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SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER
HA LONG CANNED FOOD JOINT STOCK CORPORATION

2021

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INTRODUCTION

This Charter is approved by Ha Long Canned Food Joint Stock Corporation ("**Company**") according to the Resolution of 2021 Annual General Meeting of Shareholders held on 04/06/2021 ("**Charter**").

CHAPTER I. DEFINITIONS OF TERMS

Article 1 Interpretation of terms

1. In this Charter, the terms below shall be construed as follows:
 - a) *Charter capital* means the total par value of shares sold or subscribed upon the establishment of the Company and in accordance with this Charter;
 - b) *Voting capital* means the share capital under which the owner will have the right to vote on matters falling under the General Meeting of Shareholders' deciding authority;
 - c) *Law on Enterprises* means the Law on Enterprises no. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;
 - d) *Law on Securities* means Law on Securities no. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;
 - e) *Vietnam* means the Socialist Republic of Vietnam;
 - f) *Date of establishment* means the date the Company is granted the Business registration certificate for the first time;
 - g) *General Meeting of Shareholders* is what is defined in Article 14.1 this Charter.
 - h) *Board of Management* has the meaning as defined in Article 27.1 this Charter.
 - i) *Chief Executive Officer* has the meaning as defined in Article 38.2 this Charter.
 - j) *Executives of the Company* includes the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant and other executives as specified in Article 37 herein;
 - k) *Managers* are managers of the Company, including Chairman of the Board of Management, members of the Board of Management, Chief Executive Officer and other individuals holding other managerial positions as specified in the Charter;
 - l) *Related parties* are individuals and organizations defined in Clause 23, Article 4 of the Law on enterprises, Clause 46, Article 4 of the Law on securities;
 - m) *Person in charge of corporate governance* has the meaning as provided in the Article 35 in this Charter.
 - n) *Authorized representative* is any individual authorized in writing on behalf of a Shareholder to exercise the Shareholder's rights and obligations according to Clause 1, Article 14 of the Law on Enterprises;
 - o) *Non-executive Board of Management member/Non-executive member* is any member of the Board of Management, not the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant and other executives of the Company in accordance with provisions of the Charter;
 - p) *Shareholder* means an individual organization to own at least one share of the Company;
 - q) *Founding shareholder* is any Shareholder that owns at least one common share and signs in the Company's list of founding shareholders;
 - r) *Major shareholder* is any Shareholder as stipulated in Clause 18, Article 4 of the Law on Securities;

- s) *Corporate governance regulations* are internal regulations on corporate governance developed by the Board of Management and submitted to the General Meeting of Shareholders for approval in order to regulate the governance management and administration on the basis of compliance with legal regulations from time to time.
 - t) *Operation term* is the Company's operating period as specified in Article 2.5 in this Charter;
 - u) *Stock Exchange* means Vietnam Stock Exchange and its subsidiaries.
2. Any reference herein to one or any legal documents or provisions of legal documents shall be construed as a reference to legal documents or provisions modified, extended, consolidated, reissued or replaced from time to time (whether before or after the effective date of the Charter) and other decrees, regulations or provisions implementing this Charter;
 3. The headings (Chapter, Article herein) shall be used for convenience only without affecting the Charter's contents.
 4. Any words or terms defined in the Law on Enterprises (without any conflict with the subject or context) shall have the same meanings in the Charter.

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2 Name, form, head office, Branch, Representative office, business location and operation term of the Company

1. Company's name:
 - Trading name : CÔNG TY CỔ PHẦN ĐỒ HỘP HẠ LONG
 - Name in English : HALONG CANNED FOOD JOINT STOCK CORPORATION
 - Abbreviated name : HALONG CANFOCO
 - Stock code : CAN
 - Copyrighted logo:



2. The Company is a joint stock company with a legal status in accordance with the applicable laws of Vietnam.
3. Registered head office:

- Address: No. 71 Le Lai Street, May Chai Ward, Ngo Quyen District, Hai Phong City.
 - Tel. no.: (0225) 3836692
 - Fax: (0225) 3836155
 - Website: www.canfoco.com.vn
 - Email: halong@canfoco.com.vn
4. Any Branch and Representative office may be established in the business area to carry out the Company's operation objectives according to the Charter and to the extent permitted by law.
 5. The Company's operation term starts from the Establishment date until the date of termination according to Article 59 herein.

Article 3 Legal representative of the Company

The Company shall have 01 (one) legal representative who holds the position of Chairman of Board of Management. The legal representative shall have the responsibilities and powers specified in Articles 12 and 13 of the Law on Enterprises.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND BUSINESS OPERATIONS OF THE COMPANY

Article 4 Objectives

1. Production and business lines of the Company: The Company conducts business activities within the scope not prohibited by the law.
2. Objectives: To mobilize and use capital effectively in production and business activities falling any industries and trades not prohibited by law for the purpose of gaining profits; create stable jobs for employees; increase dividends for Shareholders; make contributions to the State Budget and build a stronger Company.

Article 5 Scope of business and business operations

The Company shall be allowed to carry out business activities in the business lines as specified herein and registered, notified of changes in registration contents to the business registration office and announced on the National Business Registration Portal.

CHAPTER IV. CHARTER CAPITAL, SHARE, FOUNDING SHAREHOLDERS

Article 6 Charter capital, Share, Founding shareholders

1. The Company's charter capital shall be VND 50,000,000,000 (*In words: Fifty billion Vietnamese dong*)
2. This total charter capital shall be divided into 5,000,000 (*Five million*) shares with par value of VND 10,000 (*Ten thousand*)/share.
3. The charter capital may be changed only when being approved by the General Meeting of Shareholders and in accordance with the provisions of laws.
4. The Company's shares shall be all ordinary shares on the date of adoption of this Charter. Rights and obligations of Shareholders holding each class of shares shall be specified Article 12 and Article 13 herein.
5. Various class of preference shares may be issued by the Company after obtaining the General Meeting of Shareholders' approval and in accordance with the provisions of law.

6. The ordinary shares must be given priority in offer to the existing Shareholders corresponding to their proportion of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders, at which the Company must give a notice of share offering, expressly providing the Shareholders with the number of shares to be offered and the appropriate subscription period (at least 20 working days). The number of shares not subscribed fully by the Shareholders shall be handled according to the Board of Management' decision. Such shares may be distributed by the Board of Management to the Shareholders or to other people with conditions not more favorable than the conditions offered to the existing Shareholders, unless otherwise approved by the General Meeting of Shareholders or in case such shares are sold through the Stock Exchange by auction method.
7. The Company may purchase shares it issued (including redeemable preference shares) in the manner specified in the Charter and prescribed by the law. Any shares redeemed by the Company are treasury shares which may be offered by the Board of Management in a manner consistent with the Charter, Law on Securities and relevant guiding documents;
8. Other types of securities may be issued by the Company when being approved in writing by the General Meeting of Shareholders and in accordance with the law.

Article 7 Stock certificate

1. Stock certificates shall be issued to the Company's shareholders corresponding to the number of shares and class of shares owned;
2. Stock is a type of securities certifying any legal rights and interests of the owner over a portion of share capital of the issuer. The stock fully show contents specified in Clause 1, Article 121 of the Law on Enterprises.
3. Within 60 days from the date of submitting complete application for shares ownership transfer in accordance with the Company's regulations or within 02 months from the date of full payment for share purchase as prescribed in the share issuance plan of the Company (or another time limit according to the prescribed issuing terms), the shareholder shall be issued a stock certificate. The shareholder shall not have to pay the cost of printing stock certificate to the Company.
4. In case only some of registered shares in a registered stock certificate are transferred, the old certificate shall be canceled and a new one showing the remaining shares shall be granted free of charge.
5. If the registered stock certificate is damaged or erased or lost, stolen or destroyed, the stock certificate owner may request a new stock certificate provided that he or she may present any proof of stock ownership and pay all related expenses to the Company. Any request from the Shareholder must cover the following contents:
 - a) Information about any stock lost, damaged or otherwise destroyed;
 - b) Responsibility for any disputes arising from the issuance of the new share as committed.
6. The holder of unregistered stock certificate shall be solely responsible for the maintenance of certificate without assuming any responsibility to the Company if the certificate is stolen or used for fraudulent purposes.
7. Registered shares may be issued not in the form of stock certificate. The Board of Management may issue regulations permitting the transfer of registered shares (in the form of stock certificate or not) without the need for transfer documents. The regulations on stock certificate and share transfer may be provided by the Board of Management in accordance with the provisions of the Law on Enterprises, Law on securities, stock market and this Charter.

Article 8 Other securities certificates

Bond certificates or other securities certificates of the Company (except for letters of offer, provisional certificates and similar documents) shall be issued with the Company's legal representative's stamp and sample signature, unless otherwise stated in terms and conditions of issue.

Article 9 Transfer of shares

1. All shares shall be freely transferred unless otherwise provided by this Charter and the law, while shares listed and registered for trading on the Stock Exchange shall be transferred in accordance with the law on securities and stock market.
2. Any shares not paid for in full shall not be transferable and not entitled to related benefits such as receiving dividends, receiving shares issued for an increase in share capital from equity sources, buying new offered shares and other benefits in accordance with the law;

Article 10 Share withdrawal

3. In case a shareholder fails to pay the full and timely payment for shares, the Board of Management shall notify and reserve the right to request that shareholder to pay the remaining amount together with interest and costs incurred by the Company due to the said failure to pay in full;
4. The payment notice mentioned above must clearly state the new payment term (at least 07 (seven) days from the date of sending notice), place of payment and the fact that the unpaid shares shall be automatically considered withdrawn in case of failure to make payment as required.
5. The Board of Management shall have the right to withdraw shares not paid in full and on time in case the requirements in the above notice are not fulfilled.
6. The shares withdrawn shall become the property of the Company and offered for sale in accordance with Clause 3 Article 112 of the Law on Enterprises. The Board of Management may directly or authorize to sell, redistribute those shares according to the conditions and ways deemed appropriate.
7. The Shareholders holding withdrawn shares must abandon the Shareholder status in relation to those shares, but still be liable for the total par value of registered shares for the Company's arising financial obligations, including, but not limited to, the payment of all relevant amounts plus prorated interest (such as bank interest) at the time of withdrawal as decided by the Board of Management from the withdrawal date until the date of payment. The Board of Management shall enforce the payment of the entire value of shares at the time of withdrawal or exemption or reduction of payment of a part or the whole amount at its discretion.
8. The notice of withdrawal must be sent to the shareholder holding the shares to be withdrawn before the time of withdrawal. The withdrawal shall be made invalid even in case of omission or carelessness in the sending of notice.

CHAPTER V. ORGANIZATION, MANAGEMENT AND CONTROL

Article 11 Organization, management and control

The Company's management organizational structure shall comprise:

- a) General Meeting of Shareholders;
- b) Board of Management;
- c) Board of Supervisors;

- d) Chief Executive Officer.

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12 Rights of the Shareholders

1. An ordinary shareholder shall have the following rights:
 - a) To attend, speak at the General Meeting of Shareholders and exercise the voting right directly at the General Meeting of Shareholders or through an authorized representative or by another form specified by the Charter. Each ordinary share will have one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To freely transfer the shares paid for in full in accordance with this Charter and the current laws to others, except for cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other relevant laws;
 - d) To be given priority in subscribing for new shares offered in proportion to the number of ordinary shares owned;
 - e) To check, review and extract information related full name and address from the List of shareholders with voting rights; request for correction of any inaccurate information;
 - f) To check, review and extract or copy the Charter, Meeting minutes of General Meeting of Shareholders and other resolutions of the General Meeting of Shareholders;
 - g) To receive a part of the remaining assets in proportion to the shares contributed to the Company if the Company dissolves or goes bankrupt, after the debts (including debt obligations to the state, taxes, fees) are paid off and the shareholders holding other classes of shares are compensated in accordance with the law;
 - h) To request the Company to repurchase their shares in cases stipulated by Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class shall give the Shareholder equal rights, obligations and benefits. If the Company has classes of preference shares, the rights and obligations associated with those classes shall be approved and fully disclosed to the Shareholders by the General Meeting of Shareholders;
 - j) To have full access to periodic and extraordinary information published by the Company in accordance with the law;
 - k) To be protected in terms of legitimate rights and interests; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders, Board of Management in accordance with the Law on Enterprises;
 - l) To have other rights and obligations in accordance with the provisions of the law and the Charter.
2. A shareholder or group of shareholders owning more than 05% of total number of ordinary shares shall have the following rights:
 - a) To request the Board of Management to convene the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) To check, review and extract the minutes book and resolutions and decisions of the Board of Management, semi-annual and annual financial statements according to the form of Vietnamese accounting system and reports of the Board of Supervisors, contracts, transactions via the Board of Management and other documents, except for documents related to trade secrets, business secrets of the Company;

- c) To request the Board of Supervisors to examine specific issue in relation to the management and operation of the Company if necessary. The request must be made in writing and include the following: full name, address, nationality, lawful personal identification number of a Shareholder being an individual; full name, enterprise code or lawful document number of a Shareholder being an organization; number of shares and share registration time of each Shareholder, total number of shares of group of Shareholders and percentage of ownership within the total number of shares of the Company; issues required for examination and purposes;
 - d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than 03 working days prior to the date of opening. The must clearly state the Shareholder's name, number of shares of each class, and proposed issues to be included in the agenda in accordance with Article 17.6 herein;
 - e) To have other rights and obligations in accordance with the provisions of the law and the Charter.
3. A shareholder or group of shareholders owning more than 10% of total number of ordinary shares shall have the following rights:
- a) To have rights prescribed in Clause 2 this Article;
 - b) To nominate members to the Board of Management and Board of Supervisor. The said nomination must be done in compliance with Article 25 and Article 39 herein.

