management; and the contents of those contracts or the main contents of these transactions were announced and the General Meeting of Shareholders approved and permitted performance of such contracts or transactions.

Members of the Board of Management, members of the Inspection Committee, the General Director, other senior Managers and their Related Persons must not use the Company information which have not yet been permitted to be disclosed, or must not disclose information to others in order to implement related transactions.

5. Neither member of the Board of Management, nor the General Director, nor any Senior Manager, nor any Related Person of his or hers shall be allowed to purchase or sell or deal with shares of the Company or its subsidiaries in any form at any time when they have sensitive information that definitely will affect the price of such shares while other Shareholders are not aware of the information.

### **Article 30. Responsibility for loss and compensation**

1. Members of the Board of Management, members of the Inspection Committee, the General Director and Senior Managers who breach the obligations and responsibilities for honesty and prudence or fail to fulfil their obligations with due diligence and professional capability must be responsible for any damages caused by their breaches.

2. The Company shall pay compensation to any person who has been, is, or is likely become a related party in any claim, suit, or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Management, members of the Inspection Committee, the General Director, the Senior Managers, the employee of the Company or an Authorized Representative of the Company, or such person acted or is acting at the request of the Company in the capacity as a member of the Board

of Management, members of the Inspection Committee, the General Director, the Senior Managers, the employee of the Company or an Authorized Representative of the Company provided that such person acted honestly, prudently and diligently in the best interests or without countering the best interests of the Company in compliance with Law and that there is no evidence that such person committed a breach of his/her responsibilities. When implementing functions, duties or work authorized by the Company, the members of the Board of Management, members of the Inspection Committee, the General Director, the Senior Managers, the employee of the Company or an Authorized Representative of the Company, shall be entitled to compensation paid by the Company when they become a related party in any claim, suit or legal proceeding (excluding legal actions initiated by the Company) in the following cases:

(a) They acted honestly, prudently and diligently in the interests of the Company and without conflicting with the interests of the Company;

(b) They complied with law and there is no evidence that they failed to perform their responsibilities.

3. The expenses for compensation shall comprise arising expense (including lawyer's fees), judgement expenses, fines and payable actually arising or deemed reasonable when dealing with such cases within the framework permitted by Law.

The Company may purchase liability insurance for such persons as stipulated in Clause 2 of this Article in order to cover the said responsibilities for compensation, subject to the followings:.

a. The General Meeting of Shareholders shall approve the purchase of liability insurance for the members of the Board of Management and the Inspection Committee;

b. The Board of Management shall approve the purchase of liability insurance for the General Director and the Senior Managers; and

c. The General Director shall decide the purchase of liability insurance for the cases outside the framework of Points a, b of this Clause.

## **X. INSPECTION COMMITTEE**

### **Article 31. Inspection Committee**

1. The Inspection Committee and its members shall have the powers and responsibilities as stipulated in Article 165 of the Law on Enterprises and this Charter, mainly the followings:

a. The Inspection Committee shall supervise the Board of Management, the General Director and Senior Managers with respect to the management and administration of the Company; shall be responsible to the General Meeting of Shareholders for performance of its assigned duties;

b. To inspect the reasonableness, legality, truthfulness and prudence in terms of management and administration of the business activities, in terms of

organization of statistic and accounting work and preparation of financial statements;

c. To appraise reports on business activities, annual, semi- annual and quarterly financial statements, reports on evaluating management of the Board of Management; and to submit reports on evaluating annual financial statements, reports on business activities of the Company and reports on evaluating the management of the Board of Management to the General Meeting of Shareholders at its annual meetings;

d. To review books of accounts and other documents of the Company, the management and administration of the corporate operations whenever necessary or pursuant to a resolution of the General Meeting of Shareholders or at request of a Shareholder or a group of Shareholders stipulated in Article 10.3 of this Charter;

e. At the request of a Shareholder or a group of Shareholders stipulated in Article 10.3 of this Charter, the Inspection Committee shall carry out an inspection within a period of seven (7) working days from the date of receipt of the request. The Inspection Committee must submit a report on the issues under inspection requirement to the Board of Management and the requesting Shareholder or a group of Shareholders within a period of fifteen (15) working days from the date of completion of the inspection.

