

**THE SOCIALIST REPUBLIC OF VIET NAM**

**Independence – Freedom – Happiness**



**CHARTER**

**OF**

**VINHOMES JOINT STOCK COMPANY**

**Hanoi, April 21, 2026**

## PREAMBLE

The Charter of Vinhomes Joint Stock Company, (the “**Company**”), a joint stock company established pursuant to the provision of laws and all resolutions of the General Shareholders and the Board of Directors that are properly adopted, is the binding rules and regulations for the conduct of the business of the Company.

This Charter comprises of 57 Articles, included in 18 Chapters, which regulates the whole activities of the Company (the “**Charter**”)

This Charter is ratified by the General Meeting of Shareholders of the Company on 21 April 2026 and takes effect from the date of signing.

## CHAPTER I

### DEFINITIONS

#### Article 1. Definitions

Unless the terms or context of this Charter otherwise provide, the following terms shall have the meanings as described to them hereunder:

“**SVB**” refers to the Supervisory Board of the Company.

“**Corporate Executives**” refers to the Chief Executive Officer (the “**CEO**”), the Deputy CEO, the Chief Accountant and other Managers of the Company as approved by the BOD.

“**Company**” refers to Vinhomes Joint Stock Company.

“**Subsidiary**” refers to any company in which the Company (i) holds more than fifty percent (50%) of the Charter Capital or total issued ordinary Shares, or (ii) has the right to directly or indirectly decide on appointment of a majority or all of members of the BOD or the CEO, or (iii) has the right to decide the amendment of or addition to the Charter of that Company.

“**Shareholder(s)**” refers to any individual or organization owning at least one (01) share of the Company and whose name and, to the extent required by Law, other details are recorded in the Shareholder Register of the Company as the holder of a specified number of Shares.

“**Major Shareholder**” refers to the Shareholder holding directly or indirectly five percent (5%) or more of the total voting shares of the Company.

“**Share(s)**” refers to a share in the capital of the Company including ordinary Share(s) and preferred Share(s) (if any).

“**Authorized Representative**” refers to any person who is authorized in writing by an institutional shareholder to exercise such Shareholder’s rights in accordance with the Law.

“**GSM**” refers to the General Shareholders’ Meeting of the Company.

“**BOD**” refers to the Board of Directors of the Company.

“**Supervisor**” refers to a supervisor of the Company.

“**Law on Enterprises**” refers to the Law on Enterprises No. 59/2020/QH14 as adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, which takes effect from 1 January 2021.

“**Law on Securities**” refers to the Law on Securities No. 54/2019/QH14 as adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, which takes effect from 1 January 2021.

“**Establishment Date**” refers to the date on which the Company’s first Certificate of Enterprise Registration was granted.

“**Related Person**” are the organizations and individuals defined in Article 4.23 of the Law on Enterprises and Article 4.46 of the Law on Securities.

“**Proxy**” refers to a person including the person holding the position of the Chairperson of a meeting of the GSM who is authorized by an individual Shareholder, an Authorized Representative, or a Shareholder being a legal entity or an organization in case such Shareholder does not have an Authorized Representative to attend in and vote at the GSM.

“**Managers**” shall have the same meaning as provided in Article 4.24 of the Law on Enterprises.

“**Law**” refers to all applicable published and publicly available constitutional provisions, treaties, laws, codes, ordinances, decrees, regulations (including but not limited to rules and regulations of any Stock Exchange on which the Company’s Shares are listed), decisions, circulars, guidelines, rules, orders, resolutions or any legally binding interpretation of any of the foregoing by the relevant governmental authority applicable to the Company and as amended from time to time.

“**Stock Exchange**” refers to the official stock exchange(s) in respect of shares, bonds and other securities on which the Company’s securities including Shares are listed.

“**Shareholder Register**” refers to the register of Shareholders of the Company established and maintained in accordance with this Charter and the Law on Enterprises.

“**Vietnam**” or “**Viet Nam**” refers to the Socialist Republic of Viet Nam.

“**VND**” or “**Vietnamese Dong**” refers to the legal currency of Viet Nam.

“**Charter Capital**” refers to the capital contributed by the Shareholders in accordance with the provisions of Article 7 of this Charter.

“**VSDC**” refers to the Vietnam Securities Depository and Clearing Corporation.

## **Article 2. Rules of interpretation**

- 2.1 In this Charter, any reference to any article or document shall include the amendments, additions or replacement of such document.
- 2.2 The headings are inserted for convenience only and do not affect the interpretation and construction of the articles of this Charter.
- 2.3 Any words or expressions defined in the Law on Enterprises shall, (if not inconsistent with the subject or context), bear the same meanings in this Charter.

## **CHAPTER II**

### **GENERAL PROVISIONS**

### **Article 3. Name, Form, Head Office, Branches, Representative Offices, Legal Representatives and Term of the Company**

3.1 Company's name:

Vietnamese name: **CÔNG TY CỔ PHẦN VINHOMES**

Transaction name in English: **VINHOMES JOINT STOCK COMPANY**

Abbreviated name: **VINHOMES.,JSC**

3.2 The Company is a joint stock company with the independent juridical person status in accordance with the Law on Enterprises and applicable Law. In the course of its operation, the Company shall observe the Law and the provisions mentioned in this Charter. The Shareholders' responsibility *vis-à-vis* third parties shall be limited to the amount of their contribution to the Company's Charter Capital. The Company being a separate legal entity shall not be liable for the debts or any other liabilities of the Shareholders, unless otherwise expressly agreed. The Company shall operate on the principle of independent economic management in conformity with the present Charter, the Law and the Certificate of Enterprise Registration.

3.3 The Company's registered head office: Symphony Office Tower, Chu Huy Man Street, Vinhomes Riverside Urban Area, Phuc Loi Ward, Hanoi, Vietnam.

Tel: 024 - 39749350

#### **3.4 Legal Representatives of the Company**

The Company has a maximum number of five (05) legal representatives, including: the Chairperson of the BOD, CEO and Deputy CEOs in charge of security, safety and fire prevention, construction and daily operations of the Company, in which:

- a) The Chairperson of the BOD, without prejudice to other rights and obligations under this Charter, shall have the right to represent the Company in the transactions under the authority of the GMS, the BOD and other transactions as assigned by the BOD;
- b) The CEO shall have the rights and obligations of the Legal representative in activities of the Company (except for the fields under the authority of the Chairperson of the BOD and the Deputy CEOs) and other tasks as assigned by the BOD.
- c) Deputy CEOs shall have the rights and obligations of the Legal representatives of the Company in works, activities relating to security, safety, fire prevention; construction as well as other daily activities of the Company as assigned by the BOD.

Legal representatives have the right to sanction contracts; transactions or indemnifications and other contracts within their professional authority, with value lower than 35% of the total assets stated in the latest financial statement of the Company, except for the contracts, transactions under the authority of the GMS/BOD.

The BOD is responsible for stipulating the number of legal representatives and their specific tasks in accordance with the Company's Charter, the provisions of the law and actual operations of the Company.

3.5 The Company may, by the BOD resolution and to the extent permitted by the Law, establish branches and representative offices in the business area to support the

objectives of the Company.

- 3.6 The Term of the Company shall be unlimited. The Company may amend its operational term in accordance with a resolution of the GSM.

#### **Article 4. Operating Objectives**

- 4.1 The Company is permitted to do business in, including but not limited to, the following areas:

| <b>No.</b> | <b>Industry name</b>  | <b>Code</b>    |
|------------|---|----------------|
| <b>1</b>   | Real estate business and trading of land use rights owned, used, or leased by the Company<br>Details: Real estate business, property management, and apartment building management activities   | 6810<br>(main) |
| <b>2</b>   | Intermediary services for real estate activities<br>Details: Real estate brokerage services (in accordance with Article 61 of the Law on Real Estate Business No. 29/2023/QH15 dated November 28, 2023)   | 6821           |
| <b>3</b>   | Other real estate activities conducted on a fee or contract basis (excluding property auction services)<br>Details: Real estate consultancy and property management services (in accordance with Article 67 of the Law on Real Estate Business No. 29/2023/QH15 dated November 28, 2023)  | 6829           |
| <b>4</b>   | Agency, brokerage, and commodity auction services<br>Details: Commission agency services<br>(Foreign-invested economic organizations conducting trading and activities directly related to the trading of goods shall comply with the provisions of Decree No. 09/2018/ND-CP dated January 15, 2018)  | 4610           |
| <b>5</b>   | Other activities auxiliary to financial services not elsewhere classified<br>Details: Investment advisory services  | 6619           |
| <b>6</b>   | Business management consultancy and other management consultancy activities   | 7020           |
| <b>7</b>   | Sewerage and wastewater treatment activities<br>Details: Wastewater treatment services  | 3700           |
| <b>8</b>   | Treatment and disposal of non-hazardous waste<br>Details: Waste treatment services<br>(Foreign-invested economic organizations are not permitted to collect waste directly from households and may only provide waste collection services as designated by provincial or municipal authorities. For reasons of national security, access to certain geographical areas may be restricted) | 3821           |
| <b>9</b>   | Construction of other civil engineering projects<br>Details: Construction and execution of civil engineering works  | 4299           |
| <b>10</b>  | Installation of other building systems<br>Details:<br>Installation of equipment systems in buildings and other construction works<br>Construction and installation of fire prevention and firefighting systems (Clause 7, Article 41 of Decree No. 136/2020/ND-CP)  | 4329           |
| <b>11</b>  | General wholesale trade<br>Details: Exercise of wholesale distribution rights for goods in accordance with applicable laws (excluding goods not committed under the WTO Schedule of Commitments) (Foreign-invested economic organizations conducting trading and activities directly related to the trading of goods shall comply with the provisions of Decree No. 09/2018/ND-CP dated   | 4690           |