Article 13 Obligations of the Shareholders

The shareholders shall have the following obligations:

- 1. To pay in full and on time the number of shares committed to buy;
- 2. Not be entitled to withdraw the paid-up capital made in form of ordinary shares unless otherwise those shares are redeemed by the Company or another person. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and any person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of shares withdrawn and damage occurred;
- 3. To strictly follow the Charter and internal management rules of the Company.
- 4. To comply with any Resolutions, Decisions of the General Meeting of Shareholders and the Board of Management.
- 5. To provide the correct address upon shares subscription.
- 6. To keep confidential any information provided by the Company in accordance with the Charter and the law; use the provided information to exercise and protect the legitimate rights and interests; without distributing or copying or sending the information provided by the Company to other organizations or individuals.
- 7. To attend the General Meeting of Shareholders and exercise the voting right through the following methods:
 - a) To attend and vote directly at the meeting;
 - b) To authorize another person and organization for attendance and voting at the meeting;
 - c) To participate in and vote through online conferences, electronic voting or other electronic forms;
 - d) To send the voting form to the meeting by letter, fax, email;
- 8. To bear personal responsibility when representing the Company in any form to do one of the following actions:

- a) Violation of the laws;
 - b) Conducting business and other transactions for personal benefits or for the benefits of organizations and individuals;
 - c) Payment of undue debts when facing financial risks to the Company.
9. To be responsible for the Company's debts and other property obligations to the extent of the capital contributed to the Company.
10. To fulfill other obligations as prescribed by the current law.

Article 14 General Meeting of Shareholders

1. The General Meeting of Shareholders shall include all shareholders which may vote and shall be the highest decision-making authority of the Company. The General Meeting of Shareholders shall be held annually within 04 months from the end of the fiscal year. Unless otherwise provided in the Charter, the Board of Management shall decide to extend the Annual General Meeting of Shareholders if necessary, but not more than 6 months from the end of the fiscal year. It is possible to conduct an extraordinary General Meeting of Shareholders, in addition to the annual meeting.
2. The Board of Management shall convene the annual General Meeting of Shareholders and select any appropriate venue. The General Meeting of Shareholders shall be held at the place which the Chairperson attends the meeting and must be in the territory of Vietnam.
3. The annual General Meeting of Shareholders shall decide issues according to the provisions of law and the Charter, especially approve the annual audited financial statements. In the event that the audit report attached to the Company's annual financial statements contains material exclusions, adverse opinions or disclaimer of opinion, the approved auditing firm's representative in charge of auditing the financial statements shall be invited to attend the Annual General Meeting of Shareholders and required to attend the said General Meeting of Shareholders.
4. The Board of Management must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) The Board of Management deems it necessary to do so for the Company's interests;
 - b) The number of remaining members of the Board of Management and Board of Supervisors is less than the minimum number as prescribed by law or the number of members of the Board of Management is reduced by more than one third (1/3) compared to that specified in this Charter;
 - c) At the request of a Shareholder or a group of Shareholders as provided for in Clauses 2 and 3, Article 115 of the Law on Enterprises; any request to convene the General Meeting of Shareholders must be made in accordance with Clause 4 of the Law on Enterprises and expressed in writing, clearly stating any reason and purpose of meeting, with full signatures of the Shareholders or made into many copies and signed by all the Shareholders concerned;
 - d) At the request of the Board of Supervisors if any members of the Board of Management or the Executives of the Company is detected to seriously violate their obligations under Article 165 of the Law on Enterprises;
 - e) Other cases as prescribed by law and the Charter (if any).
5. Convening an extraordinary General Meeting of Shareholders:
 - a) The Board of Management must convene the General Meeting of Shareholders within 30 days as from the date on which the number of remaining members of the Board of Management or Board of Supervisors is as stipulated in in Point c) Clause 4 this Article or any requirements in Points d) and e), Clause 4 this Article is received.
 - b) In case the Board of Management fails to convene the General Meeting of Shareholders as specified in clause 5 this Article, then the Board of Supervisors shall

convene the General Meeting of Shareholders on behalf of the Board of Management within the following thirty (30) days in accordance with the Law on Enterprises;

- c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as specified in point b Clause 5 this Article, the requesting shareholder or group of shareholders mentioned in Article 11.2 herein shall convene the General Meeting of Shareholders on behalf of the Board of Management and the Board of Supervisors in accordance with Clause 4 Article 140 of the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business registration office to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders if considered necessary. All valid costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs shall exclude any cost incurred by the Shareholders when attending the General Meeting of Shareholders, including accommodation and travel.

- d) The General Meeting of Shareholders shall be implemented according to the procedures as specified in Article 17.2 herein.

Article 15 Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall have the following rights and obligations:
 - a) To pass the development direction of the Company;
 - b) To make decisions on the classes of shares and total number of shares of each class offered; to make decisions on annual dividend rate for each class of shares;
 - c) To elect, remove or discharge members of the Board of Management and members of the Board of Supervisors;
 - d) To make decisions on investment or sale of assets valued at fifty (50) or more percent of total value of assets recorded in the most recent financial statement of the Company;
 - e) To make amendments and supplements to the Charter;
 - f) To approve the annual financial statements;
 - g) To make decisions on redemption of more than 10% of total number of shares of each class already sold;
 - h) To consider and deal with breaches by members of the Board of Management and Board of Supervisors resulting any damage to the Company and its shareholders;
 - i) To make decisions on re-organization and dissolution of the Company;
 - j) To decide the budget or total remuneration, bonus and other benefits for the Board of Management and Board of Supervisors;
 - k) To approve the Internal management regulations; Operation regulations of the Board of Management and Board of Supervisors;
 - l) To approve the list of approved auditing firms; decide on the auditing firm that is approved for inspection of the Company's operations, dismiss the approved auditor when necessary;
 - m) To fulfill other obligations as prescribed by the law.
2. An annual and extraordinary General Meeting of Shareholders shall debate and approve the following issues:
 - a) Annual business development plans of the Company;

- b) Audited financial statements;
 - c) Report of the Board of Management on governance and performance of the Board of Management and its member;
 - d) Report of the Board of Supervisors regarding business results of the Company and performance of Board of Management and Chief Executive Officer;
 - e) Self-assessment report on the performance of the Board of Supervisors and its members;
 - f) Annual dividend payment for each class of share that is consistent with the Law on Enterprises and the rights associated with that class of shares. This dividend rate must not be higher than that proposed by the Board of Management after consulting with shareholders at the General Meeting of Shareholders;
 - g) The number of members of the Board of Management and Board of Supervisors;
 - h) Election, dismissal, removal of members of the Board of Management and members of the Board of Supervisors;
 - i) Decision on the budget or total remuneration, bonus and other benefits for the Board of Management and Board of Supervisors;
 - j) Approval of list of approved auditing firms; decide on the auditing firm that is approved for inspection of the Company's operations, dismiss the approved auditor when necessary;
 - k) Supplement and amendment to the Charter;
 - l) Classes of shares and the number of new shares to be issued for each class, and share transfer of Founding members within the first 03 years from the date of establishment;
 - m) Division, separation, consolidation, merger or transformation of the Company;
 - n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
 - o) Decisions on investment or sale of assets valued at fifty (50) or more percent of total value of assets recorded in the most recent financial statement of the Company;
 - p) Decisions on redemption of more than 10% of total number of shares of each class already sold;
 - q) The Company's conclusion of contracts and transactions with the subjects specified in Clause 1 Article 167 of the Law on Enterprises with a value equal to or greater than 35% of total value of the Company's assets recorded in the most recent financial statements;
 - r) Review of transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31st, 2020 detailing the implementation of a number of articles of the Law on Securities;
 - s) Review and approval of Corporate governance regulations, Operation regulations of the Board of Management and Board of Supervisors;
 - t) Review and handling of breaches by the Board of Management and Supervisory Board which cause damage to the Company and its Shareholders;
 - u) Other issues in accordance with the provisions of the law and the Charter.
3. The Shareholders shall not be allowed to vote in the following cases:
- a) Approval of contracts specified in Clause 2 this Article when such Shareholders or their Related parties are a party to the contract;

- b) Approval of redemption of shares by such Shareholders or their Related parties, unless the shares are redeemed in proportion to the ownership ratio of all Shareholders or through order-matching transactions on the Stock Exchange or a takeover bid in accordance with the provisions of law.
4. All resolutions and issues included in the agenda shall be discussed and voted at the General Meeting of Shareholders.

Article 16 Authorization to attend the General Meeting of Shareholders

1. The Shareholders, their authorized representatives being organizations may directly attend the meeting or authorize one or several other individuals organizations to do so or to attend the meeting through one of the prescribed forms in Clause 3, Article 144 of the Law on Enterprises. If at least 01 authorized representative is appointed, it is necessary to specify the number of shares and specific number of votes of each representative.
2. The authorization for individuals and organizations to attend the General Meeting of Shareholders as mentioned in Clause 1 this Article must be made in writing. The power of attorney may be made according to the issuing company's form according to the provisions of civil law and must state the name of authorized individual and organization and the number of authorized shares together with the signature as required below:
 - a) If the principal is an individual Shareholder, the signatures of that Shareholder and his/her Proxy to attend the meeting shall be required;
 - b) If the principal is an institutional Shareholder, the power of attorney must be signed by the institutional Shareholder's legal representative or authorized representative and the proxy; in case of institutional proxy, the signature of institutional proxy's legal representative shall be required;
 - c) In other cases, the power of attorney must bear the signatures of the Shareholder's legal representative and of the proxy;
 - d) Any proxy to attend the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting before entering the meeting room.
 - e) In case of re-authorization, the meeting attendee must present the original power of attorney of Shareholder and the power of attorney of Shareholder's institutional proxy (if it has not been registered before with the Company) containing re-authorization contents.
3. The proxy's voting form within the scope of authorization shall remain effective in one of the following cases:
 - a) The principal dies, or his capacity for civil acts is lost or restricted;
 - b) The principal terminates the authorization;
 - c) The principal cancels the proxy's power;

However, the foregoing shall not be applied in the event that the Company receives any notice of said events in 24 hours prior to the opening of the General Meeting of Shareholders or before the meeting is re-convened.

Article 17 Change of rights associated with Shares

1. Changes or cancellation of special rights attached to preference shares of shares shall be effective when approved by any Shareholder representing 65% or more of total number of votes of all attending Shareholders. Resolutions of the General Meeting of Shareholders that adversely alter the rights and obligations of Shareholders owning preference shares shall only be passed in case of being approved by the number of attending Shareholders of the same preference shares class owning at least 75% of total number of shares of that

preference shares class or approved by the Shareholders of the same preference shares class owning at least 75% of total number of shares of that preference shares class when such Resolution is passed in the form of collecting written opinions.

2. A meeting of Shareholders holding a preference shares class of shares to approve the change of rights specified in Clauses 1 and 2 this Article shall be valid only when there are at least 2 Shareholders (or their authorized representatives) holding at least one third (1/3) of par value of shares issued. In case of insufficient quorum as mentioned above, the meeting shall be reorganized within 30 days thereafter and the number of Shareholders holding a class of shares (regardless of the number of people and number of shares) present in person or through their authorized representatives shall be deemed to be a sufficient quorum. At the meetings of shareholders holding preference shares mentioned above, those holding shares of that class present in person or through their representatives may request a secret ballot. Each share of the same class shall have equal voting rights at the above-mentioned meetings;
3. Such separate meetings shall be held according to the same procedure as the provisions of Articles 18, 19, 20 and 21 herein;
4. Unless otherwise specified by the terms of share issue, any special rights attached to classes of shares with preferential rights in respect of some or all of the matters related to the distribution of the Company's profit or assets shall not be changed if more shares of the same class are issued.