Such inspections stipulated in this Clause shall not disrupt the normal activities of the Board of Management and shall not interrupt the management of normal corporate operations;

f. To recommend to the Board of Management any changes, supplements, improvements of the corporate organizational structure;

g. Upon discovery of a member of the Board of Management or the General Director breaching her/his managerial obligations stipulated in Article 160 of the Law on Enterprises, Article 28 and Article 29 of this Charter, a written notice shall be immediately given to the Board of Management and request the person in breach to cease the breach and take measures to remedy any consequences.

h. The Inspection Committee is eligible to use an independent consultant to perform the assigned duties.

i. In terms of accounting and auditing activities of the Company, the Inspection Committee shall have the following powers and responsibilities:

i.1. To propose selection of an independent auditing company, auditing fees and all related matters;

i.2. Discussing the nature and scope of audit with the independent auditor before audit commencement;

i.3. Discussing difficulties and outstanding issues discovered from the mid-term or final-term audit results as well as issues which the independent auditors wish to discuss;

i.4. Reviewing the management letter of the independent auditor and the feedback from the Company's management board.

j. To exercise other powers and duties as stipulated in this Charter and Articles 166, 167 and 168 of the Law on Enterprises, and other provisions of the Law on Enterprises.

2. The candidacy and nomination of members of the Inspection Committee. A Shareholder or a group of Shareholders owning ordinary shares for a consecutive period of at least six (06) months may aggregate votes at least five per cent (5%) the total number of voting shares for nomination, candidacy to the Inspection Committee.

A Shareholder or a group of Shareholders holding from five percent (5%) to less than ten percent (10%) of the total number of voting shares shall be entitled to nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%) to nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) to nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) to nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) to nominate up to five (05) candidates.

The formality and procedure for electing the members of the Inspection Committee shall be carried out in accordance with the election regulations of the Company.

The formality and procedure for nominating the Inspection Committee members shall be carried out in accordance with the election regulation of the Company.

Where the number of candidates for the Inspection Committee by way of standing for election and nomination is still insufficient as required, the incumbent Inspection Committee may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated by the Company in the regulation of corporate governance. The mechanism by the incumbent Inspection Committee for nominating candidates to the Inspection Committee must be clearly announced and approved by the General Meeting of Shareholders before commencing the nomination.

3. Members of the Board of Management, the General Director and other Managers must provide all information and documents relating to the corporate operations at the request of the Inspection Committee. The Secretary of the Company must ensure that all copies of financial and other information are provided to members of the Board of Management and those of the meetings of the Board of Management are provided to the Inspection Committee at the same time as they are provided to the Board of Management.

4. The Inspection Committee must not have less than three (03) members and/or more than five (05) members, the specific number of members of the Inspection Committee shall be submitted by the Board of Management and the General Meeting of Shareholders approves as stipulated in the Point c of Article



13.2. The members of the Inspection Committee shall not work in the accounting, finance department of the Company and shall not be Shareholders, the capital contributing members or employees of the independent auditing company which currently audits the financial statements of the Company. The Inspection Committee must have at least one member who is an accountant or auditor. The members of the Inspection Committee must not be Related Persons of the members of the Board of Management, of the General Director and Senior Managers of the Company. A member of the Inspection Committee may neither hold Vietnamese nationality and/or nor reside in Vietnam but it must be ensured that more than half of the members of the Inspection Committee shall be permanently residing in Viet Nam. The Inspection Committee must elect one (01) of its members to be the Head of the Inspection Committee. The Head of the Inspection Committee must have specialized accounting qualification. The Head of the Inspection Committee has the following rights and responsibilities:

a. To convene meetings of the Inspection Committee and to function as the Chairman of the meeting;

b. To request the Board of Management, General Director and Senior Managers to provide the relevant information in order to report to members of the Inspection Committee; and

c. To prepare and sign the Inspection Committee's reports after consulting with the Board of Management, and to submit the same to the General Meeting of Shareholders.