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|           | January 15, 2018)  |      |
| <b>12</b> | Retail sale of other new goods (excluding automobiles, motorcycles, motorbikes, and related spare parts and accessories)   | 4773 |
| <b>13</b> | Hotels and similar accommodation services<br>Details: Hotels, villas, or apartments providing short-term accommodation services; eco-tourism resorts   | 5510 |
| <b>14</b> | Catering services for events and occasional customer contracts<br>Details: Food catering services  | 5621 |
| <b>15</b> | Beverage serving services<br>Details: Beverage supply services   | 5630 |
| <b>16</b> | Operations of sports facilities<br>(Specific activities shall be conducted in accordance with licenses issued by competent state authorities)  | 9311 |
| <b>17</b> | Manufacture of non-alcoholic beverages and mineral water   | 1105 |
| <b>18</b> | Water extraction, treatment, and supply<br>Details: Production and trading of clean water  | 3600 |
| <b>19</b> | Warehousing and storage services   | 5210 |
| <b>20</b> | Restaurants and mobile food service activities   | 5610 |
| <b>21</b> | Other mining and quarrying activities not elsewhere classified<br>Details: Mineral exploitation and mining activities (excluding minerals prohibited by the State), conducted in accordance with the Law on Minerals and relevant legal regulations  | 0899 |
| <b>22</b> | Architectural activities and related technical consultancy<br>Details:<br>- Design consultancy, appraisal consultancy, and supervision consultancy for fire prevention and firefighting systems (Clause 4, Article 41 of Decree No. 136/2020/ND-CP)<br>- Construction surveying services (Article 91 of Decree NO. 15/2021/ND-CP)<br>- Preparation of construction planning designs (Article 92 of Decree No. 15/2021/ND-CP)<br>- Construction design and design verification services (Article 93 of Decree No. 15/2021/ND-CP)<br>- Consultancy for construction investment project management (Article 94 of Decree No. 15/2021/ND-CP)<br>- Consultancy for construction supervision (Article 96 of Decree No. 15/2021/ND-CP). | 7110 |
| <b>23</b> | Finishing and completion of construction works   | 4330 |
| <b>24</b> | Construction of railway works  | 4211 |
| <b>25</b> | Construction of road works   | 4212 |
| <b>26</b> | Construction of electrical works   | 4221 |
| <b>27</b> | Construction of water supply and drainage works  | 4222 |
| <b>28</b> | Construction of telecommunications and communication infrastructure works  | 4223 |
| <b>29</b> | Construction of other public utility works   | 4229 |
| <b>30</b> | Demolition activities  | 4311 |
| <b>31</b> | Site preparation activities  | 4312 |
| <b>32</b> | Installation of electrical systems   | 4321 |
| <b>33</b> | Installation of water supply and drainage systems, heating systems, and air-conditioning systems   | 4322 |
| <b>34</b> | Other specialized construction activities  | 4390 |
| <b>35</b> | Support activities for crop production<br>Details: Agricultural support services (excluding services relating to the investigation, assessment, and exploitation of natural forests, including logging and hunting/trapping of rare wild animals; aerial photography services; aerial seeding and chemical spraying; and management of plant,  | 0161 |

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|           | livestock, and agricultural microorganism gene funds). Access to certain geographical areas may be restricted.   |      |
| <b>36</b> | Repair and maintenance of consumer electronic audio and video equipment  | 9521 |
| <b>37</b> | Repair and maintenance of household appliances and equipment   | 9522 |
| <b>38</b> | Repair and maintenance of beds, cabinets, tables, chairs, and similar furniture  | 9524 |
| <b>39</b> | Repair and maintenance of bicycles, watches, and other personal and household goods not elsewhere classified   | 9529 |
| <b>40</b> | General retail trade in which food, beverages, tobacco, and pipe tobacco account for a large proportion of sales   | 4711 |
| <b>41</b> | Other general retail trade   | 4719 |
| <b>42</b> | Retail sale of good grains   | 4721 |
| <b>43</b> | Retail sale of good products   | 4722 |
| <b>44</b> | Retail sale of automotive fuel   | 4730 |
| <b>45</b> | Retail sale of beverages   | 4723 |
| <b>46</b> | Retail sale of information and communication technology equipment  | 4740 |
| <b>47</b> | Retail sale of hardware, paints, glass, construction materials, and installation equipment   | 4752 |
| <b>48</b> | Retail sale of household electrical appliances, beds, cabinets, tables, chairs, similar furniture, lighting equipment, and other household goods not elsewhere classified  | 4759 |
| <b>49</b> | Retail sale of other cultural and recreational products not elsewhere classified   | 4769 |
| <b>50</b> | Retail sale of pharmaceuticals, medical devices, cosmetics, and hygiene products   | 4772 |
| <b>51</b> | Retail sale of carpets, mattresses, blankets, curtains, wall coverings, and floor coverings  | 4753 |
| <b>52</b> | Construction of residential buildings;   | 4101 |
| <b>53</b> | Construction of non-residential buildings  | 4102 |
| <b>54</b> | Primary vocational education   | 8531 |
| <b>55</b> | Intermediate vocational education  | 8532 |
| <b>56</b> | College-level education  | 8533 |
| <b>57</b> | Primary education  | 8521 |
| <b>58</b> | Nursery education  | 8511 |
| <b>59</b> | Kindergarten education   | 8512 |
| <b>60</b> | Lower secondary education  | 8522 |
| <b>61</b> | Upper secondary education  | 8523 |
| <b>62</b> | Rental of sports and recreational equipment  | 7721 |
| <b>63</b> | Other entertainment and recreational activities<br>Details: Entertainment and recreational services, including billiards, electronic games, water-based games, land-based games, and swimming activities (excluding bar, karaoke, nightclub, betting, and gambling businesses) | 9329 |
| <b>64</b> | Operation of amusement parks and theme parks   | 9321 |
| <b>65</b> | Operation of botanical and zoological gardens  | 9141 |
| <b>66</b> | Other sports activities  | 9319 |
| <b>67</b> | Animal husbandry support activities<br>(excluding the breeding of rare and endangered wild animals)  | 0162 |

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| <b>68</b> | Rental of other personal and household goods  | 7729 |
| <b>69</b> | Sports and recreational education   | 8551 |
| <b>70</b> | Other education activities not elsewhere classified   | 8559 |
| <b>71</b> | Wholesale of computers, peripheral equipment, and software  | 4651 |
| <b>72</b> | Wholesale of electronic and telecommunications equipment and components   | 4652 |
| <b>73</b> | Publishing of other software products   | 5829 |
| <b>74</b> | Beauty care services and other beauty treatment activities (excluding sports activities)  | 9622 |
| <b>75</b> | Spa and sauna services  | 9623 |
| <b>76</b> | Other computer programming activities   | 6219 |
| <b>77</b> | Publishing of electronic games  | 5821 |
| <b>78</b> | Computer consultancy and computer infrastructure management services  | 6220 |
| <b>79</b> | Information technology infrastructure, data processing, hosting, and related activities   | 6310 |
| <b>80</b> | Scientific research and technological development in the fields of engineering and technology   | 7212 |
| <b>81</b> | Other professional, scientific, and technological activities not elsewhere classified<br>Details:<br>- Technology transfer consultancy services<br>- Consultancy on fire prevention and firefighting technology transfer (Clause 6, Article 41 of Decree No. 136/2020/ND-CP);<br>- Training and instruction in fire prevention and firefighting operations (Clause 6, Article 41 of Decree No. 136/2020/ND-CP)<br>- Other consultancy activities excluding architectural, engineering, and management consultancy services  | 7499 |
| <b>82</b> | Urban passenger transport by bus  | 4921 |
| <b>83</b> | Passenger transport by bus between urban and suburban areas and inter-provincial routes   | 4922 |
| <b>84</b> | Other passenger transport by bus  | 4929 |
| <b>85</b> | Urban and suburban passenger road transport (excluding bus transport)   | 4931 |
| <b>86</b> | Other passenger road transport activities   | 4932 |
| <b>87</b> | Retail intermediary service activities<br>Details: Excluding goods not committed under the WTO Schedule of Commitments (excluding goods for which foreign investors or foreign-invested economic organizations are prohibited from exercising export rights, import rights, or distribution rights under applicable laws and regulations)   | 4790 |
| <b>88</b> | Other support service activities related to transportation<br>Excluding:<br>- Support services related to air transport<br>- Services for the establishment, operation, maintenance, and repair of maritime signaling systems, waterways, public navigation channels, and maritime routes; surveying services for waterways and navigation channels for maritime notices; surveying, preparation, and publication of nautical charts; and publication of maritime safety documents and materials in accordance with the Vietnam Maritime Code.<br>- Maritime traffic regulation and maritime electronic information services in accordance with the Vietnam Maritime Code.<br>- Maritime pilotage services in accordance with the Vietnam Maritime Code | 5229 |
| <b>89</b> | Inland water passenger transport  | 5021 |
| <b>90</b> | Support activities directly related to water transport<br>Excluding:<br>- Services for the establishment, operation, maintenance, and repair of   | 5222 |