Article 18 Convening the General Meeting of Shareholders, meeting agenda, and Invitation to the General Meeting of Shareholders

1. The Board of Management shall convene the Annual and Extraordinary General Meeting of Shareholders. The Extraordinary General Meeting of Shareholders shall be convened by the Board of Management according to cases specified in Article 13.4 herein.
2. The convener of the General Meeting of Shareholders shall perform the following tasks:
 - a) To prepare a list of all Shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of Shareholders entitled to attend the General Meeting of Shareholders must be made no later than 10 days before the date of sending invitations to the General Meeting of Shareholders. Information on making a list of Shareholders eligible to attend the General Meeting of Shareholders must be disclosed by the Company at least 20 days prior to the expected final registration date;
 - b) To prepare the agenda and contents of the meeting;
 - c) To prepare documents of the meeting;
 - d) To draft the Resolution of the General Meeting of Shareholders according to the expected meeting contents; list and details of candidates in case of election of members of the Board of Management
 - e) To determine the time and venue of the General meeting;
 - f) To inform and send the invitations to the General Meeting of Shareholders to all shareholders eligible to attend the meeting;
 - g) To perform other tasks for the meeting.
3. The invitation to the General Meeting of Shareholders may be sent to the Shareholders by personal delivery or by a secured method to their registered address or to any address provided by such Shareholder. If the Shareholders have notified the Company in writing of their fax number or email address, the invitation to the General Meeting of Shareholders may be sent to such fax number or email address. If the Shareholder is any person working in the Company, the invitation may be put in a sealed envelope sent to them in person at the workplace, and also published on the website of the Company, State Securities Commission, Stock Exchanges where the Company's shares are listed or registered for trading.

4. The convener of the General Meeting of Shareholders must send the invitation as specified in Clause 3 this Article to all Shareholders in the List of Shareholders eligible to attend the meeting at least 21 days prior to the opening date of the meeting (from the date on which the invitation is duly sent or dispatched).
5. The General Meeting of Shareholders' agenda, documents related to issues to be voted on at the meeting must be sent to the Shareholders or/and posted on the Company's website. In case none of document is attached to the invitations to the General Meeting of Shareholders, the invitations must clearly state the link to all meeting documents for Shareholders' access, including:
 - a) The meeting agenda, documents used in the meeting;
 - b) List and details of candidates in case of election of members of the Board of Management and Board of Supervisors;
 - c) Voting form;
 - d) Draft Resolution for each issue in the agenda.
 - e) Form of power of attorney;
6. A Shareholder or a group of Shareholders mentioned in Article 11.2 herein may propose any issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than 03 working days prior to the date of opening of General Meeting of Shareholders. The proposal must clearly state the full name, nationality, Citizen identification card number, Identity card number, Passport number or other legal personal identification for individual Shareholders; name, enterprise code or establishment decision number, head office for institutional Shareholders; number of each type of Share held by that Shareholder, and proposed contents and issues to be included in the agenda.
7. The convener of the General Meeting of Shareholders shall have the right to refuse any proposal specified in Clause 6 this Article, and must reply in writing with clear reasons for refusal at least 02 working days before the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders shall have the right to refuse the proposal in the following cases:
 - a) The proposal is not sent on time as mentioned in Clause 6 this Article or contains insufficient or incorrect contents;
 - b) At the time of proposal, the Shareholder or group of Shareholders does not hold at least 05% ordinary shares as specified in Article 11.2 herein;
 - c) The proposal does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d) Other cases as prescribed by the law and the Charter.
8. The convener of the General Meeting of Shareholders must accept and include the proposal mentioned in clause 6 this Article into the draft program and agenda for the meeting, except for cases in clause 7 this article; the proposal shall be officially included in the meeting program and agenda if so agreed by the General Meeting of Shareholders.

Article 19 Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted if the number of attending Shareholders represents at least 65% of total number of shares with voting rights.
2. If the first meeting is not eligible as specified in Clause 1 this Article due to insufficient quorum within 30 minutes from the scheduled opening time, the second meeting invitation shall be sent within 30 days from the intended date of the first meeting. The General Meeting of Shareholders shall be conducted for the second time if the number of attending Shareholders represents at least 33% of total number of shares with voting rights.

3. If the second meeting is not eligible as specified in Clause 2 this Article due to insufficient quorum within 30 minutes from the scheduled opening time, the third meeting invitation shall be sent within 30 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the attending Shareholders and considered valid with the right to decide all matters that may be approved in the first General Meeting of Shareholders.
4. At the request of the Chairperson, the General Meeting of Shareholders shall have the right to change the meeting agenda attached to the invitation in accordance with Article 18.3 herein.

Article 20 Procedures for conducting and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the procedures for registration of Shareholders must be conducted until all the attending shareholders have fully registered under the following order:
 - a) Upon registration, each Shareholder or his/her authorized representative with voting right shall be provided a voting form, clearly stating the registration number, Shareholder's full name, authorized representative's full name and Shareholders number of votes. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda for the meeting. Voting options shall include "for", "against" or "abstained". At the meeting, the number of votes for the resolution shall be collected first, followed by the number of votes against, in the end, the total number of votes for against shall be counted for making any decision. The Chairperson shall announce counting results immediately prior to the closing of the meeting. The person responsible for counting votes or supervising the vote counting shall be elected at the meeting under the Chairperson's request; The number of members of the vote counting board shall be decided by the General Meeting of Shareholders based on the Chairperson's request;
 - b) Shareholders, their Authorized representatives or proxies arriving after the opening time shall have the right to immediately register and then attend and vote at the meeting immediately after registration. The Chairperson shall not have to pause the Meeting for the Shareholders coming late to complete his registration and the outcome of any votes already completed shall not be affected.
2. The Chairperson, secretary and vote counting board shall be elected as follows:
 - a) The Chairman of Board of Management shall act as Chairperson of the General Meeting of Shareholders convened by the Board of Management or authorize another member of the Board of Management to do so. If the Chairman of Board of Management is absent or temporarily unable to work, the remaining members shall elect one of them to be the Chairperson under the majority rule. In case no person is elected to be the Chairperson, the Head of Board of Supervisors shall manage the election of Chairperson among the attendees and the person with the highest votes shall be the Chairperson of the meeting.
 - b) Except for the case specified in Point a) this Clause, those signing to convene the General Meeting of Shareholders shall manage the election of Chairperson among the attendees and the person with the highest votes shall be the Chairperson of the meeting;
 - c) The name of the Chairperson nominated and his/her number of votes shall be announced when being elected according to the provisions of Points a) and b) this Clause;
 - d) The Chairperson may appoint one or more people to be secretary of the meeting;
 - e) The General Meeting of Shareholders may elect one or several people to the vote counting board at the request of the Chairperson.

3. The meeting agenda and contents must be passed by the General Meeting of Shareholders in the opening session. The time applicable to each issue must be specified in details in the meeting contents.
4. Decision of the Chairperson on the order, procedures or events arising out of the agenda of the General Meeting of Shareholders will be of the highest decisive nature.
5. The Chairperson reserves the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner according to the approved agenda and reflect the expectations of the majority of attendees;
6. The Chairperson may adjourn the General Meeting of Shareholders even if the quorum is available to another time and venue as decided by him without consulting the meeting if it is found that:
 - a) The attendees do not have convenient seats at the venue of the General Meeting of Shareholders; or
 - b) The media at the meeting venue are unavailable for Shareholders to attend, discuss and vote at the meeting; or
 - c) Those present to disturb the order or have the ability to disturb the meeting; and
 - d) The delay is required for the General Meeting of Shareholders to be properly conducted.
7. Excluding provisions in Clause 6 this Article, the Chairperson may adjourn the meeting upon the consent or request of the General Meeting of Shareholders with sufficient quorum.
8. The meeting may be adjourned for a maximum time as specified in Clauses 6 and 7 this Article for no more than 03 working days from the intended date of opening. The reconvened General Meeting of Shareholders shall only review contents which should have been legally carried out at the previous adjourned one.
9. In case the Chairperson adjourns or postpones the General Meeting of Shareholders contrary to clause 8 this Article, another person shall be elected from the attendees to replace the Chairperson in conducting the meeting until adjournment, and the effectiveness of voting results obtained at such meeting shall not be effected.
10. The convener of the General Meeting of Shareholders may request the attending Shareholders or their authorized representatives to be inspected or follow other legal and reasonable security measures deemed appropriate. If the attending Shareholders or their authorized representatives fails to comply with the said inspection or security measures, the convener, after careful consideration, may refuse or expel them from the General Meeting of Shareholders.
11. After careful consideration, the convener of the General Meeting of Shareholders may take appropriate measures to:
 - a) Arrange the time and venue of the General Meeting of Shareholders;
 - b) Ensure safety for the attendees present at the venue;
 - c) Make it easy for the shareholders to attend the General Meeting of Shareholders;
 - d) The convener of General Meeting of Shareholders shall have full authority to change the above measures and apply all necessary measures. The applicable measures may be the issuance of admission or use other forms of option.
12. If the above measures are applied by the General Meeting of Shareholders, the convener of General Meeting of Shareholders when determining the venue of the meeting may:
 - a) Notify that the General Meeting of Shareholders shall be conducted at the venue stated in the notice with the presence of the Chairperson therein ("**Primary meeting venue**");
 - b) Arrange for the Shareholders or their authorized representatives failing to attend the General Meeting of Shareholders under this Article or those wishing to attend at a

different venue from the primary meeting venue to attend the meeting at the same time;

- c) The meeting notice under Point a this Clause shall not need to detail organizational measures under this Article.
13. In this Charter (unless otherwise required by circumstances), all the Shareholders shall be considered attending the meeting at the Primary meeting venue.
14. The General Meeting of Shareholders shall be held at least once a year. The Annual General Meeting of Shareholders shall not be held in the form of collecting written opinions.

Article 21 Conditions for passing resolutions of the General Meeting of Shareholders

1. The General meeting of shareholders' decisions on the following matters must be passed by way of voting at the meeting:
- a) Amendments, supplements to the Charter;
 - b) Annual business development plans of the Company;
 - c) Class of shares and total number of shares of each class;
 - d) Appointment, dismissal or removal members of the Board of Management and Board of Supervisors;
 - e) Decision on investment or sale of assets valued at least 35% of total value of assets recorded in the most recent financial statements of the Company;
 - f) Approval of the annual financial statements;
 - g) Reorganization and dissolution of the Company;
2. The resolution on the following issues shall be passes upon approval of number of Shareholders representing at least 65% of total number of votes of all attending Shareholders, except for cases specified in Articles 16.1, 21.10, 25.6 herein:
- a) Class of shares and total number of shares of each class;
 - b) Changes of business lines, business fields;
 - c) Changes in the organizational management structure of the Company;
 - d) Decision on investment or sale of assets valued at least 35% of total value of assets recorded in the most recent audited financial statements of the Company;
 - e) Reorganization and dissolution of the Company;
3. Other resolutions shall be passes upon approval of number of Shareholders representing at least 51% of total number of votes of all attending Shareholders, except for cases specified in Clause 1 this Article and Article 16.1, 21.10, 25.6 herein.
4. Any resolutions of the General Meeting of Shareholders passed by 100% of total number of voting shares shall be legal and effective even when the order, procedures for convening the meeting and approving such resolutions violate the Law on Enterprises and the Charter.

Article 22 Authority and procedures for collecting written opinions of Shareholders to pass resolutions of the General Meeting of Shareholders

Authority and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders shall be made as follows:

1. The Board of Management shall have the right to collect shareholders' written opinions to pass the General Meeting of Shareholders' Resolutions when it deems it necessary for the Company's benefits, except for cases specified in Article 20.1 herein.

2. The Board of Management shall be responsible for preparing opinion forms, draft resolutions of the General Meeting of Shareholders, documents explaining the draft Resolution sent to all Shareholders with voting rights at least 10 days before the deadline for returning the opinion forms. Any requirements and method of sending opinion form and attached documents shall be implemented in accordance with Articles 17.3, 17.4, 17.5 herein.
3. An opinion form must contain the following main contents:
 - a) Name, headquarters, enterprise code;
 - b) Purpose of collecting written opinions;
 - c) Full name, permanent address, nationality, Citizen identification card number, ID card number, passport number or other lawful identity document of the Individual Shareholder; name, enterprise code or establishment decision number, head office address of the Institutional shareholder or full name, permanent address, nationality, Citizen identification card number, ID card number, passport number or other lawful identity document of the Institutional shareholder's proxy; number of shares of each class and number of shareholder's votes;
 - d) Issue on which it is necessary to obtain opinions in order to pass a resolution;
 - e) Voting options including "for", "against" or "abstained" on each consulted issue;
 - 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 members.
4. Any completed opinion form must bear the signature of Individual Shareholder, and of the Institutional shareholder's authorized representative or legal representative.
5. The opinion forms may be sent to the Company in the following ways:
 - a) By post: The opinion form sent to the Company must be put in a sealed envelope without being opened by anyone prior to votes counting.
 - b) Via fax or e-mail: The opinion forms sent to the Company by e-mail must be kept confidential until the time of counting of votes;
 - c) The opinion forms received by the Company after the deadline specified herein or opened in case of sending by post and disclosed in case of sending via fax, e-mail shall be invalid. The opinion forms not sent shall be considered to be a vote not participating in the vote.
6. The Board of Management shall conduct votes counting and prepare the minutes of votes counting in the presence of the Board of Supervisors or any Shareholder not holding a managerial position in the Company The minutes of counting of votes shall contain the following basic particulars:
 - a) Name, headquarters, enterprise code;
 - b) Purpose of and issues required for written opinions in order to pass any Resolution;
 - c) The number of Shareholders and total number of votes casted, with the distinction of valid votes, invalid votes and the method of sending votes, together with an appendix listing the Shareholders participating in the vote.
 - d) Total number of votes for, against and abstentions on each issue voted upon;
 - e) Any issues that have been approved and the proportion of votes passed respectively;
 - f) Full names and signatures of the Chairman of the Board of Management, vote counter and vote counting supervisor;
7. The members of Board of Management, vote counter and vote counting supervisor shall be jointly responsible for the truthfulness, accuracy of the minutes of vote counting; jointly

- responsible for damages caused by the decisions passed due to the untruthful, incorrect counts of votes;
8. The minutes of votes counting and Resolution must be sent to the Shareholders within 15 days from the end of vote counting. The sending of minutes of votes counting and Resolution above may be replaced by posting on the Company's website within 24 hours from the end of vote counting.
 9. Any completed opinion forms, minutes of votes counting, passed Resolution and related documents attached must be archived at the Company's head office.
 10. The General Meeting of Shareholders' Resolutions shall be passed in the form of collecting written opinions if it is approved by the number of shareholders owning at least 51% of total number of votes of all shareholders with voting rights. Any Resolutions passed by the form of collecting written opinions of Shareholders shall have the same validity as those passed by the General Meeting of Shareholders.