5. The total remuneration of the Inspection Committee shall be decided by the General Meeting of Shareholders. The members of the Inspection Committee shall be entitled to reimbursement of travel, hotel cost and other expenses arising reasonably when they attend the meetings of the Inspection Committee or carry out other activities of the Inspection Committee.

6. After consulting with the Board of Management, the Inspection Committee may issue regulations on organization and operation of the Inspection Committee. The Inspection Committee must be meet at least twice each year and the minimum number of members attending the meeting must account for at least two-thirds ( $2/3$ ) of the total number of members of the Inspection Committee.

7. The members of the Inspection Committee shall be elected by the General Meeting of Shareholders and shall have a maximum office term of five (05) years and may be re-elected with unlimited number of office terms.

8. A member of the Inspection Committee will no longer have his or her status as member in the following cases:

a. The member is forbidden from being a member of the Inspection Committee by the Law;

b. The member resigns by sending a written notice to the head office of the Company;

c. The member is affected by a mental disorder and other members of the Inspection Committee have medical evidence showing that such member has lost his capacity for civil acts;

d. The member is absent from meetings of the Inspection Committee six (06) consecutive months without permission from the Inspection Committee, and the Inspection Committee has resolved that the position of such member is vacated.

e. The member is dismissed from the Inspection Committee by a decision of the General Meeting of Shareholders.

## **XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY**

### **Article 32. Right to investigate books and records**

1. A Shareholder or a group of Shareholders holding more than five percent (5%) of the total shares with voting rights for six (06) consecutive months or more shall have the right to send, directly or via any authorized representatives, a written request for approval on inspecting, the list of Shareholders and the meeting minutes of the General Meeting of Shareholders and copying or extracting such records; to sight and make an extract of the book of minutes and resolutions of the Board of Management, mid-year and annual financial statements made in accordance with the Vietnamese accounting system, and reports of the Inspection Committee during working hours and at the head office of the Company. A request for inspection by the authorized representative of the Shareholder must be accompanied by a power of attorney of the Shareholder represented by such person or a notarized copy of such power of attorney.

2. Members of the Board of Management, members of the Inspection Committee, the General Director and other managers shall have the right to inspect the Company's Register of Shareholders, the list of Shareholders and other books and records of the Company for any purposes relating to their positions on the condition that the information must be treated as confidential.

3. The Company shall keep this Charter and its amendments and additions, the Enterprise Registration Certificate, regulations, documents proving asset ownership, minutes of meetings of the General Meeting of Shareholders and of meetings of the Board of Management, reports of the Inspection Committee, annual financial statements, accounting books, and any other documents in accordance with the Law at the head office of the Company.

4. The Charter must be posted on the Company's website.

## **XII. EMPLOYEES AND THE TRADE UNION**

### **Article 33. Employees and the Trade Union**

1. The General Director must prepare a plan for the Board of Management to approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and discipline applicable to employees and other managers.

2. The General Director must prepare a plan in order for the Board of Management to approve the matters relating to the relationship between the

Company and trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the regulations of the Company, and applicable law.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 34. Profit distribution**

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the method of annual dividend payment from the Company's retained profits.

2. As stipulated by the Law on Enterprises, the Board of Management may decide mid-term dividends advances upon considering such advance payment conforms with the Company's profitability.

3. [Intentionally deleted]

4. The Company shall not pay interest on dividend payments or on payments relating to any class of shares.

5. The Board of Management may request the General Meeting of Shareholders to approve payment of all or part of dividends by shares, and the Board of Management shall be the body implementing such decision.

