
No: 17/2017-NQ-NVLG

Ho Chi Minh City, August 10th, 2017

**RESOLUTION
GENERAL MEETING OF SHAREHOLDERS
NO VA LAND INVESTMENT GROUP CORPORATION
Re: Approval for amendment and supplement of the Company Charter
(Shareholders' written opinions)**

Pursuant to:

- Law on Enterprises No. 68/2014/QH13 dated on November 26th, 2014;
- Law on Securities No. 70/2006/QH11 dated on June 29th, 2006;
- Law on amending, supplementing a number of articles of the Law on Securities No. 62/2010/QH12 dated on November 24th, 2010; Charter of No Va Land Investment Group Corporation.
- Voting papers for shareholders' written opinions of No Va Land Investment Group Corporation;
- Minutes of Voting checking results of shareholders' written opinions of No Va Land Investment Group Corporation in August 10th, 2017.

RESOLVE THAT

Article 1: The General Meeting of Shareholders (GMS) approves the amendment and supplement of No Va Land Investment Group Corporation (the Company)'s Charter as follows:

Article	The current contents	Amendment and supplement
Article 1	NA	"AC" means the Audit Committee under the BOD

Article	The current contents	Amendment and supplement																								
Article 5	<p>Charter capital, shares, founding shareholders</p> <p>1. The Company's Charter capital is five thousand nine hundred and sixty-one billion, nine hundred and ninety-two million, three hundred and forty thousand Vietnam Dong (VND 5,961,992,340,000).</p> <p>Total Charter capital of the Company is divided into five hundred and ninety-six million, one hundred and ninety-nine thousand, two hundred and thirty-four (596,199,234) shares with a par value of ten thousand Vietnam Dong (VND 10,000).</p> <p>3.The Company has:</p> <p>a. The number of shares on the date of passing the Company Charter consists of ordinary shares and convertible dividend preferred shares as follows:</p> <table border="1"> <thead> <tr> <th>No</th> <th>Types of shares</th> <th>Total</th> <th>Par value (VND/share)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Ordinary share</td> <td>589,369,234</td> <td>10,000</td> </tr> <tr> <td>2</td> <td>Convertible dividend preferred share</td> <td>6,830,000</td> <td>10,000</td> </tr> </tbody> </table>	No	Types of shares	Total	Par value (VND/share)	1	Ordinary share	589,369,234	10,000	2	Convertible dividend preferred share	6,830,000	10,000	<p>Charter capital, shares, founding shareholders</p> <p>1.The Company's Charter capital is six thousand two hundred and ninety-six billion, five hundred and eighty-seven million, eight hundred and eighty thousand Vietnam Dong (VND 6,296,587,880,000).</p> <p>Total Charter capital of the Company is divided into six hundred twenty-nine million, six hundred fifty-eight thousand, seven hundred eighty-eight (629,658,788) shares with a par value of ten thousand Vietnam Dong (VND 10,000).</p> <p>3.The Company has:</p> <p>a. The number of shares on the date of passing the Company Charter consists of ordinary shares and convertible dividend preferred shares as follows:</p> <table border="1"> <thead> <tr> <th>No</th> <th>Types of shares</th> <th>Total</th> <th>Par value (VND/share)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Ordinary share</td> <td>622,828,788</td> <td>10,000</td> </tr> <tr> <td>2</td> <td>Convertible dividend preferred share</td> <td>6,830,000</td> <td>10,000</td> </tr> </tbody> </table>	No	Types of shares	Total	Par value (VND/share)	1	Ordinary share	622,828,788	10,000	2	Convertible dividend preferred share	6,830,000	10,000
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Article 19	Accordingly, the Company ensures at least 20% of the BOD Members must be the Independent ones and has an Audit Committee appointed by the BOD. The BOD's Independent Members perform the function of supervising the management and administration of the Company.	Accordingly, the Company guarantees the sufficient number of the BOD's Independent Members and an Audit Committee under the BOD in accordance with laws. The BOD's Independent Members perform the function of supervising the management and administration of the Company.																								
Article 23.2 m	Having investment decision or selling or purchasing transactions of assets of the Company or its Branches with a value equal to or greater than 35% of the Company and its Branches' Total assets recorded in the most recent audited Financial Statements (FS).	Having investment decision, selling or purchasing transactions of assets with a value equal to or greater than 35% of the Company's Total assets recorded in the most recent FS.																								

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Article 23.2 p	The Company or its Branches sign a contract with the people defined in Clause 1, Article 32 of the Charter with the value equal to or greater than 35% of the Company and its Branches' Total assets recorded in the most recent audited FS.	The Company signed a contract with the people defined in Clause 1, Article 32 of the Charter with the value equal to or greater than 35% of the Company' Total assets recorded in the most recent FS.
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Article	The current contents	Amendment and supplement
Article 35.2 d	Decision on the selling price of shares and bonds of the Company.	Decision on the selling price of shares, method and timing of issuance of bond, types of bond, total value of bonds, including international bonds.