Article 23 Resolutions and minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be made in minutes and may be recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and in a foreign language with the following main particulars:
 - a) Name, head office, enterprise code;
 - b) Time and venue of the General Meeting of Shareholders;
 - c) Meeting agenda and contents;
 - d) Full name of the Chairperson and secretary;
 - e) Summary of developments of the meeting and of opinions therein on each matter set out in the meeting agenda;
 - f) Number of Shareholders and total number of votes of attending Shareholders, list of registered Shareholders and their representatives with the total number of their shares and corresponding total number of votes;
 - g) Total number of votes for each issue voted on, voting method, total number of valid, invalid, for, against and abstention votes; corresponding ratio on the total number of votes of attending Shareholders;
 - h) Any issues that have been approved and proportion of votes for respectively;
 - i) Full names and signatures of the Chairperson and secretary. If the Chairperson and secretary refuses to sign the minutes, the minutes shall be effective only if signed by all other members of the Board of Management attending the meeting with sufficient contents mentioned in this Clause. The meeting minutes clearly state the said refusal by the Chairperson and secretary.
2. The minutes of General Meeting of Shareholders must be completed and approved prior to the end of the meeting. The Chairperson and secretary or other individual signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents therein.
3. The meeting minutes and resolutions of the General Meeting of Shareholders must be published on the Company's website within 24 hours or sent to all Shareholders within 15 days from the end of the meeting. Such minutes shall be considered any authentic evidence of the work carried out at that meeting unless there is any objection to the contents given according to the procedures specified in within 10 days of sending the minutes.
4. The minutes and Resolutions prepared in Vietnamese and any foreign language shall be of equal legal validity. In case of differences in the contents in Vietnamese and any foreign language, the former shall prevail.
5. The meeting minutes, Resolutions of the General Meeting of Shareholders, list of Shareholders registering to attend the meeting with their signatures, power of attorney to

attend the meeting, all documents attached to the Minutes (if any) and relevant information attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and kept at the Company's head office.

Article 24 Request for cancellation of General meeting of shareholders' resolutions

1. Within 90 days from the date of receipt of Resolution or minutes of the General Meeting of Shareholders or minutes of votes counting, members of the Board of Management, Board of Supervisors, Chief Executive Officer, Shareholders or group of Shareholders specified in Article 11.2 shall have the right to request the Court or Arbitration to consider and cancel a part of all the Resolution in the following cases:
 - a) The order and procedures for convening the meeting or collecting written opinions of the General Meeting of Shareholders and making decisions of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Charter, unless specified in Article 20.4 herein.
 - b) The Resolutions' contents contravene the law or the Charter.
2. In case the General Meeting of Shareholders' Resolutions are canceled by any decision of the court or Arbitration, those convening the General Meeting of Shareholders may consider reorganizing the meeting within 30 days by the order and procedures stipulated in the Law on Enterprises and this Charter.

CHAPTER VII. BOARD OF MANAGEMENT

Article 25 Self-nomination, nomination of candidates to the Board of Management

1. If the candidates for the Board of Management have been identified, their information must be disclosed by the Company on its website at least 10 days before the opening date of General Meeting of Shareholders for Shareholders to find out about these candidates before voting. Candidates for the Board of Management must undertake in writing in terms of truthfulness and accuracy of published personal information and commit to performing the tasks honestly, carefully and for the benefit of the Company if elected as a member of the Board of Management. Any information related to candidates for the Board of Management shall be published, including:
 - a) Full name, date of birth;
 - b) Qualification;
 - c) Working experience;
 - d) Enterprise and managerial titles held by candidate respectively as prescribed in Clause 24 Article 4 of the Law on Enterprises;
 - e) Benefits related to the Company and related parties of the Company;
 - f) Full name of Shareholder or group of Shareholders nominating that candidate (if any);
 - g) Other information (if any).
2. Shareholders holding ordinary shares shall have the right to combine the number of voting rights to nominate candidates for the Board of Management. A Shareholder or group of Shareholders holding from 10% to less than 20% of total number of shares with voting rights shall be entitled to nominate a candidate; from 20% to less than 30% to nominate up to two candidates; from 30% to less than 40% to nominate up to three candidates; from 40% to less than 50% to nominate up to four candidates; from 50% to less than 60% to nominate up to five candidates; from 60% to less than 70% to nominate up to six candidates; from 70% to 80% to nominate up to seven candidates; and from 80% to less than 90% to nominate up to eight candidates.

3. In case of insufficient number of candidates for the Board of Management through nomination and self-nomination as prescribed in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Management shall introduce additional candidates organizations according to the provisions of the Charter, t Corporate governance regulations and Operation Regulations of the Board of Management. The aforementioned additional introduction must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Management in accordance with the law.
4. Members of the Board of Management must meet the criteria and conditions specified in Article 26.5 herein.

Article 26 Composition and term of office of members of the Board of Management

1. There must be 05 members of the Board of Management.
2. The term of office of members of the Board of Management shall not exceed 05 years; members of the Board of Management may be re-elected for an unlimited number of terms. An individual shall only be elected as an independent member of the Board of Management for no more than 2 consecutive terms. When all members of the Board of Management end their term, they shall continue to be members until new ones are elected to replace and take over their work.
3. Membership structure of the Board of Management must have at least one third (1/3) of total number of members being non-executive members.
4. Regulations on the total number of independent members of the Board of Management:
 - a) At least 01 independent member in case the Company has 03 to 05 members of the Board of Management;
 - b) At least 02 independent members in case the Company has 06 to 08 members of the Board of Management;
 - c) At least 03 independent members in case the Company has 09 to 11 members of the Board of Management;
5. Standards and conditions applied for members of the Board of Management:
 - a) Not to fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) To have professional qualifications and experience in business administration of the Company and not necessarily being a shareholder of the Company;
 - c) Being members of the Board of Management of another company at the same time;
 - d) Not concurrently being members of the Board of Management at more 05 other companies.
6. Elected members of the Board of Management or Board of Supervisors shall be determined by the number of votes received in descending order, starting from those with the most votes until the required number of elected members is reached. In case of at least 02 or more candidates with same number of votes for the last member of the Board of Management or Board of Supervisors, the re-election shall be conducted among them.
7. Any member of the Board of Management shall not maintain his or her membership status in the following cases:
 - a) That member is no longer eligible to be a member of the Board of Management in accordance with the Law on Enterprises or prohibited by law from being a member of the Board of Management;
 - b) That member sends a written request for resignation to the Company's head office and get the approval of resignation;
 - c) That member has a mental disorder and other members of the Board of Management have professional evidence that he or she no longer has the act capacity;

- d) That member dies, loses his/her citizenship, is prosecuted for penal liability or sentenced to imprisonment;
 - e) That member is absent from the Board of Management' meetings for 06 consecutive months without any permission of the Board of Management during this time and his position if left vacant as determined by the Board of Management.
 - f) That member is discharged according to the decision of the General Meeting of Shareholders;
 - g) That member provides the Company with false personal information when being a candidate for the Board of Management;
 - h) The legal Shareholder for which that member acts as a proxy is bankrupt, dissolved or terminated or is no longer a Shareholder of the Company;
 - i) The legal shareholder changes any Authorized representative who is a member of the Board of Management;
 - j) Other cases as prescribed by the law and the Charter.
8. Any member of the Board of Management who no longer maintain his/her membership status as prescribed in Clause 7 this Article must stop operating his/her work at the Company since:
- a) There is any decision of a court or a professional agency or a competent authority for cases specified at Points c) and d) Clause 7 this Article;
 - b) The General Meeting of Shareholders issues any decision on dismissal for cases specified at Points a), b) and h) Clause 7 this Article;
 - c) The General Meeting of Shareholders issues any decision on removal for cases specified at Points e) and g) Clause 7 this Article;
 - d) A legal shareholder sends any written request for withdrawal of representative right to the Board of Management as prescribed at Point i) Clause 7 this Article;
 - e) The legal Shareholder for which that member acts as a proxy is declared bankrupt, dissolved or terminated or removed from the list of Shareholders of the Company.
9. The General Meeting of Shareholders makes a decision on dismissal, removal, replacement or addition of members of the Board of Management when deeming it necessary according to Article 160 of the Law on Enterprises and the Corporate governance regulations.
10. The appointment of members of Board of Management must be published in accordance with the law on information disclosure on the securities market;
11. A member of the Board of Management is not necessary to be a Shareholder of the Company.

Article 27 Rights and obligations of the Board of Management

- 1. The Board of Management is the body managing the company with full authority to make decisions in the name of the Company, exercise the rights and obligations of the Company, except for those falling within the authority of the General Meeting of Shareholders.
- 2. Rights and obligations of the Board of Management shall be determined by the law, the Charter, Corporate governance regulations and decisions of the General Meeting of Shareholders. The Board of Management shall have the following rights and obligations:
 - a) To make strategic decisions, mid-term development plans of the Company; decide on the Company's annual business plan and submit it to the General Meeting of Shareholders for approval; identify operational objectives on the basis of strategic goals approved by the General Meeting of Shareholders;

- b) To report on activities of the Board of Management at the General Meeting of Shareholders as prescribed in Clause 3 this Article;
- c) To appoint, dismiss, enter into contracts, terminate the contracts with the Executives of the Company; decide their salaries, remuneration, bonuses and other benefits; appoint any authorized representative to join the Board of Members or the General Meeting of Shareholders in another company, and decide on his/her remuneration and other benefits;
- d) To be in charge of election, dismissal and removal of the Chairman of Board of Management;
- e) To report at the Annual General Meeting of Shareholders on the appointment and removal of the Chief Executive by the Board of Management;
- f) To propose classes of shares and total number of shares to be offered for each class;
- g) To decide the sale of unsold shares within the number of authorized shares of each class; decide on the mobilization of additional capital in other forms; propose the issuance of convertible bonds and warrant-linked bonds;
- h) To make decisions on the price of shares and bonds of the Company offered;
- i) To decide on the share redemption and share redemption price according to the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;
- j) To decide the market development, marketing and technology solutions;
- k) To appoint and remove those authorized by the Company as commercial representatives;
- l) To adopt any contracts, transactions made with the subjects specified in Clause 1 Article 167 of the Law on Enterprises with a value equal to or greater than 35% of total value of the Company's assets recorded in the most recent financial statements.
- m) To deal with investments not in the business plan with budget exceeding VND 3,000,000,000 (Three billion) or investments exceeding 10 (ten)% of annual business budget and plan value;
- n) To approve the implementation of mortgages, warranties, guarantees and compensation by the Company unless otherwise provided by the Charter
- o) To approve the Company's sale contract, facility agreement or other transaction valued at least 35% of total asset value recorded in the most recent financial statements of the Company, except for any contracts and transactions under the deciding competence of the General Meeting of Shareholders in accordance with this Charter and current law;
- p) To consider, propose, recommend and submit to the General Meeting of Shareholders for approval of investment projects, contracts, transactions under the deciding competence of the General Meeting of Shareholders in accordance with the Charter;
- q) To appraise assets contributed to the Company in non-monetary form related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and know-how;
- r) To supervise and direct the Chief Executive Officer and other management personnel in their work of conducting the daily business of the Company;
- s) To decide on the Company's organizational structure, annual salary fund, Corporate governance regulations, establishment of Subsidiaries, branches, representative offices and purchase or sale of shares, capital contribution in other companies established in Vietnam or abroad;
- t) To supervise and prevent conflicts of interest among members of the Board of Management, Board of Supervisors, Chief Executive Officer and other Managers,

including misuse of assets and transactions with stakeholders; to resolve complaints by the Company to the Executives as well as choosing a representative of the Company to deal with matters relating to legal proceedings against such Executives;