6. Where any dividend payment or other payments relating to one class of shares shall be made in cash, the Company must make such payment in Vietnamese dong. The payment may be made directly or via banks based on the bank details provided by the Shareholders. If the Company makes a bank transfer based on the exact banking detail provided by a Shareholder but such Shareholder cannot receive money, the Company shall not be liable for amount which it has transferred to the Shareholder entitled to such amount.

7. With approval of the Shareholders at the General Meeting of Shareholders, the Board of Management may decide and announce that the owners of ordinary share certificates shall have the right to choose to receive their dividends in ordinary shares instead of dividends in cash. These additional shares will be recorded as paid-up shares of which the buying prices are determined equivalent to the cash amounts payable for cash dividends paid in cash according to the most accurate computations.

8. According to the Law on Enterprises, the Law on Securities, the Board of Management shall approve a resolution determining a specific date to close the list of Shareholders. Based on such date, any person who has registered as a Shareholder or owner of other securities shall be entitled to receive dividends, interest, profit distribution, receive share certificates, notices or other documents.

9. Dividends shall be paid in full within six (06) months since the day the annual meeting of the General Meeting of the Shareholders ends. Sequence and procedure of dividend payments are carried out in accordance with Clause 4 Article 132 of the Law on Enterprises.

10. Other matters relating to profit distribution shall be implemented in accordance with Law.

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

##### **Article 35. Bank accounts**

1. The Company will open bank account(s) at one or more Vietnamese banks or at the branches of the foreign banks permitted to operate in Vietnam.

2. Subject to the prior approval from the competent authority, the Company may open a bank account in a foreign country in accordance with the Law, if necessary.

3. The Company will make all payments and accounting transactions via its Vietnamese dong accounts or foreign currency accounts at the bank where the Company opened such accounts.

##### **Article 36. Reserve fund**

Each year, the Company must appropriate from its post-tax profits: (i) ten percent (10%) to establish a Reward and Welfare Fund; (ii) ten percent (10%) to establish the Development Investment Fund. The fund appropriation percentage (%) may be changed in accordance with a proposal of the Board of Management to be approved by the General Meeting of Shareholders.

##### **Article 37. Fiscal year**

The Company's fiscal year shall begin from the first day of January each year and shall end on the 31<sup>st</sup> day of December of the same year. The first fiscal year shall begin on the Date of Establishment and shall end on the 31<sup>st</sup> day of December of the same year, if allowed by Law.

##### **Article 38. Accounting system**

1. The accounting system used by the Company shall be Vietnamese Accounting System (VAS) or another accounting system approved by the Minister of Finance.

2. The Company shall prepare accounting books in Vietnamese. The Company will keep the accounting records in accordance with the form of business operations in which the Company shall be engaged. These records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.

3. The Company uses the Vietnamese dong as the official currency in accounting

#### **XV. ANNUAL REPORTS, RESPONSIBILITY FOR INFORMATION DISCLOSURE AND PUBLIC ANNOUNCEMENT**

##### **Article 39. Annual, semi-annual and quarterly financial statements**

1. The Company must prepare an annual financial statement in accordance with the provisions of the Law as well as those of the State Securities Commission and such statement must be audited in accordance with Article 41 of this Charter, and within 90 days from the date of ending each fiscal year, must

submit annual financial statements which have been approved by the General Meeting of Shareholders to the competent taxation authority, the State Securities Commission, the Stock Exchange and the business registration authority.

2. The annual financial statements must include reports on the results of business and production activities which reflect honestly and objectively the profit and loss situation of the Company in the fiscal year and a Balance Sheet which reflects honestly and objectively the activities of the Company up to date of preparing such report. A cash flow statement and explanatory notes to the financial statements. If the Company is a parent company, the annual financial statement must also contain the separate financial report of the Company and a consolidated financial statement on the operation of the Company and its subsidiaries at the end of each fiscal year.