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|            | maritime signaling systems, waterways, public navigation channels, and maritime routes; surveying services for waterways and navigation channels for maritime notices; surveying, preparation, and publication of nautical charts; and publication of maritime safety documents and materials in accordance with the Vietnam Maritime Code.<br>- Maritime traffic regulation and maritime electronic information services in accordance with the Vietnam Maritime Code.<br>- Maritime pilotage services in accordance with the Vietnam Maritime Code.                            |      |
| <b>91</b>  | Coastal and ocean freight transport  | 5012 |
| <b>92</b>  | Cargo handling services (excluding airport cargo handling services)  | 5224 |
| <b>93</b>  | Raising of horses, donkeys, and mules, and breeding activities<br>Details: Details: Breeding and raising of horses, donkeys, and mules   | 0142 |
| <b>94</b>  | Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals<br>Details: Wholesale of live animals.  | 4620 |
| <b>95</b>  | Construction of hydraulic engineering works (excluding construction and operation of multi-purpose hydropower plants and nuclear power plants of special socio-economic importance).   | 4291 |
| <b>96</b>  | Other monetary intermediation activities<br>Details: Foreign exchange agency services  | 6419 |
| <b>97</b>  | Generation of electricity from non-renewable energy sources (excluding national electricity transmission and dispatch systems; and construction and operation of multi-purpose hydropower plants and nuclear power plants of special socio-economic importance)  | 3511 |
| <b>98</b>  | Generation of electricity from renewable energy sources (excluding national electricity transmission and dispatch systems; and construction and operation of multi-purpose hydropower plants and nuclear power plants of special socio-economic importance)  | 3512 |
| <b>99</b>  | Electric power transmission and distribution<br>Details: Power transmission, power distribution, wholesale electricity trading, and retail electricity trading<br>Charging station operation services<br>In accordance with Decree No. 61/2025/ND-CP dated March 4, 2025, detailing certain provisions of the Law on Electricity regarding electricity operation licenses<br>(Excluding national electricity transmission and dispatch systems; and construction and operation of multi-purpose hydropower plants and nuclear power plants of special socio-economic importance) | 3513 |
| <b>100</b> | Freight transport by rail  | 4912 |
| <b>101</b> | Passenger transport by rail  | 4911 |
| <b>102</b> | Literary and musical creation activities   | 9011 |
| <b>103</b> | Visual arts creative activities  | 9012 |
| <b>104</b> | Other artistic creation activities   | 9019 |
| <b>105</b> | Performing arts activities   | 9020 |
| <b>106</b> | Operation of artistic facilities and venues  | 9031 |
| <b>107</b> | Other support activities for artistic creation and performance   | 9039 |
| <b>108</b> | Growing of vegetables, legumes, and flowers  | 0118 |
| <b>109</b> | Cultivation of other perennial crops   | 0129 |
| <b>110</b> | Activities of head offices   | 7010 |
| <b>111</b> | Other cleaning services  | 8129 |
| <b>112</b> | Landscape care and maintenance services  | 8130 |

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|------------|--|------|
| <b>113</b> | Other specialized wholesale activities not elsewhere classified<br>Details: Wholesale of fire prevention and firefighting vehicles, equipment, and supplies  | 4679 |
| <b>114</b> | Hairdressing services  | 9621 |
| <b>115</b> | Wholesale of other machinery, equipment, and spare parts:<br>Details:<br>- Trading of fire prevention and firefighting vehicles, equipment, and supplies (Point c, Clause 14, Article 1 of Decree No. 50/2024/ND-CP) | 4659 |

- 4.2 The GMS of the Company decides to change or expand the scope of activities of the Company in accordance with the Law.

### **CHAPTER III**

#### **RIGHTS AND OBLIGATIONS OF THE COMPANY**

##### **Article 5. Rights of the Company**

The Company shall have the following rights:

- 5.1 To manage, use capital contributed by the Shareholders and other sources in order to carry out tasks, responsibilities and business strategy of the Company.
- 5.2 To grant credit to its Subsidiaries, affiliates and associated companies in the form of loans to support the capital needs for business development strategies of the Company, including the development of real estate projects in accordance with the Law.
- 5.3 To organize the management apparatus, set up the compensation system, and direct the operation of business units in accordance with the Company's objectives and responsibilities.
- 5.4 To do business in the areas that are not prohibited by Law and expand the scope of business activities according to the capability of the Company and market demands.
- 5.5 To re-structure, dissolve the Subsidiaries and develop the production and business activities of the Company.
- 5.6 To set-up branches, representative offices of the Company within the country, or overseas in accordance with the Law; open bank account(s) in Vietnam and overseas.
- 5.7 To split, merge, invest, participate in joint-ventures or partnerships, purchase shares, buy in whole or in part the assets of other companies as provided for by the Law and in line with the development objectives of the Company.
- 5.8 To search for markets, and select customers; directly transact and enter into contracts with domestic and foreign customers; is permitted to undertake export and import activities to meet all the requirements of business operations of the Company.
- 5.9 To select, employ and mobilize employees according to the requirements of business activities, including foreign experts if needed as stipulated by the Law. Choose suitable method of salary payment, income distribution, and decide salary of the employees in accordance with the Law.
- 5.10 To reject and refuse all requests for provision of financial resources from any

individual, company or organization that is not stipulated by Law, except voluntary contributions for humanitarian purposes and the public interest.

- 5.11 To decide on the purchase price, selling price of different kinds of material, equipment, products and services except the case where the prices of certain products and services are decided by the Government.
- 5.12 To use capital and funds of the Company to serve the purposes of business activities in the principle of capital preservation and profit earning.
- 5.13 To choose method of capital mobilization from domestic and international capital sources. Be permitted to issue shares, bonds in compliance with the Law. Subject to the scope of business operations of the Company and in accordance with the Law, the Company may list or delist its shares on the Stock Exchanges.
- 5.14 To liquidate, transfer, replace, rent, lease, pledge assets, mortgage, guarantee and contribute capital with the land use rights and other property rights in conformity with the Law and in the principle of capital preservation.
- 5.15 To decide on the use and distribution of the profit to the Shareholders after meeting all the obligations toward the State and allocation to funds in accordance with provisions of applicable laws and legitimate decisions of the GSM.
- 5.16 To apply for and enforce intellectual property rights.
- 5.17 To commence or defend itself in legal proceedings.
- 5.18 To hire lawyers, accountants, consultants, agents, advisors, architects, engineers and contractors to assist the Company.
- 5.19 Enjoy and request favourable tax regime as prescribed by the Law.
- 5.20 Do all other lawful things and execute all other lawful agreements, documents and instruments as may be necessary or desirable for the purposes of the Company or its business.
- 5.21 Other rights as stipulated by Law

#### **Article 6. Obligations of the Company**

- 6.1 To complete business registration and do business according to the registered scope of activities; bear responsibilities before (i) its Shareholders for the business results of the Company, and (ii) its customers and the Law for the products and services provided by the Company.
- 6.2 To establish development strategies, investment plans, business plans suitable with the functions and duties of the Company as well as the demands of the market.
- 6.3 To sign and organize the implementation of various contracts executed with its partners.
- 6.4 To perform its obligations toward the employees in accordance with the Labour Code, ensure the participation of the employees in the Company management through the labour collective agreement and other regulations.
- 6.5 To comply with the Law on protection of natural resources, environment protection, state security, fire prevention and fighting.
- 6.6 To perform statistics and accounting regimes, prepare periodical reports as required

- by the State and extraordinary reports at request of the GSM, and be responsible for the accuracy and truthfulness of such reports.
- 6.7 To be subject to the examination of State management bodies in accordance with the Law.
  - 6.8 To comply with the regulations on inspection by competent State authorities.
  - 6.9 To properly perform the regime and regulations on financial statements, accounting-statistics, auditing and other regulations as stipulated by Law, be responsible for the accuracy and truthfulness of the financial statements of the Company.
  - 6.10 To preserve and develop the capital and funds of the Company.
  - 6.11 To satisfy the requirements regarding the receivable and payable items specified in the balance sheet of the Company.
  - 6.12 To disclose the annual financial statement, the true and objective information about the activities of the Company in accordance with the decision of the GSM and the Law.
  - 6.13 To pay taxes, contribute to the State Budget and meet other obligations as required by Law.
  - 6.14 To comply with all the Articles specified in the Charter and bear the responsibility to the customers within the scope of the Charter Capital of the Company.
  - 6.15 To comply with the Vietnamese Law and regulations governing offshore listing, as well as the rules and regulations of the Stock Exchanges.
  - 6.16 In case of delisting its shares on the foreign Stock Exchanges (if any), the Company shall seek a solution to pay cash to the Shareholders holding delisted share and shall appoint an independent financial institution for its advice on the payment plan.

## **CHAPTER IV**

### **CHARTER CAPITAL, FOUNDING SHAREHOLDERS, TYPES OF SHARES, SHARE CERTIFICATES**

#### **Article 7. Charter Capital**

- 7.1 The Charter Capital of the Company as at the date of passing this Charter is VND **41,074,120,040,000** (*In words: Forty-one trillion, seventy-four billion, one hundred twenty million, forty thousand dong*). The Company may change its Charter Capital with the approval of the GSM in accordance with the Law.

The Charter Capital of the Company is divided into **4.107.412.004** ordinary Shares at a par value of VND 10,000 per Share. The Shares of the Company as at the date of passing this Charter include ordinary Shares. The Company may issue other preferred shares upon the approval of the GSM and in accordance with the Law.

- 7.2 The Charter Capital of the Company may be contributed in cash, stocks, freely convertible foreign currencies, gold, value of land use rights, value of intellectual property rights, technologies, technical know-how, and other assets in accordance with the Law.