- u) To approve the agenda and contents of documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or to obtain written opinions in order for the General meeting of shareholders to pass the Resolutions;
 - v) To propose to the General Meeting of Shareholders for the approval of dividend paid; determine the temporary dividend rate; decide the term and procedure for dividend payment; make payment of dividends or deal with losses arising in the business process, propose the reorganization and dissolution of the Company; and claim bankruptcy of the Company;
 - w) To draft and decide on the issuance of Operation Regulations of the Board of Management, Corporate governance regulations after being approved by the General Meeting of Shareholders, approve the Board of Supervisors' Operation regulations for further submission to the General Meeting of Shareholders; decide on the issuance of information disclosure regulations;
 - x) To be responsible to shareholders for the operations of the Company; treat all shareholders equally and respect interests of those related to the Company.
 - y) To organize training courses on corporate governance and necessary skills for members of the Board of Management, Chief Executive Officer and other Managers of the Company;
 - z) To have other rights and obligations in accordance with the Law on Enterprises, Law on Securities, other provisions of the law and the Charter.
3. The Board of Management shall make a report on working results to the Annual General Meeting of Shareholders in accordance with Article 27.2.b herein with the following contents:
- a) Remuneration, operating costs and other benefits of the Board of Management and each member of the Board of Management in accordance with Clause 3, Article 163 of the Law on Enterprises and the Charter;
 - b) Summary of meetings of the Board of Management and its decisions.
 - c) Report on transactions between the Company, Subsidiary, company controlled by any public company with at least 50% or Charter capital with members of the Board of Management and their related parties; transactions between the Company and a company where a member of the Board of Management is a founding member or manager during the last 3 years prior to the transaction time.
 - d) Activities of independent members of the Board of Management and assessment of independent members on activities of the Board of Management;
 - e) Activities of other subcommittees under the Board of Management (if any);
 - f) Supervision results of the Chief Executive Officer;
 - g) Supervision results of other Executives;
 - h) Future plans.
4. At the end of a fiscal year, the Board of Management must submit the following reports to the General Meeting of Shareholders with the order and procedures specified in Article 175 of the Law on Enterprises:
- a) Report on business results;
 - b) Audited financial statements;
 - c) Report on assessment of management and administration;

- d) Evaluation report of the Board of Supervisors.
- 5. Unless otherwise provided by law, the Board of Management may authorize subordinate employees and Executives to act on behalf of the Company.

Article 28 Remuneration, bonuses and other benefits of members of Board of Management

- 1. The members of Board of Management shall be entitled to remuneration, bonuses by the Company based on the business results and efficiency.
- 2. The members of the Board of Management (excluding authorized representatives) shall be entitled to work remuneration and bonuses. Remuneration for work shall be calculated on the basis of the working days which are necessary to fulfill the obligations of the members of the Board of Management and the daily rate of remuneration. The remuneration for each member shall be estimated on the principle of consensus or equal division in the event of failed agreements. The total amount of remuneration and bonuses for the Board of Management shall be decided by the General Meeting of Shareholders at the annual meeting.
- 3. The remuneration entitled by members of the Board of Management shall be included in the Company's business expenses as prescribed by the law on corporate income tax, presented as a separate item in the annual financial statements and reported at the Annual General Meeting of Shareholders.
- 4. Any members of the Board of Management holding executive positions (including Chairman or Vice Chairman) or working at subcommittees of the Board of Management or performing other jobs outside of the normal scope assigned to them may be paid an additional remuneration in the form of lump-sum remuneration, salary, commission, percentage of profit or in another form as decided by the Board of Management.
- 5. The members of the Board of Management shall be paid for all the expenses of traveling, meal, accommodation and other reasonable expenses incurred upon performing task under their role, including expenses arising from their attendances to the General Meeting of Shareholders, meetings of Board of Management or its subcommittees.
- 6. The members of the Board of Management may receive liability insurance purchased by the Company after obtaining approval from the General Meeting of Shareholders. This insurance shall not cover for such member's liability in connection with violation of law and the Charter.

Article 29 Chairman, Vice Chairman of the Board of Management

- 1. The Chairman and Vice Chairman shall be elected, dismissed or removed by the Board of Management among the members of the Board of Management. 01 Chairman and 01 or 02 Vice Chairman shall be elected by the Board of Management among members of the Board of Management.
- 2. The Chairman may not be the Chief Executive Officer of the Company at the same time.
- 3. The Chairman shall have the rights in accordance with the current Law as the legal representative of the Company including but not limited to the right to sign contracts on behalf of the Company and to have the following rights and obligations:
 - a) To prepare working plans and programs of the Board of Management;
 - b) To prepare the agenda, contents, documents for the meeting; convene and preside over the meeting of Board of Management;
 - c) To organize the adoption of Resolutions, decisions of the Board of Management;
 - d) To supervise the implementation of Resolutions, decisions of the Board of Management;
 - e) To preside the General Meetings of Shareholders;

- f) To ensure the submission of the Board of Management' annual reports to the General Meeting of Shareholders in accordance with Article 27 herein and Article 175 of the Law on Enterprises;
 - g) To perform other rights as stipulated by the Law on Enterprises.
4. If the Chairman and/or the Vice Chairman of the Board of Management sends an application for resignation or is dismissed or removed, the Board of Management must elect a substitute within 10 days from the date of receipt of application or dismissal, removal.
 5. The Vice Chairman shall have the same rights and obligations as the Chairman in case of being authorized by the Chairman in writing but only in case the Chairman has notified the Board of Management that he is absent due to force majeure or inability to perform their duties. If the Chairman does not appoint the Vice Chairman as above, the remaining members of the Board of Management shall appoint the Vice Chairman of the meeting. If both the Chairman and Vice Chairman are temporarily unable to perform their duties for some reasons, the Board of Management may elect another member to perform the task of the Chairman according to the majority rule until a new decision of the Board of Management is given.
 6. The Chairman of the Board of Management may decide on the appointment of the Secretary when necessary. The Secretary shall have the following rights and obligations:
 - a) To support the convening of the General Meeting of Shareholders, meetings of the Board of Management; record the minutes of the meeting;
 - b) To assist the members of the Board of Management in exercising their assigned rights and obligations;
 - c) To assist the Board of Management in applying and implementing the principles of corporate governance;
 - d) To support the Company in building relations with the Shareholders and protecting their legitimate rights and interests; complying with obligations related to provision, disclosure of information and administrative procedures;
 - e) To have other rights and obligations as stipulated in the Company's Charter.

Article 30 Meetings of the Board of Management

1. The Chairman of the Board of Management shall be elected in the first meeting of the Board of Management within 07 working days from the end of election of the Board of Management. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. If at least two members gain the same highest number of votes or percentage of votes, the members shall apply the majority rule to choose one of them to convene the meeting of the Board of Management.
2. The Board of Management must hold a regular meeting at least once per quarter and may hold an extraordinary meeting.
3. Extraordinary meetings: The Chairman must convene a meeting of the Board of Management without any delay for any implausible reason when one of the following subjects makes a written request stating the purposes, issues to be discussed and any decision within the authority of the Board of Management:
 - a) Chief Executive Officer or at least 05 other Managers;
 - b) The majority of members of the Board of Supervisors or independent members of the Board of Management;
 - c) At least two members of the Board of Management;
 - d) Chairman of the Board of Management.

4. The Chairman of the Board of Management must convene a meeting of the Board of Management within 07 working days from the date of receipt of request specified in Clause 3 this Article. If the meeting of the Board of Management is not convened at the request, the Chairman of the Board of Management shall be responsible for any damage to the Company; those requesting to hold the meeting mentioned in Clause 3 this Article shall have the right to replace the Chairman to convene the meeting of the Board of Management.
5. The Chairman of the Board of Management or the convener of the meeting of the Board of Management must send an invitation to the meeting no more than 03 working days prior to the date of meeting. The meeting invitation must be made in Vietnamese and possibly in a foreign language (if necessary) specifying the time and venue of the meeting, agenda, issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and voting forms for the members of the Board of Management failing to attend and vote directly at the meeting (if any).
6. The invitation to the meeting of the Board of Management may be sent by written invitation, phone, fax, electronic means or other method prescribed by the Charter and to the contact address of each member of the Board of Management registered at the Company.
7. A meeting of the Board of Management may be held in the form of an online conference or another electronic form when all or a number of members are at different locations, provided that each member participates in the meeting may:
 - a) Listen to each other member of the Board of Management participating in the meeting;
 - b) Speak to all other attending members at the same time as desired.

The exchange among members may be done directly by telephone or by other means of communication (including the use of this facility at the time of adoption of the Charter or later) or combining all of these methods.

8. The meeting venue shall be specified as follows:
 - a) The meetings of the Board of Management shall be conducted at the Company's head office or other venues in Vietnam or abroad as decided by the Chairman of the Board of Management after consulting with members of the Board of Management;
 - b) The venue of the meeting to be held in the form of online conference specified in Clause 7 this Article shall be the venue where the largest group of members of the Board of Management gather, or where the Chairperson of the meeting is present.
9. A member of the Board of Management may refuse to attend the meeting or a part of the agenda by sending a letter to the Board of Management (possibly by email) clearly stating any reason for refusal. The said refusal may be changed or withdrawn in writing by that member of the Board of Management.
10. The Chairman of the Board of Management or the convener must send the meeting invitation and attached documents to the members of Board of Supervisors as for members of the Board of Management.
11. The members of Board of Supervisors shall be entitled to attend the meetings of the Board of Management; with the right to discuss but not to vote.
12. The meetings of the Board of Management shall be conducted in case at least three-fourth (3/4) of the total members attending are available. In case the meeting convened under this clause does not have enough members attending the meeting as prescribed, it shall be convened a second time within 07 days from the date of the first meeting. In this case, the meeting shall be conducted, if more than half of the members of the Board attend the meeting.
13. The members of the Board of Management shall be considered to attend and vote at the meeting in the following cases:
 - a) To attend and vote directly at the meeting;
 - b) To authorize another person to attend the meeting according to clause 15 this Article;

- c) To participate in and vote through online conferences according to clause 7 this Article, electronic voting or other electronic forms;
 - d) To send the voting form to the meeting by letter, fax, email;
14. In case of sending the voting forms to the meeting via mail as specified in Point d, Clause 13 this Article, these form must be stored in a sealed envelope and sent to the Chairman of the Board of Management within 01 hour before the opening time. The voting forms shall only be opened in the presence of all the people attending the meeting.
15. Unless otherwise provided by the Board of Management, the members shall be required to attend all meetings of the Board of Management. A member may authorize another person to attend the meeting upon the approval of the majority of members of the Board of Management.
16. The members of the Board of Management shall conduct voting according to the following regulations:
- a) Except for the provisions at Point b this Clause, each member of the Board of Management or his/her authorized person present in person at the meeting of the Board of Management shall have one vote;
 - b) The members of the Board of Management must not vote on contracts, transactions or proposals that such member or person related to that member has such interests and benefits that conflict or may conflict with interests of the company. A member of the Board of Management may not be counted in the quorum of meeting for discussing decisions which that member does not have voting right;
 - c) The members of the Board of Management benefiting from a contract as specified in Articles 45.10.a) and 45.10.b) in this Charter shall be considered to have significant benefits in that contract. When a problem arises in a meeting of the Board of Management related to the interests or voting rights of a member of the Board of Management but that member does not voluntarily give up his/her voting right, such arising issues shall be referred to the Chairperson and any his/her decision related to all other members of the Board of Management shall be valid as the final decision, except for cases that the nature or benefits of related members of the Board of Management have not been properly disclosed;
 - d) The members of the Board of Management directly or indirectly benefit from a contract or transaction that has been signed or is expected to be signed with the Company and knows that it has a benefit in such things shall have to disclose the nature, content of such interest in the meeting that the Board of Management considers the issue of signing this contract or transaction at first. If a member of the Board of Management does not know that he or his related person has any interest at the time the contract or transaction is signed with the Company, that member shall have to disclose that interest at the first meeting of Board of Management after being aware of such interest in that transaction or related contract.
17. The Resolutions, decisions of the Board of Management shall only be passed when it is approved by the majority of the attending members; in case of a tied vote, the final decision shall be made in favor of the vote of the Chairman of the Board of Management.