Article 42	There is no Person in charge of Corporate Governance (PCG)	<p>Person in charge of Corporate Governance cum Company Secretary</p> <ol style="list-style-type: none"> 1. In order to improve the efficiency of corporate governance, the BOD designates at least 1 PCG cum Company Secretary (CS) with term and duties decided by the BOD. 2. The PCG and CS can be dismissed by the BOD if necessary in accordance with current labor laws. 3. The BOD may also appoint 1 or more PCG and CS from time to time. 4. The PCG and the CS must have legal expertise and not concurrently work for an auditing company which is auditing the Company' FS. 5. Their roles and responsibilities are as follows: <ul style="list-style-type: none"> - Preparing the GMS and BOD's meetings at the request of the BOD; - Advising the GMS's procedures in accordance with laws and related issues between the Company and shareholders; - Attending the meetings; - Ensuring the BOD's Resolutions in compliance with laws; - Providing financial information, the BOD's Meeting minutes' copies and other documents to the BOD's Members; - Assisting the BOD's Members for their assigned rights and responsibilities; - Assisting the BOD in corporate governance; - Monitoring and reporting the Company's information disclosures to the BOD; - Other rights and obligations in accordance with law and the Company Charter; 6. The PCG and CS are responsible for maintaining confidentiality of the Company in accordance with laws and the Company Charter.
Article 44.2	2. The BOD's Members, Chief Executive Officer (CEO) and other management positions are obliged to inform the BOD of their conflicts of interest with the Company via the economic entities, transactions or other individuals.	<p>2. BOD's Members, CEO and other management positions must publicize their related benefits in accordance with law and the Company Charter as follows:</p> <p>(a) The BOD's Members, CEO and other management positions are obliged to inform the BOD of their conflicts of interest with the Company via the economic entities, transactions or other individuals;</p>

Article	The current contents	Amendment and supplement
		<p>(b) The BOD's Members, CEO and other management positions must report to the BOD on transactions between the Company, Subsidiaries, company which is owned more than 50% of Charter capital by the Public Company with such Members or their Related parties in accordance with law;</p> <p>(c) The BOD's Member, CEO are responsible for reporting to the BOD in following cases:</p> <ul style="list-style-type: none"> (i) Transactions between the Company and others in which the above mentioned Members being Founding or BOD's Members, CEO during the last 3 years before the transaction time; (ii) Transactions between the Company and others in which the above mentioned Members' Related parties being the BOD's Members, CEO or major shareholders.

Article	The current contents	Amendment and supplement
Article 44.3	3. The Company may not provide loans or guarantees for the BOD's Members, CEO, other management positions and their Related parties that these people having financial benefits unless the loans or guarantees have been approved by the GMS.	3. Regarding to transactions with shareholders, executive leaders and their Related parties, the Company must comply with the following regulations: (a) The Company may not provide loans or guarantees to individual shareholders and their Related parties as individuals; (b) The Company may not provide loans or guarantees to institutional shareholders and their Related parties as individuals, unless the shareholder is a Subsidiary without state ownership having contributed capital or shares purchased before July 1 st , 2015 according to Clause 6, Article 16 of Decree No. 96/2015/ND-CP dated on October 19 th , 2015; (c) The Company may not provide loans or guarantees to institutional shareholders' Related parties except for the following cases: (i) The Company and institution are shareholders' Related parties being companies within the group or companies operating in a group of companies including parents-subsidiary, economic group and transactions must be approved by the GMS or BOD in compliance with the Company Charter; (ii) Other cases provided otherwise by law; (d) Unless transactions approved by the GMS, the Company is not accepted the following transactions: (i) Providing loans or guarantees to the BOD's Members, CEO, other management positions and their Related parties unless the Company and institution are companies within the group or companies operating in a group of companies including parentssubsidiary, economic group and other cases provided otherwise by specialized law;

Article 2: The GMS authorizes the BOD to amend, supplement and update the Company Charter.

Article 3: This Resolution shall be effective from the date of signing. The BOD is required to execute the tasks in accordance to this Resolution.

Ho Chi Minh City, August 10th, 2017

**ON BEHALF OF THE GMS
CHAIRMAN OF THE BOARD**

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		<p>(ii) Total transaction value is equal to or greater than 35% of the Company' Total assets recorded in the most recent FS between the Company and one of the following entities:</p> <ul style="list-style-type: none"> - BOD's Members, CEO, other management positions and their Related parties; - Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary shares of the Company and their Related parties; - Enterprises related to the subjects stipulated in Clause 2, Article 159 of the Law on Enterprises.
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Recipients:

(Signed and sealed)

- SSC, HSX;
- BOD, BOM;
- Shareholders;
- Office record.

BUI THANH NHON