- 7.3 The number of shares of the Company authorized to be offered for sale is the total number of shares decided by the GSM to be offered for raising capital from time to time and as recorded in relevant resolutions of the GSM. The BOD shall decide the timing, method and offering price. The offering price of the Shares must not be lower than the market price at the time of offering or the latest book value of Shares, except for the following cases:
- a) Where the Shares are offered to all Shareholders on a pro rata basis to their shareholding proportion in the Company;
  - b) Where the Shares are offered to the brokers or underwriters/securities companies. In this circumstance, the specific discount amount or the discount rate must be approved by the GSM; or
  - c) Where the Shares are issued to the employees under the Employee Stock Ownership Plan (ESOP) as approved by the GSM;
  - d) Other cases in accordance with the Resolutions of the GSM.
- 7.4 Unless otherwise decided by the GSM, any new ordinary shares proposed to be issued shall first be offered to the existing Shareholders in proportion to the number of the ordinary shares then held by them respectively at the time being. The order, procedures of offering to the existing Shareholders shall be in accordance with the Law on securities. Shareholders shall be entitled to transfer their preferential subscription right to other persons. Any Shares not subscribed shall be under the control of the BOD. The BOD may offer or allot the call options to suitable persons, on such terms and in such manner as it thinks fit, but more favorable than the terms on which they were first offered to the existing Shareholders, unless otherwise approved by the GSM.
- 7.5 The Company may redeem its issued Shares in any manner regulated in this Charter and applicable laws. Any shares redeemed by the Company shall be retained as treasury stocks and may be offered for sale by the BOD or otherwise disposed of by the BOD in a manner in accordance with this Charter and the Law on Securities and relevant guidelines.
- 7.6 The Company has the right to issue asset-backed bonds and/or non-asset backed bonds, convertible bonds (bonds which can be convertible to Shares in accordance with previously defined conditions) and warrants (certificates issued in conjunction with bonds which allow the holders of such certificates to purchase a certain number of Shares at the previously defined price for a certain period of time) and other kinds of securities in accordance with the Law. Unless otherwise provided by Law, the BOD has right to decide the issuance of bonds, types of bonds, the total value of bonds, bond issuing time and other pertinent issues providing that it reports to the GSM at the most immediate meeting.
- 7.7 Under no circumstances shall the Charter Capital be used to pay dividends to Shareholders. In case of the early dissolution of the Company, the relevant provisions of the Law shall be applied.

## **Article 8. Rights and Obligations of Shareholders**

- 8.1. The Shareholders shall have the following obligations:
- a) To comply with the Company's Charter, the resolution of the GSM and the BOD, regulations on governance and other documents issued by the Company;

- b) To make payment in full and on time for shares which have been registered for subscription in accordance with the required procedures;
  - c) Not to withdraw the capital contributed by ordinary shares from the Company in any form, except where shares are redeemed by the Company or other persons. Where a Shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such Shareholder and any person with related interests in the Company must be jointly liable for debts and other property obligations of the Company to the extent of the value of shares withdrawn and any loss incurred;
  - d) To preserve confidentiality of information provided by the Company pursuant to the Charter and the Law; and only to use information provided in order to perform and protect their lawful rights and interests, and not to distribute, copy or send such information to other organizations or individuals.
  - e) To comply with other obligations stipulated by the Charter and the Law.
- 8.2. Shareholders of the same class of shares shall have equal rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by the GMS and fully disclosed to Shareholders.
- 8.3. Major Shareholders must not make use of their advantages to cause damages to the rights and interests of the Company and other Shareholders and are obliged to disclose information in accordance with the Law.
- 8.4. A Shareholder being an organization shall have the right to appoint one or more Authorized Representative(s) to exercise its rights as a shareholder of the Company in accordance with Law. In a case where there are more than one Authorized Representatives are appointed, the specific number of shares represented by each Authorized Representative must be specified. If such a Shareholder does not specify the number of shares represented by each Authorized Representative(s), the total number of shares shall be divided equally to the Authorized Representative(s).
- 8.5. Any appointment, termination or change of an Authorized Representative shall be effective only if it is notified in writing to the Company at least forty-eight (48) hours before such appointment, termination or change becomes effective. To the extent required by the Law, the notification must contain the following details:
- a) Name, enterprise registration number, address of head office of the Shareholder;
  - b) Number of Shares, classes of shares and date of registration as a Shareholder with the Company;
  - c) Full name, permanent address, nationality, Citizen ID Card number, Identity Card number, passport or other lawful personal identification of the Authorized Representative;
  - d) Number of shares for which an Authorized Representative has been authorized to represent;
  - e) Term of mandate of the Authorized Representative specifying the commencement date of the mandate; and
  - f) Full name and signature of the Authorized Representative and of the Legal Representative (or an equivalent position) of the Shareholder.

## **Article 9. Founding Shareholders**

- 9.1 The names, addresses, number of ordinary shares and other details of the Founding Shareholders stipulated in Appendix 1 and is a part of this Charter.

- 9.2 Since the limitation period of three (3) years from the Establishment Date has already expired, all restrictions applied to the ordinary shares held by Founding Shareholders have been removed.

## **Article 10. Ordinary Shareholders**

- 10.1 The owners of ordinary Shares shall be called ordinary Shareholders.
- 10.2 The ordinary Shareholders shall have the right to:
- a) Participate and vote directly or by his Authorized Representative or Proxy at the meetings of the GSM on all matters within the authority of the GSM. Each ordinary Share shall carry one vote;
  - b) Receive dividends as per the decision of the GSM;
  - c) Be prioritized in subscribing for new shares offered for sale of the Company in proportion with their respective ratio of ownership of Shares in the Company;
  - d) Freely transfer their fully paid-up Shares to other persons as stipulated in this Charter and the Law;
  - e) Examine, make an extract of the information in the Shareholder Register; verify the information relating to the Shareholder in the list of Shareholders who are eligible to attend the GSM and request for correction of incorrect information;
  - f) Examine, make an extract or copy of the Company's Charter, minutes of the GSM's minutes and resolutions;
  - g) In the case of dissolution of the Company, receive part of the remaining assets in proportion with their Share ownership ratio in the Company after the Company has made all payments to its creditors and to any Preferred Shareholders and discharged all other financial obligations as required by Law;
  - h) Require the Company to redeem their Shares in the circumstances set out in Article 132 of the Law on Enterprises;
  - i) Conduct distance voting in a shareholder meeting (if any);
  - j) Be treated fairly;
  - k) Access to periodic and extraordinary information disclosed by the Company as prescribe by law;
  - l) Have their lawful interests protected, in particular: in case a Resolution made by the GSM or the BOD are not lawful or violate the fundamental interests of Shareholders as prescribed by law, Shareholders are entitled to request for the cancellation of such Resolution under and the Law on Enterprises;
  - m) Other rights defined in this Charter and the Law on Enterprises.
- 10.3 A Shareholder or a group of Shareholders owning 5% or more of the Ordinary Shares shall have the following rights, additional to those set out in Articles 10.2 of this Article:
- a) To sight, look up and make an extract of the minutes and resolutions of the BOD, semi-annual and annual financial reports, reports of the SVB, contracts and

transactions subject to approval by the BOD and other documents, except documents relevant to the Company's trade secrets;

- b) To request the BOD to convene the GSM in accordance with Article 115.3 and Article 140 of the Law on Enterprises;
- c) To request the SVB to inspect specific issue relevant to the management and operation of the Company where necessary. Such request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of Shareholders that are individuals; or names, enterprise/organization ID numbers and headquarters addresses of Shareholders that are organizations; quantity of shares and share subscription time of each Shareholder, total shares of the group of Shareholders and their holdings; the issues that need to be inspected and purposes of the inspection;
- d) To propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 05 working days before the date of opening. The proposal shall specify the Shareholder's name, quantity of each class of shares being held by the Shareholder and the proposed issues;
- e) Other rights prescribed by the Law on Enterprises.

10.4 A Shareholder or a group of Shareholders owning 10% or more of the ordinary shares is entitled to nominate candidates to the BOD and the SVB. Candidates shall be nominated as follows:

- a) The group of Shareholders that nominate candidates to the BOD and the SVB must inform the participating Shareholders about the formation of the group before the opening of the GMS;
- b) Depending on the quantity of members of the BOD and the SVB, the Shareholders or groups of Shareholders prescribed in this Article, according to the decision of the GMS, may nominate one or some candidates to the BOD and the SVB.
- c) In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by BOD, the SVB and other Shareholders.

10.5 The ordinary Shareholders of the Company shall have the following obligations:

- a) Attend the GSM and exercise the voting right in the following manners;
  - (i) To attend and vote in person at the meeting;
  - (ii) To authorize other organizations and individuals to attend and vote at the meeting;
  - (iii) To participate and vote at online meeting; cast electronic votes or in other electronic forms;
  - (iv) To send voting ballots by mail, fax or email;
  - (v) To send voting ballots using other means to the person in charge of corporate governance of the Company.
- b) Make payment in full and on time for the subscribed Shares;
- c) Not to withdraw the capital contributed by ordinary shares from the Company in any form, except where the Shares are repurchased by the Company or other persons. Where a Shareholder withdraws a part or all of the Share capital contributed against this clause, such Shareholder and its related beneficiaries within the Company must be jointly liable for debts and other asset obligations of the Company within the value of Shares withdrawn and

damages caused;

- d) Comply with the Charter and other regulations on internal governance of the Company;
- e) Comply with the decisions of the GSM and the BOD;
- f) To safeguard information provided by the Company in accordance with the Charter and the applicable laws; only use the provided information to exercise and protect their lawful rights and interests; shall not copy, provide, or circulate the information provided by the Company to any other organizations and individuals.
- g) The ordinary Shareholders of the Company shall bear personal responsibility when taking any of the following activities on behalf of the Company:
  - i. To commit any violations of law;
  - ii. To carry out any business activity and other transactions for personal gain or serving the interests of other individuals or organizations;
  - iii. To pay undue debts when the Company might be facing financial risks.
- h) Fulfil other obligations as prescribed in this Charter and the Law.