Article 31 Meeting minutes and resolutions of Board of Management

1. The meetings of Board of Management must be recorded in minutes and may be made in writing or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese and in a foreign language if available with the following main particulars:
- a) Name, head office, enterprise code;
 - b) Time and place of meetings;
 - c) Purpose, agenda and content of meetings

- d) Full names of each member attending the meeting or the person authorized to attend meeting and how to attend the meeting; full name of members not attending the meeting and reason;
 - e) Issues discussed and voted at the meetings;
 - f) Summary of opinions of each member attending the meeting during the process of the meetings;
 - g) Voting results, indicating members who agree, who do not agree and members who abstain from voting;
 - h) Any issues that have been approved and the proportion of votes passed respectively;
 - i) Full names, signatures of the Chairperson, minutes taker and all members of the Board of Management attending the meeting, except for cases specified in Clauses 2 and 3 this Article and relevant provisions in the Corporate governance regulations. The meeting minutes shall be signed right after the meeting ends or another time as decided by the Chairman of the Board of Management and relevant provisions in the Corporate governance regulations.
2. If a member of the Board of Management refuses to sign the meeting minutes but the Chairperson, minutes taker, and more than 50% of attending members signs the minutes with all the contents as prescribed in points a), b), c), d), e), f), g) and h) Clause 1 this Article, such minutes shall take effect.
 3. If the Chairperson or the minutes taker refuses to sign the meeting minutes but i all other members of the Board of Management attending the meeting signs the minutes with sufficient contents as prescribed at Points a), b), c), d), e), f), g) and h) Clause 1 this Article, this minutes shall come into force.
 4. The Chairperson and the minutes taker must be jointly responsible for the accuracy and trustfulness of the said minutes.
 5. The resolutions of the Board of Management shall be signed and issued by the Chairman based on the meeting minutes.
 6. The meeting minutes of the Board of Management and documents used in the meeting must be archived at the Company's head office.
 7. The meeting minutes and Resolutions of the Board of Management prepared in Vietnamese and any foreign language shall be of equal legal validity. In case of differences in the contents of meeting minutes and/or Resolutions of the Board of Management prepared in Vietnamese and any foreign language, the former shall prevail.

Article 32 Approval of resolutions by collecting written opinions of the Board of Management

1. Except for matters that must be passed through direct voting at the meeting, the Chairman of the Board of Management shall have the right to collect written opinions of members of the Board of Management to pass any decisions at any time if it is deemed necessary for the benefits of the Company.
2. The Chairman of the Board of Management shall prepare opinion forms, draft resolutions of the Board of Management and other related documents (if any). The opinion forms must be sent to members of the Board of Management at least 05 working days before the due date of receiving opinion forms or a shorter time as decided by the Chairman of the Board of Management after consultation from members of the Board of Management.
3. An opinion form must contain the following main contents:
 - a) Name, head office, enterprise code;
 - b) Purpose of collecting written opinions;
 - c) Full names of members of the Board of Management
 - d) Issue on which it is necessary to obtain opinions in order to pass a resolution;

- e) Voting options including “for”, “against” or “abstained” on each consulted issue;
 - f) Deadline for submitting the opinion forms answered;
 - g) Full name and signature of the Chairman of the Board of members.
4. The answered opinion forms must be signed by members of the Board of Management concerned or their authorized representatives.
 5. The opinion forms may be sent to the Company in the following ways:
 - a) By post: The opinion form sent to the Company must be put in a sealed envelope without being opened by anyone prior to votes counting.
 - b) Via fax or e-mail: The opinion forms sent to the Company by e-mail must be kept confidential until the time of counting of votes;
 6. Any opinion forms received by the Company after the time specified in the opinion form or not sent back to the Company shall be considered non-voting.
 7. The minutes of votes counting shall contain the following basic particulars:
 - a) Name, head office, enterprise code;
 - b) Purpose of and issues required for written opinions in order to pass any Resolution;
 - c) Total number of votes received, number of votes for, against and abstentions on each issue voted upon;
 - d) Any issues to be passed;
 - e) Full names and signatures of the Chairman of the Board of Management, members of the votes counting board;
 8. Members of the votes counting board shall be appointed by the Chairman of the Board of Management to perform the assigned votes counting. The Chairman of the Board of Management and members of the votes counting board shall be jointly liable for the truthfulness and accuracy of the minutes of votes counting, and jointly liable for any damage arising from any resolution passed due to the untruthful or inaccurate counting of votes.
 9. The minutes of votes counting and Resolution must be sent to the members of Board of Management within 10 working days from the end of vote counting.
 10. Any Resolutions in the form of written opinions shall be passed on the basis of the consent of the majority of members with voting rights of the Board of Management. Such Resolution shall be effective and valid as those passed by members of the Board of Management at a meeting convened and held as usual.

Article 33 Rights to be provided with information of members of the Board of Management

1. The members of the Board of Management shall have the right to request the Chief Executive Officer, Deputy Chief Executive Officer, and other Executives to provide information, documents and explanations about the financial situation, business activities of the Company. At the same time, the members of the Board of Management shall be required to keep all information provided strictly confidential.
2. The order and procedures for requesting and providing information shall be implemented according to the Corporate governance regulations and Operation Regulation of the Board of Management.
3. The Chief Executive Officer, Deputy Chief Executive Officer, and other Executives requested to provide information shall be obliged to do so in a prompt manner and take responsibility for the accuracy of the information provided and/or explained.

Article 34 Subcommittees of the Board of Management

1. The Board of Management may establish subcommittees responsible for development policy, human resources, salary and bonus, internal audit, and risk management.
2. The number of Subcommittee's members shall be decided by the Board of Management, but must be at least 03 people including members of the Board of Management and external members. The number of external members must be less than one-second (1/2) of the total number of subcommittees' members.
3. The subcommittees must work on the basis of compliance with the regulations of the Board of Management. The Subcommittee's resolutions shall be effective only when the majority of members attend and vote at the Subcommittees' meetings.
4. Decisions of the Board of Management, or subcommittees under the Board of Management must be made on the basis of compliance with current legal regulations, this Charter and Corporate governance regulations.

Article 35 Person in charge of corporate governance

1. At least 01 person in charge of corporate governance must be appointed by the Board of Management to support the corporate governance. The person in charge of corporate governance's term of office shall be decided by the Board of Management. The person in charge of corporate governance may be the Secretary at the same time.
2. The person in charge of corporate governance must meet the following standards:
 - a) To obtain an understanding of the law;
 - b) Not to concurrently work for an independent auditing firm in charge of auditing the Company's financial statements;
 - c) Other standards as prescribed by the law, this Charter and decisions of the Board of Management.
3. The person in charge of corporate governance may be removed by the Board of Management when necessary but not contrary to the current labor code. An Assistant in charge of corporate governance may be appointed by the Board of Management from time to time.
4. The person in charge of corporate governance shall have the following rights and obligations:
 - a) To advise the Board of Management in organizing the General Meeting of Shareholders according to the regulations and the related work between the Company and Shareholders;
 - b) To prepare the meetings of the Board of Management, Board of Supervisors and General Meeting of Shareholders as requested by the Chairman of the Board of Management or Board of Supervisors;
 - c) To advise on procedures of meetings;
 - d) To attend the meetings;
 - e) To advise on procedures for making Resolutions of the Board of Management in accordance with the law;
 - f) To provide the members of the Board of Management and Board of Supervisors with financial information, copies of meeting minutes, resolutions, decisions of the General Meeting of Shareholders, Board of Management and other information;
 - g) To supervise and report information disclosure activities of the Company to the Board of Management;
 - h) To act as a liaison with stakeholders;

- i) To keep information confidential in accordance with the law and the Charter;
- j) To fulfill other obligations as prescribed by the current law.

CHAPTER VIII. CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES OF THE COMPANY

Article 36 Management apparatus

A management system shall be established by the Company under which the management apparatus is responsible and under the leadership of the Board of Management. The Company shall have a Chief Executive Officer, Deputy Chief Executive Officers and a Chief Accountant appointed by the Board of Management. The Chief Executive Officer and Deputy Chief Executive Officers may be concurrently members of the Board of Management, and appointed or dismissed by the Board of Management by any resolution passed legally.

Article 37 Executives of the Company

1. Executives of the Company are persons appointed by the Board of Management including: Chief Executive Officer and Deputy Chief Executive Officers, Chief Accountant, Person in charge of corporate governance, Directors (Chief Executive Officer) of Subsidiaries, Branches, Head of Representative Offices and other Executives appointed by the Board of Management from time to time.
2. At the request of the Chief Executive Officer and with the approval of the Board of Management, the Company may recruit other Executives with the number and standards consistent with the structure and management regulations of the Company as specified by the Board of Management. The Executives must demonstrate their diligence required for the Company's activities and organization to achieve the set objectives.
3. The Chief Executive Officer's salary, remuneration, benefits and other terms in the labor contract shall be decided by the Board of Management.
4. The Executives' salary, remuneration, benefits and other terms in the labor contract specified in Clause 1 this Article shall be decided by the Board of Management after consulting with the Chief Executive Officer.
5. Other Executives' salary, remuneration and benefits as prescribed in Clause 2 this Article shall be decided by the Chief Executive Officer in accordance with the approved salary fund of the Company.
6. The remuneration entitled by the Executives shall be included in the Company's business expenses as prescribed by the law on corporate income tax, presented as a separate item in the annual financial statements and reported at the Annual General Meeting of Shareholders.

Article 38 Appointment, dismissal, duties and rights of the Chief Executive Officer

1. 01 member of the Board of Management or 01 other person shall be appointed by the Board of Management to be the Chief Executive Officer and enter into a labor contract specifying salary, remuneration, benefits and other terms related to the recruitment. Any information about the Chief Executive Officer's salary, benefits and benefits shall be reported at the Annual General Meeting of Shareholders and stated in the Company's annual report.
2. The Chief Executive Officer shall manage the day-to-day business operations; subject to the Board of Management' supervision and take responsibility before the Board of Management and before the law for the exercise of delegated rights and obligations.
3. The Chief Executive Officer 's term of office shall not exceed 05 years; with unlimited number of re-appointments. The Chief Executive Office must fully meet standards and conditions specified by the law.
4. The Chief Executive Office shall have the following rights and obligations:

- a) To decide all matters related to the Company's daily business activities without any decision of the Board of Management, including the conclusion of financial and commercial contracts on behalf of the Company according to the power of attorney by the Company's legal representative, organize and execute the Company's daily business activities in accordance with the best management practices;
 - b) To consider, propose, recommend and submit to the General Meeting of Shareholders for approval of investment projects, contracts, transactions under the deciding competence of the Board of Management in accordance with the Charter;
 - c) To deploy the implementation of resolutions of the Board of Management and the General Meeting of Shareholders, business plan and investment plan of the Company approved by the Board of Management and the General Meeting of Shareholders;
 - d) To propose to the Board of Management about plans on organizational structure and Corporate governance regulations;
 - e) To make recommendations on methods of paying dividend and dealing with business losses;
 - f) To propose to the Board of Management on the recruitment of other Executives and advise the Board of Management on the decision of salary, remuneration, benefits and other terms of such Executives' labor contracts according to Article 36.2 and 36.4 herein;
 - g) To appoint, dismiss and remove any managerial titles in the Company, except for those under the scope of authority of the Board of Management;
 - h) To make decisions on salary and other benefits for employees of the Company, including any Managers appointed by the Chief Executive Officer;
 - i) To take charge of labor recruitment;
 - j) To submit the detailed business plan for the next fiscal year meeting the requirements of appropriate budget as well as the annual financial plan to the Board of Management on October 31st every year for approval;
 - k) To propose measures related to improvement in operations and management of the Company;
 - l) To prepare long-term, annual and monthly estimates of the Company (hereinafter referred to as cost estimate) used for the Company's long-term, annual and monthly management activities in accordance with the business plan. Any annual cost estimates (including the Balance Sheet, Income Statement and Expected Cash Flow Statement) for each fiscal year must be submitted to the Board of Management for approval with information as specified in the Company's regulations;
 - m) To carry out all other activities according to the Charter, regulations of the Company, Resolutions of the Board of Management, as well as the labor contract signed with the Chief Executive Officer and provisions of law.
5. To report the implementation of the assigned tasks and powers to the Board of Management and Shareholders and do so when required
 6. The Chief Executive Officer shall manage daily business operations in strict compliance with the law, the Charter, labor contracts signed with the Company and the Resolutions of the Board of Management. If the management process is inconsistent with this provision causing damage to the Company, the Chief Executive Officer shall be responsible before the law and make compensation for the damage.
 7. The Chief Executive Officer may be removed or dismissed by the Board of Management through a validly approved and approved Resolution under Article 36 herein (In this case, the Chief Executive Office concurrently holding the position of a member of the Board of Management shall not have any voting right) and appoints a new one for replacement. The Chief Executive Officer subject to dismissal shall have the right to oppose this dismissal at the nearest General Meeting of Shareholders.