3. The Company must formulate and publish semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and the Stock Exchange and submit them to the relevant taxation authority and the business registration authority in accordance with the Law on Enterprises.

4. Audited financial statements (including the auditor's opinions) and semi-annual and quarterly reports of the Company must be posted on the Company's website.

5. Interested organizations or individuals shall be entitled to examine or copy the audited annual financial statements and the semi-annual and quarterly reports during the working hours of the Company at the head office of the Company, and shall be required to pay a reasonable amount of copying fees.

#### **Article 40. Information Disclosure and public announcement**

The information disclosure and public announcement of the Company shall be conducted in accordance with the Law.

### **XVI. COMPANY AUDIT**

#### **Article 41. Auditing**

1. At the annual meeting of the General Meeting of Shareholders shall appoint an independent auditing company of shall approve the list of independent auditing companies and authorize the Board of Management to decide to select one of such companies to conduct the Company audit for the next fiscal year on the basis of the terms and conditions as agreed with the Board of Management.

The independent auditing company performing the Company audit must be approved by the State Securities Commission.

2. The Company must prepare and submit an annual financial statement to the independent auditing company after the end of each fiscal year.

3. The independent auditing company shall inspect, certify and make a report on the annual financial statements which reflects the income and expenditure of the Company, and shall prepare an audit report and submit the same to the Board of Management within two (02) months from the end of a fiscal year.

4. A copy of the audit report must be sent with the annual financial statement of the Company.

5. The representative of the independent auditing company providing audit service to the Company shall be invited to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notifications and other information relating to any meeting of the General Meeting of Shareholders where any Shareholder has the right to receive and also has the right to express his or her opinions at the General Meeting of Shareholders regarding audit-related matters.

## **XVII. SEAL**

### **Article 42. Seal**

1. The Board of Management shall make a decision on approving the official seal of the Company.

2. The Board of Management, the General Director shall use and manage the seal in accordance with Law and the Regulation on Corporate Governance.

## **XVIII. TERMINATION OF OPERATION AND LIQUIDATION**

### **Article 43. Termination of operation**

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

a. The Operation Term of the Company expires, including after extension.

b. A competent court of Vietnam declares the Company bankrupt in accordance with the applicable Law;

c. The Company shall be early dissolved as decided by the General Meeting of Shareholders.

d. Other cases as stipulated by Law.

2. The early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Management. The decision on dissolution must be notified to, or must be approved by (if so required) the competent body in accordance with the regulations.

### **Article 44. Cases of Deadlock between members of the Board of Management and Shareholders**

The Shareholders holding half of the outstanding shares with voting rights in the election of members of the Board of Management shall have the right to lodge an application to a Court for dissolution based on one or more of the following grounds:

1. Members of the Board of Management failed to reach a consensus on management of the Company which results in their failure to obtain the required number of votes for their acts.

2. Due to the Shareholders' failure to agree, the required number of votes cannot be obtained in order to proceed with election of Members of the Board of Management.

3. There is an internal disagreement within the Company and two or more factions of Shareholders are divided so that dissolution is the option in the best interests of all the Shareholders.

#### **Article 45. Extension of Operation Term**

1. The Board of Management shall convene a meeting of the General Meeting of Shareholders at least seven (7) months before the expiry of the Operation Term in order to enable the Shareholders to vote on the extension of the Company's Operation Term at the request of the Board of Management.

2. The Operation Term shall be extended when it is approved by sixty five percent (65%) or more of the total votes of the Shareholders with voting rights at the General Meeting of Shareholders and remote votes.

#### **Article 46. Liquidation**

1. At least six (06) months before the expiry of the Operation Term or after a decision to dissolve the Company, the Board of Management must establish a Liquidation Committee consisting of three (03) members. Two (02) of these members shall be appointed by the General Meeting of Shareholders and one (01) shall be appointed by the Board of Management from an independent auditing company. The Liquidation Committee shall formulate its own operational regulations. The members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to the Company's other debts.