10.6 Ordinary Shares may not be converted into preferred Shares.

#### **Article 11. Change of rights**

- 11.1 Any changes or cancellation of the special rights attached to a preferred share shall only be effective once being approved by Shareholders holding at least 65% of the ordinary shares attending the meeting. A resolution of the GSM on any item which results in an adverse change of rights and obligations of a preference shareholder is only passed if it is agreed by the number of attending preference shareholders of the same type owning 75 percent or more of the total number of preference shares of such type or if it is agreed by the preference shareholders of the same type owning 75 percent or more of the total number of preference shares of such type if such resolution is passed by way of collection of written opinions.
- 11.2 The holding of a meeting of the Shareholders holding the same kind of preferred Shares to approve the change to its attached rights as said above is only valid when it is attended by Shareholders (or their Authorized Representative) own shares that represent at least one-third (1/3) of the total value of the issued shares of that type. In cases where the number of the attendants is insufficient, the meeting will be reconvened within thirty (30) days of the original planned date and the number of the holders of those shares (not depending on the number of shareholders and shares) either attend or through their Proxy will be considered a quorum as required. At the meetings of the Shareholders holding preferred Shares as aforementioned, the number of the holders of those shares, either attend or through their proxies, can request for a ballot and each share in the same kind shall have equal voting right at the meetings as aforementioned.
- 11.3 The procedures for organizing such separate GSM are similar to procedures for organizing other meetings of GSM as provided in this Charter.
- 11.4 Unless the terms of share issuance are otherwise regulated, the special rights attached to the preferred shares related to some or all matters of profit or asset distribution of the Company will not be changed when the Company issues additional shares of that class.

#### **Article 12. Share certificate and Shareholders Register**

- 12.1 A share certificate is a certificate issued by the Company, book entries or electronic data that certifies the ownership of one or more shares of the Company. A share certificate shall contain all contents provided in Article 121.1 of the Law on Enterprises.
- 12.2 The Company issues share certificates for its Shareholders in accordance with the corresponding quantity and class of shares.
- 12.3 If some of registered Shares comprised in a share certificate are transferred, the certificate shall be immediately cancelled and replaced by a new certificate showing the new balance of shares.
- 12.4 Errors in the content and form of a share certificate issued by the Company shall not affect the rights and interests of its owner. The Company's legal representative shall be responsible for any damage caused by such errors to the Company.
- 12.5 Where a share certificate is lost, torn, or otherwise destroyed in another form, the Shareholder shall be reissued with a share certificate at the request of such Shareholder
  - a) Information about the lost or damaged certificate;
  - b) The commitment to take responsibility for disputes caused by its reissuance.
- 12.6 All forms of share certificate, bonds or other securities of the Company (other than letters of offer, temporary certificates and other similar documents) unless the terms and conditions for the time being relating thereto otherwise provide, shall be issued with a seal and signature of the legal representative of the Company.
- 12.7 With respect to the preferred Shares, in addition to the above-mentioned contents, the certificate must specify type of preference of such Shares and/or other contents as provided in Articles 116, 117 and 118 of the Law on Enterprises.
- 12.8 The Shareholder Register of the Company is registered with and archived at the Vietnam Securities Depository and Clearing Corporation (VSDC).
- 12.9 In cases where there is any change to the contents of the Shareholder Register relating to any Shareholder, such Shareholder shall be responsible to inform the Chairperson of the BOD and/or the securities company to which the Shareholder deposits his/her shares so that the Company/the securities company may revise the information of such Shareholder in the Shareholder Register in VSDC.

The Company shall not be responsible for the failure to contact and/or dispatch correspondence or materials to a Shareholder in the event that the contact address of such Shareholder is not made available to the Company or is inaccurate or insufficient for such purpose. The failure to contact and/or dispatch correspondence or materials in such case shall not affect the procedures for convening the GSM, collecting opinions from Shareholders, sending materials to Shareholders and the effectiveness of the resolutions approved by the GMS.

## **CHAPTER V**

### **TRANSFER, FORFEITURE AND REDEMPTION OF SHARES**

#### **Article 13. Transfer of Shares**

- 13.1 Except as specified in Clause 13.7 of this Article or as otherwise stipulated by the

Law, all Shares shall be freely transferred.

- 13.2 The transfer of Shares shall become effective promptly upon registration of the said transfer of Shares in the Shareholder Register/list of Shareholders or on the date of entry in the securities deposit account at the VSDC (in case the Shares have been deposited with the VSDC). Only Shareholders named in the Shareholder Register/list of Shareholders are recognized as legal Shareholders of the Company.
- 13.3 Any Shares listed on a Stock Exchange shall be transferred in compliance with the applicable Law and the regulations of the Stock Exchange on which the relevant Shares are listed.
- 13.4 The BOD shall have the right to refuse registration for transfer of any Share which has not been fully paid.
- 13.5 In case of the death of a Shareholder that is an individual, his/her heir at law or designated by a will shall become a Shareholder of the Company. If a Shareholder that is an individual dies without an heir or the heir refuses the inheritance or is disinherited, his/her shares shall be settled in accordance with civil laws.
- 13.6 When a Shareholder being a legal entity or an organization is dissolved, bankrupted, merged, divided, changed into another form of legal entity, all the rights and responsibilities in relation to the Shares of this Shareholder shall be settled in accordance with the Law.
- 13.7 A Share that not fully paid may not be transferred and be entitled to relevant rights such as right to receive dividends, receive newly issued shares to increase the share capital from owner's equity, to purchase newly issued shares.

#### **Article 14. Forfeiture of Shares**

- 14.1 If a Shareholder fails to pay in full any amount on the due date with respect to the Shares, the BOD may, at any time, serve a notice to such Shareholder requiring payment of the unpaid amount together with any interest which may have accrued thereon and any expenses incurred by the Company by reason of such non-payment.
- 14.2 The notice shall specify a new payment date (being not less than seven (7) days from the date of the notice) and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance the notice, the unpaid Shares shall be forfeited.
- 14.3 If the requirements of any such notice are not complied with, then at any time thereafter, and before payment of all unpaid amounts, any Share, in respect of which such notice has been given, shall be forfeited by a resolution of the BOD to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited Share and not actually paid before forfeiture. The BOD may accept a surrender of any Share forfeited in accordance with the following provisions and in other circumstances as stipulated in this Charter.
- 14.4 A Share forfeited or surrendered shall become Shares authorized to be offered of the Company. The BOD may, by itself or via authorization, sell, re-allot or otherwise dispose in another manner either to the person who was the holder thereof or to any other person upon such terms and in such manner as the BOD thinks fit.

- 14.5 A Shareholder whose shares have been forfeited or surrendered shall cease to be a shareholder in respect of those Shares but shall remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the Shares with interest thereon at such rate as the BOD may determine from the date of forfeiture or surrender until the date of payment and the BOD may, at its absolute discretion, enforce the payment of the entire value of the forfeited or surrendered shares at the time of forfeiture or surrender or waive such payment in whole or in part.
- 14.6 Where any Share has been forfeited, notice of the forfeiture shall be served on the person who was, before forfeiture, the holder of the Share, but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice.

#### **Article 15. Redemption of Shares at the request of Shareholders**

- 15.1 Shareholders voting against decisions on reorganization of the Company or on the changes in the rights and obligations of Shareholders stipulated in this Charter are entitled to request the Company to redeem their Shares. The request must be made in writing and state clearly the name, address of that Shareholder, number of Shares, proposed sale price, and reasons for such request of redemption. The request must be sent to the Company within a period of ten (10) days from the date on which the GSM approved the decision on the subject matter mentioned in this Clause.
- 15.2 The Company will redeem Shares at the request of Shareholders made in accordance with clause 1 of this Article within a period of ninety (90) days from the date of receipt of the request, unless the Company is not allowed to redeem shares in accordance with the law of securities. Shares will be redeemed at the current market value at that point of time, or if the market price cannot be determined, the purchase price will be determined at least equal to the purchase price of the Shares.
- 15.3 Where there is disagreement relating to the redemption price, parties may consult with a specialized auditor or an appropriate entity for the price valuation in accordance with the Laws on valuation of prices. In such case, the redemption price of the Shares to be sold shall be determined on the basis of the latest approved and audited financial statements of the Company. Within five (5) days from the date of notice of consultation with expert, if such Shareholder does not raise any objection, the price will be deemed to be accepted. In case of objection, such Shareholder shall send a written objection to the Company. Notwithstanding the receipt of such an objection, the Company is still entitled to make payment at the redemption price so determined according to this clause, and terminate all the rights and responsibilities of such Shareholder with respect to the redeemed Shares. Within ten (10) days from the date of receipt of the objection, if both parties fail to reach an agreement, the Shareholder may refer the matter to the Vietnam International Arbitration Centre pursuant to Article 55 of the Charter.

#### **Article 16. Redemption of Shares at request of the Company**

The Company shall be entitled to redeem no more than thirty per cent (30%) of the total Shares that have been sold, or part or all of the Preferred Dividend Shares sold. The redemptions of shares at request of the Company shall be carried out in accordance with the Law on Securities, Law on Enterprises, and its implementing regulations.

#### **Article 17. Terms of payment and rejection to redeem Shares**

- 17.1 The Company may make payment to the Shareholders for shares redeemed in

accordance with Articles 15 and 16 above hereof only if it is still able to fully pay its debts and other liabilities after the shares are fully paid for.

- 17.2 All shares redeemed in accordance with Articles 15 and 16 hereof shall be deemed as unsold shares according to Article 112.4 of the Law on Enterprises. Within 10 days from payments for redeemed shares are paid in full, the Company shall register the decrease of the Charter Capital, which is equal to the total face value of redeemed shares.
- 17.3 The share certificates recording of the redeemed shares shall be cancelled immediately after the shares are fully paid for. The Chairperson of the BOD and the CEO shall be jointly liable for any damages to the Company resulting from delay in cancelling the share certificates.
- 17.4 After all redeemed shares are fully paid for, if the total assets in the Company's accounting book is reduced by more than ten percent (10%), the Company must inform all the creditors of such reduction within fifteen (15) days from the date on which the redeemed shares are fully paid for.