CHAPTER IX. BOARD OF SUPERVISORS

Article 39 Self-nomination, nomination of members to the Board of Supervisors

1. The self-nomination, nomination of members to the Board of Supervisors shall be implemented similarly to the provisions of Article 24.1 and 24.2 herein. The election of members to the Board of Supervisors shall be done according to Article 25.6 herein.
2. If the number of candidates subject to self-nomination, nomination of members to the Board of Supervisors does not constitute the necessary quorum, the incumbent Board of Supervisors may nominate more candidates or hold a nomination in accordance with the Charter, Corporate governance regulations and operation regulations of the Board of Supervisors. The aforementioned additional introduction must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 40 Composition of the Board of Supervisors

1. The Company shall consist of 03 to 05 supervisors, with a term not exceeding 05 years and may be re-elected for an unlimited number of terms. More than half of the members of the Board of Supervisors must permanently reside in Vietnam.
2. The members of the Board of Supervisors must meet the following criteria and conditions:
 - a) Not to fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or any major relevant to the Company's business activities;
 - c) Not being wife or husband, father, adoptive father, mother, adoptive mother, children, adopted children, siblings of any member of the Board of Management, Chief Executive Officer of other Managers.
 - d) Not being wife or husband, father, adoptive father, mother, adoptive mother, children, adopted children, siblings of Executives of the Company and parent company; representative of corporate capital, state capital in the parent company and in the Company.
 - e) Not being the Manager of the Company; not necessarily a Shareholder or an employee of the Company;
 - f) Not to work in the Company's accounting and finance department;
 - g) Not to concurrently work for an independent auditing firm in charge of auditing the Company's financial statements in the previous 3 consecutive years;
 - h) Other criteria and conditions in accordance with relevant laws.
3. A member of the Board of Supervisors shall be dismissed in the following cases:
 - a) That member no longer meets the criteria and conditions to be a member of the Board of Supervisors as stipulated in the Law on Enterprises;
 - b) That member sends a written request for resignation to the Company's head office and get the approval of resignation;
 - c) That member suffers from mental disorders with medical expert proof of such loss of capacity for civil acts;
 - d) That member dies, loses his/her citizenship, is prosecuted for penal liability or sentenced to imprisonment;
 - e) The legal Shareholder for which that member acts as a proxy is bankrupt, dissolved or terminated or is no longer a Shareholder of the Company;

- f) The legal shareholder changes any Authorized representative who is a member of the Board of Supervisors;
 - g) Other cases as prescribed by the current law.
4. A member of the Board of Supervisors shall be removed in the following cases:
- a) That member fails to complete the assigned tasks or work;
 - b) That member is absent from the Board of Supervisors' meetings for 06 consecutive months without any permission of the Board of Supervisors during this time and his position is left vacant as determined by the Board of Supervisors, except for cases of force majeure.
 - c) That member violates in multiple times, seriously violate obligations of a member of the Board of Supervisors in accordance with the provisions of the Law on Enterprises and the Charter;
 - d) That member provides the Company with false personal information.
 - e) Other cases according to the Resolution of the General Meeting of Shareholders.
5. In case of expiration of term of office of the Board of Supervisors' members but the new Board of Supervisors has not been elected, the Board of Supervisors whose term of office has expired shall continue its rights and obligations until the new one is elected and takes over the duties.

Article 41 Head of Board of Supervisors

1. The Head of Board of Supervisors shall be elected by the Board of Supervisors among its members; elected, dismissed, removed from office according to the majority rule. The Head of Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the Company.
2. Rights and obligations of the Head of Board of Supervisors
- a) To convene a meeting of the Board of Supervisors;
 - b) To request the Board of Management, Chief Executive Officer and other Executives to provide relevant information to report to the Board of Supervisors;
 - c) To prepare and sign reports of the Board of Supervisors after consulting with the Board of Management for further submission to the General Meeting of Shareholders.

Article 42 Rights and obligations of the Board of Supervisors

1. The Board of Supervisors shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:
- a) To propose to the General Meeting of Shareholders for the approval of list of auditing firm approved to audit the Company's financial statement; decide the auditing firm approved to inspect the Company's operations, and remove, dismiss any approved auditor when necessary.
 - b) To be accountable to Shareholders for supervisory activities.
 - c) To supervise the financial situation of the Company, the compliance with the law of members of the Board of Management, Chief Executive Officer and other Managers during the working process.
 - d) To ensure the close coordination with the Board of Management, Chief Executive Officer and Shareholders.

- e) When detecting a violation of law or of the Charter by a member of the Board of Management, Chief Executive Officer and other Executives, the Board of Supervisors must notify the Board of Management in writing within 48 hours, request violators to stop their violations and take remedial measures.
 - f) To formulate the Operation Regulations of the Board of Supervisors and submit to the General Meeting of Shareholders for approval.
 - g) To have the right to access files and documents of the Company retained in the head office, branches and other locations; visit working places of Managers and employees of the Company.
 - h) To request the Board of Management, its members, Chief Executive Officer and other Managers to provide in full, accurately and on time all information and documents related to the management, administration and business operation of the Company.
 - i) To discuss with the independent auditor about nature and audit scope before starting the audit;
 - j) To seek advice from independent professional advisors or legal advisors and ensure the participation of external experts with appropriate professional experience in the Company's work if deemed necessary;
 - k) To check the annual, interim and quarterly financial statements before submission to the Board of Management;
 - l) To discuss problems and shortcomings found from midterm or final audit results as well as issues that the independent auditor wants to discuss;
 - m) To review the independent auditor's letter to the management and the feedback of the management of the Company;
 - n) To review the Company's reports on internal control systems before being approved by the Board of Management; and
 - o) To review results of internal investigations and feedback from the Executives.
 - p) To review contracts, transactions with Related parties under the approval authority of the Board of Management or the General Meeting of Shareholders and make recommendations on contracts and transactions that require approval of the Board of Management or General Meeting of Shareholders.
 - q) To have other rights and obligations in accordance with the law and the Charter;
2. The Board of Supervisors shall be responsible for reporting its activities at the annual General Meeting of Shareholders according to Point d, Point dd, Clause 3, Article 139 of the Law on Enterprises and must ensure the following contents:
- a) Remuneration, operating costs and other benefits of the Board of Supervisors and each of its members as specified in Article 172 of the Law on Enterprises and the Charter.
 - b) Summary of the Board of Supervisors' meetings and conclusions and recommendations given.
 - c) Results of supervising operations and financial situation of the Company.
 - d) Report on transactions between the Company, Subsidiary, company controlled by any public company with at least 50% or Charter capital with members of the Board of Management, Chief Executive Officer, other Executives and related parties; transactions between the Company and another enterprise in which a member of the Board of Management, Chief Executive Officer, other Executives are founding members or manager of that enterprise during the last 3 years prior to the transaction time.

- e) Results of supervising the Board of Management, Chief Executive Officer, other Executives of the Company.
 - f) Results of evaluation of coordination between the Board of Supervisors and Board of Management, Chief Executive Officer and Shareholders.
3. At the Board of Supervisors' request, the members of the Board of Management, Chief Executive Officer and other Executives must provide all information and documents related to the operations of the Company.
 4. The person in charge of corporate governance must ensure that all copies of Resolutions, meeting minutes of the General Meeting of Shareholders and of the Board of Management, financial information, other information provided to the members of the Board of Management shall be provided to members of the Board of Supervisors at the same time they are provided to the Board of Management according to Article 35 herein.

Article 43 Meetings of Board of Supervisors

1. After consulting with the Board of Management, the Board of Supervisors may issue regulations on meetings and its way of operation on the basis of the approved Board of Supervisors' Operation Regulations passed by the General Meeting of Shareholders and in accordance with the law.
2. The Board of Supervisors shall hold a meeting at least twice a year, with the participation of at least two-thirds (2/3) members of the Board of Supervisors. The meeting minutes of Board of Supervisors must be detailed and clear. The minutes taker and members of Board of Supervisors attending the meeting must sign the meeting minutes. The meeting minutes must be kept for identification of responsibilities of each member.
3. The Board of Supervisors shall have the right to request members of the Board of Management, Chief Executive Officer and approved auditing firm's representative to attend and answer matters that need to be clarified.

Article 44 Salary, remuneration, bonuses and other benefits of members of Board of Supervisors

Salary, remuneration, bonuses and other benefits of members of Board of Supervisors shall be implemented in accordance with the following provisions:

1. The salary, remuneration, bonuses and other benefits shall be paid to members of the Board of Supervisors according to their work and as decided by the General meeting of shareholders. The General Meeting of Shareholders shall decide the total salary, remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors.
2. The members of the Board of Supervisors shall be reimbursed for expenses for meals, accommodation, travel and for use of independent consultancy services at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General meeting of shareholders, except where otherwise decided by the General meeting of shareholders;
3. The Board of Supervisors' salary and operating costs shall be included in business expenses in accordance with the law on corporate income tax and other relevant legislation, and must be presented in a separate item in the annual financial statements of the Company.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF BOARD OF MANAGEMENT, MEMBERS OF BOARD OF SUPERVISORS, CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 45 Duty of care of members of Board of Management, members of Board of Supervisors, Chief Executive Officer and Executives of the Company

The members of Board of Management, members of Board of Supervisors, Chief Executive Officer and Executives of the Company shall be responsible for performing their duties, including those assigned for the Subcommittees' members in an honest manner and in a way that is believed to be for the Company's best interest and with a degree of caution that a prudent person would normally do when taking on an equal position and in similar circumstances.

Article 46 Honesty and avoidance of conflicts of interest

1. The members of Board of Management, members of Board of Supervisors, Chief Executive Officer and other Managers of the Company must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.
2. The members of Board of Management, members of Board of Supervisors, Chief Executive Officer and other Managers of the Company and their related parties shall only be allowed to use information obtained through their positions to serve the interests of Company.
3. The members of Board of Management, members of Board of Supervisors, Chief Executive Officer and other Managers of the Company and their related parties shall not be allowed to use business opportunities that may benefit the Company for their personal purpose; at the same time not allowed to use information obtained through their position for personal gain or for the benefit of other organizations or individuals.
4. The members of Board of Management, members of Board of Supervisors, Chief Executive Officer and other Managers of the Company must notify the Board of Management of all potential conflict of interest with the Company which they may be entitled to via other economic entities, transactions or individuals; The above subjects shall only be allowed to use those opportunities when the members of the Board of Management without related interests decide not to investigate this matter.
5. Except for the General Meeting of Shareholders' approval, the Company shall not be allowed to grant loans, guarantees, or credits to members of the Board of Management, members of the Board of Supervisors, Chief Executive Officer, other Executives, other Managers not shareholders and Related parties of the above members or legal entities with which they have financial interests.
6. Cases of granting loans or guarantees to related organizations of members of the Board of Management, members of the Board of Supervisors, Chief Executive Officer, other Managers of which the Company and that organization are companies in the same group or operating in groups of companies, including the parent company - subsidiary, economic group, shall be approved by the General Meeting of Shareholders or the Board of Management according to the Charter;
7. The members of the Board of Management, members of the Board of Supervisors, Chief Executive Officer, other Managers shall be obliged to notify the Board of Management, the Board of Supervisors in writing of any transactions between the Company, Subsidiaries, other companies whose control is at least 50% of Charter capital by the public company with that subject or with their related parties in accordance with the law. For any transactions approved by the General Meeting of Shareholders or the Board of Management as above, the Company must disclose information on these Resolutions according to the Law on Securities on information disclosure.
8. A member of the Board of Management shall not be allowed to vote on a transaction that brings benefits to that member or his/her Related parties in accordance with the Law on Enterprises and the Charter.
9. The members of the Board of Management, members of the Board of Supervisors, Chief Executive Officer, other Managers and related parties shall not be allowed to use or disclose to others internal information for implementation of related transactions.
10. Transactions between the Company and the subjects specified in Clause 1, Article 167 of the Law on Enterprises shall not be invalid in the following cases:

- a) For any transactions less than 35% of total value of assets recorded in the most recent financial statements, important contents of contracts or transactions, as well as relationships and interests of members of the Board of Management, members of the Board of Supervisors, Chief Executive Officer, other Executives were reported to the Board of Management and approved by the Board of Management by a majority affirmative vote of the members of the Board of Management without related benefits;
- b) For any transaction valued at least 35% or any transaction resulting in a transaction value within 12 months from the date of the first transaction valued at least 35% of total asset value recorded in the most recent financial statements, important contents of this transaction as well as the relationship and interests of related parties were disclosed to Shareholders and approved by the General Meeting of Shareholders by Shareholders' votes without related interests.

Article 47 Responsibility for damage and compensation

1. Any members of the Board of Management, members of the Board of Supervisors, Chief Executive Officer and other Executives violating their obligations, honesty and duty of care responsibilities, and failing to fulfill their obligations with due diligence and professional capacity shall be responsible for damages caused by their own violations.
2. The Company shall indemnify people who have been, are or may become a party involved in claims, lawsuits or prosecutions that have been, are or may be conducted (including civil, administrative and not the lawsuits initiated by the Company as the petitioner), if the person has been or is a member of the Board of Management, Supervisor, Chief Executive Officer, other Executive, employee or representative authorized by the Company (or its Subsidiary), or that person has been or is doing at the request of the Company (or its Subsidiary) as a member of the Board of Management, Supervisor, Chief Executive Officer, other Executive, employee or representative authorized by the Company provided that the person acted honestly, prudently, diligently with his professional competence in a manner deemed to be in the interest or not in conflict with the interests of the Company, on the basis of compliance with the law and without discovery or confirmation of violated responsibilities.
3. When performing functions, duties or doing tasks authorized by the Company, the member of the Board of Management, Supervisor, Chief Executive Officer, other Executive, employee or representative authorized by the Company shall be compensated by the Company when they become a related party in claims, lawsuits or prosecution (except for any lawsuits initiated by the Company as the petitioner) in the following cases:
 - a) They have acted honestly, prudently and diligently for the Company's interests and not in conflict with the Company's interest;
 - b) They have strictly complied with the law without any evidence of failure to fulfill responsibilities.
4. The compensation costs shall cover costs incurred (including attorneys' fees), judgment cost, fines, amounts incurred in practice or considered reasonable in settlement of cases as permitted by the law. The insurance may be purchased by the Company for such people to avoid compensation liabilities mentioned above.