2. The Liquidation Committee shall be responsible to report its dates of establishment and commencement of operation to the business registration authority. From such point of time, the Liquidation Committee will represent the Company in all work relating to the liquidation before a Court and the administrative authorities.

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

- a. Expenses of liquidation;
- b. Wages and insurance costs for employees;
- c. Taxes and other items paid to the State;
- d. Loans (if any);
- e. Other debts of the Company;

f. After all the debts from (a) to (e) above have been paid, the balance shall be distributed to Shareholders. Payment of the preferential shares shall be given priority (if any).

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 47. Internal dispute resolution**

1. When a dispute or complaint relating to the Company work or the Shareholders' rights arises out of this Charter or any rights or obligations stipulated in the Law on Enterprises or the other laws or the administrative regulations, between:

- a. Shareholder and the Company; or
- b. Shareholder and the Board of Management, the Inspection Committee, the General Director or other managers.

the concerned parties will try to resolve such dispute through reconciliation. Except where such dispute concerning the Board of Management or the Chairman of the Board of Management, such Chairman will preside over any meeting for dispute resolution and shall require each party to present the actual factors relating to the dispute within ten (10) working days from the date of the arising. If the conflict concerns the Board of Management or the Chairman of the Board, either party may request appointment of an independent expert who shall act as an arbitrator for the dispute resolution.

2. If no reconciliation is reached within six (06) weeks from the beginning of the reconciliation process or if a decision of the mediator is not accepted by the parties, then either party may refer the dispute to a competent Court for resolution.

3. Each party will bear its own costs relating to procedures for negotiation and reconciliation. Payment of the court expenses shall be made in accordance with the judgement of the Court.

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

### **Article 48. Supplement and Amendment of the Charter**

Any addition to or amendment of this Charter must be made in the form of a draft for the approval of the General Meeting of Shareholders at its meeting or by way of collecting written opinions of at least seventy (75%) of the total number of votes of the Shareholders with voting rights. Where any legal provision relating to the Company's operation has not been mentioned in this Charter or where any new legal provision is different from the terms of this Charter, such provision of Law shall automatically apply, and shall govern the Company's operation.

## **XXI. EFFECTIVE DATE**

### **Article 49. Effective date**

1. This Charter enters into force on 27<sup>th</sup> April, 2015.
2. Only Clause 1 Article 4; Clause 1 Article 6, Clause 2, Point b Clause 3 Article 10; Point c, Point e, Point o, Point r and Point t Clause 2 Article 13; Clause 6 Article 14; Clause 8 Article 18; Article 18B; Point c Clause 3 Article 19; Point c Clause 4 Article 20; Clause 4, Clause 6 and Clause 7 Article 23; Clause 1, Point b Clause 2 and Clause 3 Article 29; Clause 1 Article 31; Clause 1 Article 32;



Clause 9 Article 34; and Clause 1 Article 42 of this Charter shall enter into force from July 1<sup>st</sup>, 2015.

While awaiting for the provisions listed in Clause 2 of this Article as above, the respective contents in such provisions shall be regulated in accordance with the corresponding Articles, Clauses, Points of the Charter approved by the shareholders at the General Meeting of Shareholders held on 26<sup>th</sup> April, 2013.

3. This Charter is made in ten (10) copies of equal validity, of which:
  - a. One (01) copy shall be submitted to the local Public Notary Office.
  - b. Five (05) copies shall be registered with an authority in accordance with the regulations of the People's Committee of Ho Chi Minh City.
  - c. Four (04) copies shall be filed in the office of the Company.
4. This Charter is the unique and official Charter of the Company.
5. Copies and extracts of this Charter are valid only when they bear the signature of the Chairman of the Board of Management or the signature of at least half of the total number of members of the Board of Management.

**Article 50. Signature of the General Director**

(Signed)

Name and surname: **Mai Kieu Lien**