## CHAPTER VI

### STRUCTURE OF ORGANISATION, MANAGEMENT AND SUPERVISION

#### Article 18. Organization and Management Structure of the Company

The organization and management structure of the Company shall be as follows:

- 18.1 **The GSM:** including all Shareholders having voting right and being the highest decision making authority of the Company;
- 18.2 **The BOD:** being the management organization of the Company, and having right to act on behalf of the Company to decide and exercise rights and obligations of the Company which is not provided under the authority of the GSM and/or to decide the matter authorized to do by the GSM and shall be responsible for the management of the Company in the best interests of all Shareholders;
- 18.3 **The SVB:** being responsible for the supervision over the BOD and the CEO in their management and operational execution of the Company. The SVB is responsible before the GSM for the performance of its duties.
- 18.4 **The CEO:** being the legal representative and the executive of daily business activities of the Company. The CEO is supervised by the BOD and the SVB and shall be responsible before the BOD and the Law for the performance of rights and obligations entrusted to him.

## CHAPTER VII

### GENERAL SHAREHOLDERS' MEETING

#### Article 19. Powers of the GSM

- 19.1 The GSM shall comprise all the Shareholders who are entitled to vote under this Charter.

- 19.2 The GSM shall have the authority to decide on the following matters:
- a. Audited annual financial statements;
  - b. The report of the BOD on governance and performance of the BOD and each BOD's member;
  - c. The report of the SVB on the Company's business performance, performance of the BOD, the Chief Executive Officer;
  - d. The self-assessment report on performance of the SVB and its members;
  - e. Report on annual business plan of the Company;
  - f. Amount of dividend payable on each class of share;
  - g. Development plans of the Company and designating the BOD to implement. For the avoidance of doubt, the GSM shall not decide medium-term development plans of the Company;
  - h. Types of Shares and the total number of Shares authorized to be offered;
  - i. Number of members of the BOD and the SVB; the election, removal and replacement of members of the BOD and the SVB;
  - j. Remuneration for the BOD and SVB members; Report on remuneration for the BOD and the SVB.
  - k. Amendments and additions to the Charter of the Company except for the amendments and additions of the Charter to adjust the Charter Capital as a result of share offer or issuance of new Shares within the number of Shares authorized to be offered for sale or as a result of the conversion or exchange of securities being convertible or exchangeable into Shares of the Company, which will be approved by the BOD;
  - l. Examination of violations of the BOD or the SVB that cause damage to the Company and its Shareholders;
  - m. To make investment decisions or decisions on sale of assets valued at fifty (50) percent or more of the total value of assets recorded in the most recent financial statements of the Company;
  - n. Redemption of more than 10% of the total number of Shares of each class already sold;
  - o. Re-organization, liquidation and dissolution of the Company;
  - p. When necessary, the GSM may, by itself or upon proposal of the BOD, designate the BOD to decide and organize the implementation of certain tasks falling under the authority of the GSM as provided in this clause;
  - q. To approve internal regulations on corporate governance of the Company,
  - r. regulations on operation of the BOD and the SVB;
  - s. To approve the list of accredited auditing companies; to allow the accredited auditing company to inspect the Company's operation; dismiss accredited auditing

company where necessary;

- t. To approve contracts, transactions as provided in Article 36.3 and Article 36.4 of this Charter;
- u. Other matters as prescribed by the Law on Enterprises.

## **Article 20. General Meeting of Shareholders**

- 20.1 The General Meeting of Shareholders (“GMS”) must hold an annual meeting within a time-limit of four months from the end of the financial year. The BOD can decide to extend that time-limit where necessary, but not beyond six (6) months as from the end of the financial year.

The BOD shall convene the annual GMS and choose (a) suitable location(s). The annual GMS shall decide matters prescribed by the Law and the Charter. Members of the BOD and SVB must attend the annual GMS and respond to questions of Shareholders during the meeting, except for force majeure cases provided that such members shall provide the BOD and SVB with a written report. In case the audit report contains qualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representative of the accredited auditing company that audited the Company’s financial statements to participate in the annual GMS. The invited representative of the audit organization has the responsibility to participate in the annual GMS.

In addition to the annual meeting, the GMS may take place on extraordinary basis or approve resolutions by collecting written opinions. Location of the meeting shall be the place within the territory of Vietnam where the Chairperson attend.

- 20.2 The BOD must convene an extraordinary GMS under the following circumstances:

- i. The BOD considers it necessary in the interests of the Company. It is possibly the case where it is considered that a meeting is required to discuss the audit report or the financial situation of the Company and this is informed to the BOD;
- ii. The annual balance sheet, quarterly financial statements or semi-annual financial statements, or the audited financial statements of the fiscal year shows that half (1/2) of the Company’s equity capital is lost as compared to the opening of the period;
- iii. When the number of members of the BOD, the independent members of the BOD, the SVB is less than the number provided by Law or the number of members of the BOD decreases by more than a third (1/3) of the number prescribed in the Charter;
- iv. A Shareholder or a group of Shareholders specified in Article 10.3 hereof demands that a meeting be convened by a written petition stating the purposes and reasons for the meeting, which is signed by the Shareholders concerned (such petition may consist of two or more copies signed by all the Shareholders concerned); and
- v. The SVB requests that a meeting be held if the SVB has a reason to believe that the members of the BOD are in serious breach of their obligations under Article 165 of the Law on Enterprises or the BOD has acted ultra vires or intends to act ultra vires.

- 20.3 The BOD must convene the GMS within thirty (30) days from the date that the number of remaining members of the BOD, independent member of the BOD or SVB is as stipulated in Article 20.2(iii) or upon receipt of the written petition as stipulated in Article 20.2(iv), (v) of this Article. If the BOD fails to convene such GMS, the SVB shall convene the GMS within the following thirty (30) days. Where the SVB fails to convene such meeting, the requesting Shareholder or group of Shareholders specified in Article 10.3 may take the place of the BOD and the SVB to convene the GMS.
- 20.4 All expenses necessary for convening and conducting a GMS shall be borne by the Company, however, for the sake of clarity, such expenses shall not include those incurred by the Shareholders to attend the GMS, including for accommodation and transportation.

## **Article 21. Proxy**

- 21.1 A Shareholder being a natural person or an Authorized Representative who is eligible to participate in a meeting of the GMS can participate in the meeting directly or delegate one (01) or more Proxy (if permitted by Law) by way of a written authorization to attend and vote on his behalf at a GMS meeting. A Shareholder which is a legal entity or an organization which has not appointed any Authorized Representative pursuant to Article 8.4 of this Charter shall have the right to delegate one (01) or, if permitted by Law, more Proxy to attend the GMS and such Proxies may vote in different ways on the same matter at the GMS. A Proxy does not need to be a Shareholder. The Proxy so appointed by Shareholders may not sub-delegate the powers delegated to them to any other person nor act outside their scope of authority under the terms of their appointment nor stand for election in their own capacity.
- 21.2 The authorization for a representative to attend the GMS must be made in writing on the form stipulated by the civil laws. The authorization shall specify the name of the authorized individual or organization, the number of authorized shares, and:
- i. in the case of the authorizing Shareholder being an individual, it shall be signed by the Shareholder and by his Proxy; and
  - ii. in the case of the authorizing Shareholder or his Authorized Representative being a legal entity or organization, it shall be either given under its common seal or signed on its behalf by its authorized representative, its legal representative of the Shareholder being a legal entity or organization and its Proxy.
- 21.3 The authorization letter shall be deposited at the registered office of the Company or at such other place specified in the notice convening the meeting not less than forty-eight (48) hours prior to the opening of the GMS or adjourned meeting at which the person named in the instrument proposes to vote. A proxy will be treated as being validly received by the Company if it is received at a facsimile number at the Company's registered office or at a facsimile number specified in the notice of meeting.
- 21.4 A vote cast by a proxy in the way authorized by their appointment will be valid even though the Shareholder who appointed the proxy has:
- a) Died or become restricted or lost civil capability;
  - b) Revoked the appointment; or

- c) Revoked the authority of the person who made the appointment.

This Article shall not be applied in the event that the Company has received a notice on one of the above-mentioned circumstances forty-eight (48) hours before the time for holding the GMS or adjourned meeting.

- 21.5 In case where one person acts as (i) an Authorized Representative of more than one Shareholder and/or (ii) a Proxy for more than one Shareholder and/or one Authorized Representative, as the case may be, in a meeting of the GMS, such person may vote in different ways in accordance with the different instructions of the Shareholders and/or Authorized Representatives who have validly appointed such Proxy or Authorized Representative. To facilitate the voting of such person, if requested by such person, the Company will provide such person with sufficient voting cards and other documents at a meeting of the GMS.

## **Article 22. Convening of GMS, Agenda and Notice of GMS**

- 22.1 The GMS' meeting shall be convened by the BOD unless Article 20.3 of this Charter applies.

- 22.2 The person convening the GMS must carry out the following duties:

- a) To prepare a list of Shareholders eligible to participate and vote at the GMS's. The list of eligible shareholders to attend the General Meeting of Shareholders shall be drawn up no more than ten (10) days prior to the date of sending the invitation to the General Meeting of Shareholders; The Company must publish information about the preparation of the list of eligible shareholders to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date;
- b) To fix the time and venue of the meeting;
- c) To prepare meeting agenda and the contents of the GMS;
- d) To prepare documents for the meeting;
- e) To draft Resolutions in accordance with the proposed agenda, list and details of candidates in case of electing members of the BOD, SVB;
- f) To notify and send meeting invitations to all eligible Shareholders.

- 22.3 The GMS's meeting invitation is sent by electronic mail (email), and/or through delivery companies to the registered contact address of Shareholder and/or other appropriate channels... ensuring the Shareholders' reception. In the case the meeting invitation is sent via email, the recipient's email address is sourced from the records provided by the Vietnam Securities Depository and Clearing Corporation or the email address registered by the Shareholder with the Company.