CHAPTER XI. RIGHT TO INVESTIGATE BOOKS AND DOCUMENTS OF THE COMPANY

Article 48 Right to investigate books and documents

1. The ordinary shareholders shall have the right to look up books and documents, specifically as follows:
 - a) The ordinary shareholders may review, look up and extract information about names and contacts in the list of Shareholders with voting rights; request to correct any

inaccurate information; review, look up, extract or copy the Charter, meeting minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;

- b) A Shareholder or group of Shareholders owning at least 05% of total number of ordinary shares may review, look up, extract the minutes book and Resolutions, decisions of the Board of Management, interim financial statements and annual financial statements, reports of the Board of Supervisors, contracts, transactions that need to be passed by the Board of Management and other documents, except for any documents related to trade secrets, business secrets of the Company.
2. If an authorized representative of a Shareholder and a group of Shareholders request to look up books and documents, there must be a power of attorney of the Shareholder and group of Shareholders or a notarized copy of the power of attorney.
3. The members of the Board of Management, members of the Board of Supervisors, Chief Executive Officer, other Executives may investigate the Company's register of shareholders, list of Shareholders and other books and documents for purposes related to their titles provided that such information is kept confidential;
4. The Company shall be required to maintain this Charter and its amendments and supplement, Business registration certificate, regulations, documents proving property ownership, Resolutions of the General Meeting of Shareholders and the Board of Management, meeting minutes of the General Meeting of Shareholders and Board of Management, reports of the Board of Management, reports of the Board of Supervisors, annual financial statements, accounting books and other documents in accordance with the law at the head office or another place provided that the Shareholders and Business Registration Office are informed of such place.
5. The Charter must be posted on the Company's website.

CHAPTER XII. SOCIO-POLITICAL ORGANIZATIONS IN THE COMPANY, EMPLOYEES AND TRADE UNIONS

Article 49 Socio-political organizations in the company, employees and trade unions

1. Political and social-political organizations in the Company:
 - a) Political organizations, socio-political organizations in the Company shall work within the framework of the Constitution, laws and its Charter in accordance with the law.
 - b) The Company shall be obliged to respect and make it easy for employees to establish and participate in these organizations specified in Section 1 above.
2. Employees and Trade union:
 - a) The employees' rights shall be implemented in accordance with the applicable Labor Law, Trade Union Law and the Collective Labor Agreement signed between the employer and the employees' representative. Bonus and welfare funds must be used on the basis of complying with the "Regulations on management and use of bonus and welfare funds" approved by the Board of Management and in accordance with the current Collective Labor Agreement.
 - b) The Chief Executive Officer must make a plan for the Board of Management to approve issues related the relationship of the Company with trade unions according to the best management standards, practices and policies, and policies specified herein, regulations of the Company and the applicable laws.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 50 Profit distribution

1. According to the decision of the General Meeting of Shareholders and the provisions of law, dividends shall be declared and paid from the Company's retained earnings without exceeding the level proposed by the Board of Management after consultation of Shareholders' opinions at the General Meeting of Shareholders.
2. Any interest on the dividend payment amount or the payment amount related to one type of stock shall not be paid by the Company;
3. The Board of Management may request the General Meeting of Shareholders for approval of full or partial payment of dividends with specific assets (such as stocks or bonds fully paid for by other companies) and the Board of Management shall be the one to implement this Resolution.
4. Upon approval of the General Meeting of Shareholders, the Board of Management may decide and announce that ordinary shareholders shall be entitled to receive dividends in ordinary shares instead of cash dividends. Any additional shares to pay dividends shall be recognized as shares with full payment for the purchase on the shares value to pay dividends that is equivalent to the cash dividend;
5. In case of payment of dividends or other amounts related to a type of shares in cash, the payment shall be made in VND. The payment may be made directly or through banks based on the bank account details provided by the Shareholder. In case the Shareholder does not receive any amount when the Company make a transfer according to the bank details provided by the Shareholder, the Company shall not take any responsibility for the amount transferred by the Company to this Shareholder. The dividends with respect to shares listed/traded at the Stock Exchange may be paid through the Securities Company or Vietnam Securities Depository and Clearing Corporation.
6. Pursuant to the Law on Enterprises, Law on Securities, the Board of Management shall approve resolutions and decision that determine a specific date to close the list of Shareholders. Based on that date, those registering as Shareholders or holders of other securities shall be entitled to receive cash dividends, or stocks, notices or other documents, interest rates, distributed profit. The closing date of list of Shareholders may fall on the same day or at the time before such rights are exercised. This shall not affect the rights of two parties in any related stock or securities transfer transaction.
7. Other issues related to the distribution of profit shall be complied with the provisions of law.

CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 51 Bank accounts

1. The Company's accounts may be opened at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
2. Under the competent authority's prior approval, any accounts may be opened in accordance with the provisions of law in case of necessity;
3. The Company shall make all payments and accounting transactions through accounts in VND or foreign currencies at the banks where these accounts are opened.

Article 52 Reserve fund to the Charter Capital

Annually, an amount from the Company's after-tax profit shall be deducted by the Company to the reserve fund to supplement the Charter capital in accordance with the law. This deduction amount shall not exceed 05% of the Company's after-tax profit and deducted until the reserve fund is equal to 10% of the Company's charter capital.

Article 53 Fiscal year

A fiscal year of the Company shall begin on January 01st every year and end on December 31st of the same year. The first fiscal year shall start from the date of issue of the Business Registration Certificate and ends on December 31st immediately after the date of issue of the Business Registration Certificate.

Article 54 Accounting system

1. The corporate accounting system or a specific accounting system promulgated and approved by a competent agency shall be applied in the Company.
2. Accounting books shall be prepared by the Company in Vietnamese and maintained in accordance with the accounting law and relevant laws. These documents must be accurate, updated, systematic and eligible to prove and explain the Company's transactions;
3. Vietnamese dong shall be used as the Company's accounting currency. In case of any economic transactions mainly in a foreign currency, the Company shall be allowed to choose that foreign currency as the monetary unit in accounting, take responsibility for that choice before the law and notify the direct tax administration agency.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 55 Annual, interim and quarterly financial statements

1. The Company's annual financial statements must be prepared and audited according to the provisions of law. The Company shall publish its audited annual financial statements in accordance with the law on disclosure of information on the stock market and submit such statements to competent state agencies.
2. The annual financial statements must contain all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statements must include an income statement that truthfully and objectively reflects the Company's profit and loss in the fiscal year and a statement of financial position that reflects an honestly and objectively the Company's operations up to the time of reporting, a cash flow statements and notes to financial statements. If the Company is a Parent Company, the consolidated balance sheet of the Company and its subsidiaries operations at the end of each fiscal year shall be required in addition to the annual financial statements.
3. The annual financial statements must truthfully and objectively reflect the Company's operating situation.
4. The reviewed interim financial statements and quarterly financial statements must be prepared and disclosed by the Company in accordance with the law on information disclosure on the stock market and submitted to the competent authorities.
5. The audited annual financial statements (including auditor's opinion), reviewed interim financial statements and quarterly financial statements must be published on the Company's website.
6. Any organizations and individuals concerning shall be entitled to check or copy the audited annual financial statements, reviewed interim and quarterly financial statements during working hours at the Company's head office and pay reasonable copying fees.

Article 56 Annual report

The Company's Annual report must be prepared and published in accordance with the law on securities and stock market.

CHAPTER XVI. COMPANY AUDIT

Article 57 Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms, legally operating in Vietnam and approved by the State Securities Commission to audit for the listed companies, and authorizes the Board of Management to choose one of these entities in charge of auditing the Company's financial statements for the next fiscal year based on the agreed terms and conditions with the Board of Management.
2. A copy of Audit Report shall be attached to the annual financial statements of the Company.
3. An independent auditor auditing the Company's financial statements shall be allowed to attend the General Meeting of Shareholders and entitled to receive notices and other information related to the General Meeting of Shareholders. and to express any opinion at the meeting on issues related to the audit of financial statements.

CHAPTER XVII. SEAL

Article 58 Seal of the Company

1. The seal shall include the seal made at the stamping establishment or in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Management shall decide the seal type, quantity, form and content of seals of the Company, its branches, representative offices (if any).
3. The Board of Management, Chief Executive Officer shall use and manage the seal as prescribed by the applicable law.

CHAPTER XVIII. DISSOLUTION

Article 59 Dissolution of the Company

1. The Company shall be dissolved in the following cases:
 - a) According to the Resolutions and decisions of the General Meeting of Shareholders;
 - b) The Business registration certificate is revoked, unless otherwise prescribed by the Law on Tax Administration;
 - c) Other cases prescribed by the law.
2. The Company's dissolution shall be decided by the General Meeting of Shareholders, and implemented by the Board of Management. This dissolution decision must be announced or approved by the competent authority (if required) according to the regulations.

Article 60 Disagreement between members of the Board of Management and shareholders

Any Shareholders holding half of outstanding shares with voting rights in the election of members of the Board of Management shall have the right to file a complaint with the Court to request dissolution on one or more of the following basis:

1. The Members of the Board of Management fail to reach an agreement in managing the Company's affairs, leading to the failure to obtain the required number of votes as prescribed for the Board of Management' operation;
2. The Shareholders are unable to obtain the required number of votes to proceed with the election of members of the Board of Management due to disagreement.

3. There is disagreement within the internal scope and two or more factions of Shareholders are divided, making the dissolution become the most favorable option for all Shareholders.

Article 61 Liquidation

1. At least 06 months after a decision on dissolution, the Board of Management shall be required to establish a Liquidation committee consisting of 03 members. There are 02 members appointed by the General Meeting of Shareholders and 01 appointed by the Board of Management from 01 independent auditing firm. The Liquidation committee shall build its own operating regulations. The Liquidation committee's members may be selected from among the Company's employees or an independent expert. All expenses related to the liquidation shall be paid in advance before the Company's other liabilities;
2. The Liquidation committee shall be responsible for reporting to the Business Registration Office on the date of establishment and date of commencement of operation. From that point, the Liquidation committee shall act on behalf of the Company before the Court and administrative authorities in all affairs related to the liquidation.
3. Any proceeds from the liquidation shall be paid in the following order:
 - a) Liquidation expenses;
 - b) Unpaid wages, retrenchment allowances, and social insurance and other benefits of employees according to the signed collective labor agreement and labor contracts;
 - c) Taxes and other taxable amounts payable by the Company to the State;
 - d) Other debts of the Company;
 - e) The remainder after all the debts from (a) to (d) above have been paid shall be divided to the Shareholders according to the proportion of shares. The preference shares shall be paid at first.

CHAPTER XIX. INTERNAL DISPUTES RESOLUTION

Article 62 Internal disputes resolution

1. In case of any dispute or complaint related to the Company's operations, rights and obligations of Shareholders in accordance with the Law on Enterprises, the Charter, other legal regulations or agreements between:
 - a) The shareholders and the Company; or
 - b) The shareholders and the Board of Management, Board of Supervisors, Chief Executive or other Executives;
2. Related parties shall make every effort to resolve that dispute through negotiation and conciliation. Except for disputes related to the Board of Management or the Chairman of the Board of Management, the Chairman shall preside over the settlement of disputes and request each party to provide information related to the dispute within 15 working days from the date of dispute. In case of any disputes related to the Board of Management or the Chairman of the Board of Management, either party may request the Board of Management to appoint an independent expert as the mediator for settlement.
3. In case of failed mediation within 6 weeks from the commencement of mediation process or the mediator's decision is not accepted by the parties, either party may refer the dispute to the Arbitration or competent Court for settlement in accordance with the Civil Procedure Code.
4. The parties shall bear their own costs related to the negotiation and mediation. The Court's costs shall be paid in compliance with the Court's judgment.

CHAPTER XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 63 Amendments and supplements to the Charter

1. Any amendment, supplement to this Charter should be considered and decided by the General Meeting of Shareholders.
2. In case any provisions of law related to the operation of the Company are not mentioned herein or any new provisions of law are different from those herein, those provisions of law shall prevail naturally and govern the operations of the Company.

CHAPTER XXI. EFFECTIVE DATE

Article 64 Effective date

1. This Charter includes 21 Chapters, 64 Articles, approved by the Annual General Meeting of Ha Long Canned Food Joint Stock Corporation in accordance with the Resolution of the 2021 Annual General Meeting of Shareholders held on 04/06/2021 and approved for the validity of the full text.
2. This Charter is made in 10 copies of equal value and must be kept at the Company's head office, unless otherwise provided by the law.
3. This shall be the sole and official Charter of the Company.
4. Any copies or excerpts of the Charter shall be valid only when signed by the Chairman of the Board of Management or at least half (1/2) of total number of members of Board of Management.

ON BEHALF OF BOARD OF MANAGEMENT

CHAIRMAN

BUI QUOC HUNG