The delivery of the meeting invitation to all shareholders registered in the list of legitimate shareholders must be no later than twenty-one (21) days prior to the date of the GMS. The GMS information, meeting agenda and materials concerning matters to be voted upon during the meeting, will be delivered to Shareholders or/and posted on the Company's website. In the case the materials are not attached with the GMS's meeting invitation, the invitation must indicate the link to access all meeting documents, including:

- a) Meeting agenda and documents to be used at the meeting;
- b) List and detailed information of nominees in the event of the election of the Board of Directors and the Supervisory Board members;

- c) Voting form;
  - d) Draft Resolution for specific issue listed on the meeting agenda.
- 22.4 The Shareholders or a group of Shareholders as specified at Article 10.3 of this Charter has the right to propose matters to be placed on the agenda of the GMS. The proposal must be in writing and must be sent to the Company at least five (05) business days prior to the date of the GMS meeting. The proposal must include the name of the Shareholders, the number and class of Shares held, and the matters proposed on the agenda.
- 22.5 The person convening the GMS's meeting has the right to refuse the proposals referred to in Clause 22.4 if:
- a) The proposal was not submitted in time, did not contain sufficient and exact contents;
  - b) At the time of proposal, such Shareholder or such group of Shareholders did not hold at least 5% of ordinary Shares or more in accordance with Article 10.3;
  - c) The proposal did not contain the required information; and
  - d) The matter proposed does not fall within the authority of the GMS to debate and pass resolutions.
- 22.6 If all Shareholders representing 100% of the Shares eligible for voting are present in person or by proxy at the GMS and unanimously approve a resolution, then the resolutions passed unanimously shall be valid even if the GMS has not been properly convened or the business of the meeting is not properly included in the agenda.

**Article 23. Conditions for convention and procedures of the GMS**

- 23.1 The GMS is chaired by the Chairperson of the BOD. In his absence, the Vice Chairperson of the BOD or the person elected by the GMS shall preside over the GMS. In cases where none of such persons can preside over the GMS meeting, a member of the BOD holding highest position present at the GMS's meeting shall hold a meeting to elect the chairperson of the GMS, who need not necessarily be a member of the BOD. The BOD's Chairperson, BOD's Vice Chairperson or the chairperson elected by the GMS shall appoint a secretary or a group of secretaries to take the minutes of the GMS. In the case where no one is elected to be the meeting chairperson of the GMS, the Head of SVB will lead the GMS to elect the meeting chairperson and the person who receives the highest number of votes shall be the meeting chairperson. In other cases, the person signing for the convening of the GMS's meeting shall lead the meeting to elect the meeting chairperson and the person receiving the highest number of votes will be the chairperson of the GMS meeting. In case the meeting chairperson is elected, the name and the votes for him must be announced.
- 23.2 The GMS's meeting shall be deemed as duly conducted only when a quorum representing more than 50% of the votes with voting rights are present in person or through their Proxies. In case there is not sufficient number of required attendees, the GMS's meeting must be reconvened within thirty (30) days from the proposed date of the first convention of the GMS meeting. The reconvened GMS shall be conducted only when the numbers of Shareholders representing at least 33% of the total voting Shares are present in person or through their Proxies. In

case the second convention of the GMS's meeting cannot be conducted according to Item 22.2 of this Article, the third GMS invitation must be sent out within twenty (20) days from the proposed date of the second convention of the GMS's meeting and in this case the third GMS's meeting shall be conducted regardless the total number of votes of the Shareholders present.

23.3 The agenda and contents of the meeting must be approved by the GMS in the opening session. The agenda must specify in detail the time applicable to each issue in the contents of the agenda for the meeting.

23.4 A meeting of the GMS may consist of a conference between the Shareholders, some or all of who are in different places provided that each Shareholder who participates is able:

- a) To hear each of the other participating Shareholders addressing the meeting; and
- b) To address all of the other participating Shareholders simultaneously directly whether by conference telephone or by any other form of communication. Each Shareholder so participating in a meeting shall be deemed to be "present" at such meeting if he confirms the same by his signature, including electronic signature.

23.5 Procedure to conduct the GMS :

- a) On the date of the GMS meeting, the Company must carry out procedures to register its Shareholders and such registration shall continue until all Shareholders entitled to attend the meeting and who are present have been registered;
- b) Where a Shareholder is registered, the Company shall grant each Shareholder, the Authorized Representative or his Proxy, as the case may be, having voting rights a voting ballot which states the number of registration, full name of the Shareholder, the Authorized Representative and their Proxies and the number of votes of such Shareholder. The voting ballot may be encoded to support the vote counting by using the computer software. The GMS shall discuss and vote on each issue in the agenda for the meeting. Voting shall be conducted by collecting votes which 'agree', 'disagree', and 'abstain'. The results of the vote counting shall be announced immediately prior to the closing of the meeting.

Any Shareholders or Authorized Representatives who come to the GMS late shall be registered and shall have the right to participate in voting at the GMS immediately after registration. The Chairperson shall not delay the GMS's meeting for late attendees to register, in such a case, the effectiveness of any voting matter which has already been conducted shall not be affected .

- c) Any decisions of the Chairperson on the order and procedures or on events arising outside the agenda of the GMS's meeting shall be final.
- d) The Chairperson shall have the right to adjourn the GMS for which sufficient attendees have registered. The maximum time for any adjournment of a meeting shall be three days as from the date of the proposed opening of the meeting. The Chairperson can only change the time and location of the meeting in following cases:
  - (i) The location for the meeting does not have sufficient seating for all attendees;
  - (ii) The media at the meeting location is of sufficient quality for Shareholder to attend the meeting, discuss and vote;

- (iii) There is an attendee who obstructs the meeting or disrupts order, and there is a risk that the meeting might not be conducted fairly and legally.
- e) Where the Chairperson adjourns or postpones a GMS's meeting contrary to the provisions in Article 23.5 of this Article, the GMS shall elect another person from the attendees to replace the Chairperson in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting shall not be affected.
- 23.6 The election of the Chairperson, secretary and vote counting committee of the General Meeting of Shareholders shall be regulated as follows:
- a) In other cases, the person who signed the document convening the GMS shall arrange for the GMS to elect a Chairperson of the meeting and the person with the highest number of votes shall act as Chairperson of the meeting.
  - b) The Chairperson shall elect one or more people to act as secretary of the GMS.
  - c) The GMS shall elect a vote counting committee that comprises of one or more people in accordance with the proposal of the Chairperson of the meeting.
- 23.7 The convener or the Chairperson of the GMS shall have the following rights:
- a) To require all people attending the meeting to be checked or subject to other legal and necessary security measures;
  - b) To request a competent body to maintain order during the meeting; to expel from the GMS anyone who fails to comply with the Chairperson's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting or who fails to comply with a request to undergo a security check.
- 23.8 The Chairperson of the GMS shall have the right to take the necessary measures to direct the conduct of the meeting in an appropriate and orderly manner, correctly in accordance with the agenda as approved and so that it reflects the wishes of the majority of attendees, including:
- i To arrange adequate seat for all attendees at meeting locations;
  - ii To conduct necessary security measure to ensure safety for attendees;
  - iii To facilitate Shareholders to participate (or continue participating) the GMS.
- The convener has the right to change, adjust any of the above measure, as well as apply any necessary measure.
- 23.9 Further to the cases as defined above, shareholders voting by electronic forms are deemed to have attended and voted at the GMS in accordance with the provisions of the Law on Enterprises and this Charter.

#### **Article 24. Approval of Resolutions of the GMS**

- 24.1 The GMS shall pass any Resolutions within their authority by way of a vote at a GMS's meeting or by collecting written opinions from the Shareholders.
- 24.2 Resolutions on the following matters shall be passed if they are approved by Shareholders representing at least sixty-five percent (65%) or more of the total voting votes of all Shareholders attending and voting at the meeting, except for the cases provided in Clause 24.3 and Point (g) of Clause 24.6 of this Article, and Clause 11.1 of Article 11 of this Charter:
  - i. Class of shares and the total number of shares of each class;

- ii. Change of registered business sectors and business lines;
  - iii. Change of the management structure of the Company;
  - iv. Investments in projects or sale of assets with the value equivalent to or above 50% of the total value of assets recorded in the latest audited financial statements of the Company; and
  - v. Reorganization, dissolution of the Company.
- 24.3 Pursuant to Clause 27.2 of Article 27 and Clause 38.3 of Article 38 of this Charter, the resolution on the election of members of the Board of Directors and members of the Supervisory Board by cumulative voting shall be conducted in accordance with Article 148.3 of the Law on Enterprises
- 24.4 Resolutions on other matters, except for the cases provided for in Clause 24.2, Clause 24.3, Point (g) of Clause 24.6 of this Article, and Clause 11.1 of Article 11 of this Charter, shall be adopted if approved by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders attending and voting at the meeting.
- 24.5 Resolutions of the General Meeting of Shareholders passed by one hundred percent (100%) of the total voting shares shall be lawful and effective, even where the procedures and formalities for convening the meeting and adopting such resolutions are in violation of the Law on Enterprises and the Company's Charter
- 24.6 Method of obtaining Shareholders' opinions in writing: Where necessary for the benefit of the Company and the Shareholders, the Chairman of the Board of Directors shall have the right to organize the obtaining of Shareholders' opinions in writing, which shall be carried out in accordance with the following provisions:
- a) Prepare the voting ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents relating to the draft resolutions, and send them to all Shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the voting ballots. The preparation of the list of Shareholders and the method of sending the voting ballots together with the accompanying documents to the Shareholders shall be carried out in accordance with Point a, Clause 22.2 of Article 22 and Clause 22.3 of Article 22 of this Charter. Voting ballots sent to Shareholders must clearly state the contents of the relevant documents and the method by which Shareholders may return the completed voting ballots to the Company;
  - b) The voting ballot must contain the following principal contents:
    - i. The name, address of the Company's head office, and enterprise registration number;
    - ii. The full name, contact address, nationality, and legal identification number of the Shareholder being an individual; the name, enterprise identification number or legal identification number, and address of the head office of the Shareholder being an organization; or the full name, contact address, nationality, and legal identification number of the authorized representative of the Shareholder being an organization; the number of shares of each class and the number of voting rights of the Shareholder;
    - iii. The matters on which the shareholder's opinion is to be obtained for the approval of the resolution;
    - iv. Voting options, including "agree", "disagree", and "abstain" for each matter;
    - v. The deadline for returning the completed voting ballot to the Company

- vi. The full name and signature of the Chairman of the Board of Directors.
- c) The Chairman of the Board of Directors shall direct the vote counting and the preparation of the vote-counting minutes in the presence of a representative of the Supervisory Board or Shareholders who do not hold managerial positions in the Company
- d) The vote-counting minutes must include the following main contents:
  - i. The name, address of the head office, and enterprise registration number.
  - ii. The purpose and the matters on which opinions were obtained for the approval of the resolution.
  - iii. The number of Shareholders participating in the voting with the total number of voting shares, specifying the number of valid voting ballots, invalid voting ballots, and the method of submission of voting ballots, together with an appendix listing the Shareholders participating in the voting.
  - iv. The total number of votes in agree, disagree, and abstain for each matter.
  - v. The matters approved and the corresponding voting approval ratios.
  - vi. The full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote supervisor.

The Chairman of the Board of Directors, the vote counter, and the vote supervisor shall be jointly responsible for the honesty and accuracy of the vote-counting minutes and shall be jointly liable for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

- e) The vote-counting minutes and the resolutions of the General Meeting of Shareholders must be disclosed on the website of the Company within twenty-four (24) hours from the time the vote counting is completed.
- f) The completed voting ballots, the vote-counting minutes, the adopted resolutions, and the relevant documents enclosed with the voting ballots shall be kept and archived at the head office of the Company.
- g) A resolution adopted by way of obtaining Shareholders' opinions in writing shall be approved if it is consented to by Shareholders holding more than fifty percent (50%) of the total voting shares of all Shareholders entitled to vote and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

## **Article 25. Minutes of the GMS**

- 25.1 The GMS's meeting must be recorded in writing and voice and archived in other electronic forms as decided by the GMS from time to time. The minutes of the GMS must be prepared in Vietnamese, maybe in other foreign languages and must contain the followings:
- a. Name, Head Office address, enterprise registration number of the Company;
  - b. Time and place of the GMS's meeting;
  - c. The agenda and contents of the GMS's meeting;
  - d. Full names of the Chairperson and secretary;

- e. Brief summary of contents and opinions presented at the GMS's meeting;
  - f. Total number of Shareholders and total number of votes of Shareholders attending the GMS's meeting; appendix of the list of registered Shareholders, the Authorized Representative(s) of Shareholders attending the meeting with the number of shares and number of votes accordingly;
  - g. Total number of votes for each matter, specifying the method, the total number of valid and invalid votes, the total number of "agree", "disagree", "abstain" votes, the proportion to the total number of votes of Shareholders attending the GMS;
  - h. Matters approved and the proportion of votes approving of each matter; and
  - i. Full names and signatures of the Chairperson and secretary. Where the Chairperson or secretary refuses to sign the minutes, the minutes shall become effective if it contains all contents listed above and is duly signed by all shareholders attending the meeting. The minutes of the meeting shall clearly state the refusal to sign the minutes of the meeting by the Chairperson or secretary.
- 25.2 The Chairperson of the GMS's meeting shall be responsible to prepare meeting minutes. The GMS's minutes shall be completed and approved prior to the closing of the meeting.

The Chairperson and the Secretary shall be jointly responsible for the truth, accuracy of the contents of the minutes.

The GMS's minutes must be disclosed on the website of the Company within twenty (24) hours from the closing date of the GMS. The GMS's minutes shall be deemed evidence of the business conducted at such GMS's meeting. The minutes shall be in Vietnamese (or if necessary, made in/translated into a foreign language), signed by the Chairperson of the GMS's meeting and the secretary, and prepared in accordance with the Law on Enterprises and this Charter. In case of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail. The records, minutes, signature books of the attending Shareholders and appointments of proxies shall be kept together at the Company's Head Office.

#### **Article 26. Request for cancellation of a resolution of the GMS**

The minutes of the GMS and the minutes of vote counting shall be published on the official website of the Company within ninety (90) days from the issuance. The Shareholders or group of Shareholders as stipulated in the Article 10.3 of this Charter have the right to request the courts or arbitrators to verify and cancel Resolution of the GMS in compliance with Article 151 of the Law on Enterprises. In this case, the Resolution of the GMS is still in full effect until the courts or arbitrators have different conclusions, unless authorities decide to apply temporary urgent methods.

In case the GMS Resolution is cancelled in accordance with the decision of a Court or Arbitration, the person convening the GMS that issued the cancelled decision may consider re-convening the meeting within thirty (30) days subject to the order, procedures required under the Law on Enterprises and this Charter.

### **CHAPTER VIII**

#### **BOARD OF DIRECTORS**

## **Article 27. Composition and term**

- 27.1 The BOD shall consist of no less than five (05) members and a maximum of eleven (11) members (or a different number in adherence to the Law from time to time). It is not required that members of the BOD be Shareholders of the Company or hold Vietnamese nationality or be resident in Vietnam. The members of the BOD must comply with the standards and conditions set out in Article 155 of the Law on Enterprises. The term of office of the BOD shall be five (5) years. The total number of independent non-executive members of the BOD must constitute at least one-third (1/3) of the total number of the BOD members. The minimum number requirement for the independent members shall be rounded up to the nearest whole number. One individual shall only be elected as an independent member of the BOD for no more than two consecutive terms of office. If the term of office of all members of the BOD expires at the same time, such members shall continue to be members of the BOD until new members are elected as replacements and take over the work.
- 27.2 The voting for electing members of the BOD shall be implemented by the method of universal suffrage or accumulative voting in accordance with the decision or election regulations rectified by the GMS from time to time.
- 27.3 The members of the BOD can be re-elected for unlimited times. If a member of the BOD due to special reason cannot fulfil his task, then the BOD shall report this matter to the next GMS for notification and replacement.
- 27.4 The capacity of a BOD member shall be ceased in the following cases:
- a. If he is prohibited by virtue of any provision of the Law on Enterprises or by Law from acting as a BOD member;
  - b. If he resigns from his office by written notice to the Company left at the Head Office;
  - c. If he, for six consecutive months, has been absent without permission of the BOD from Meetings of the BOD held during that period and the BOD resolves that his office be vacated;
  - d. Other cases as stipulated in the GMS's resolution.
- 27.5 The election of the members of the BOD must be disclosed pursuant to the regulations and Law on securities and securities market.

## **Article 28. Rights and responsibilities of the BOD**

- 28.1 The Board of Directors is the governing body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company that do not fall under the authority of the General Meeting of Shareholders, and/or to decide on matters delegated by the General Meeting of Shareholders.
- 28.2. The Board of Directors is responsible for supervising and monitoring the management and operations of the Chief Executive Officer and other Executive Officers of the Company.
- 28.3. The rights and duties of the Board of Directors are prescribed by applicable laws, this Charter, and resolutions of the General Meeting of Shareholders ("GMS"). In particular, the Board of Directors shall have the authority to decide on the following matters:

- a) The rights and duties of the Board of Directors are prescribed by applicable laws, this Charter, and resolutions of the General Meeting of Shareholders (“GMS”). In particular, the Board of Directors shall have the authority to decide on the following matters;
- b) The offering and/or issuance of new shares or securities convertible into or exchangeable for shares of the Company within the number of authorized shares of each class as approved by the GMS;
- c) The issuance and offering of bonds and other securities within the authority prescribed by this Charter, applicable laws, and resolutions of the GMS;
- d) Capital raising in other forms in accordance with applicable laws;
- e) The offering price of each class of shares, bonds, and other securities;
- f) Repurchase of no more than ten percent (10%) of the total issued shares of each class within a 12-month period;
- g) Approval of investment plans or disposal of assets valued from 10% to less than 50% of the total assets recorded in the Company’s latest financial statements;
- h) Approval of contracts for purchase, sale, borrowing, lending, pledge, mortgage, guarantee, secured transactions, indemnities, and other contracts with a value equal to or exceeding 35% of the total assets recorded in the Company’s latest financial statements, except for transactions falling under the authority of the GMS;
- i) Approval of contracts and transactions as stipulated in Clauses 36.3 and 36.5, Article 36 of this Charter;
- j) Solutions and strategies for market development, marketing, and technology;
- k) Election, dismissal, or removal of the Chairman of the Board of Directors; appointment, dismissal, execution, and termination of contracts with the Chief Executive Officer, Deputy Chief Executive Officers, Chief Accountant, and Chief Financial Officer;
- l) Decisions on the Company’s organizational structure, internal management regulations, and/or delegation of authority to the Chairman of the Board, Chief Executive Officer, or other Executive Officers;
- m) Establishment of subsidiaries, branches, representative offices, and decisions on capital contributions to or acquisition of shares in other enterprises;
- n) Appointment of authorized representatives to exercise ownership rights over shares or contributed capital in other enterprises; determination of remuneration and other benefits of such representatives, and/or delegation of such authority to the Chairman of the Board, Chief Executive Officer, or other Executive Officers;
- o) Appointment of authorized representatives to exercise ownership rights over shares or contributed capital in other enterprises; determination of remuneration and other benefits of such representatives, and/or delegation of such authority to the Chairman of the Board, Chief Executive Officer, or other Executive Officers;
- p) Submission of annual financial statements to the GMS;
- q) Proposal of dividend rates; determination of interim dividend payments; organization of dividend payment; decisions on timelines and procedures for dividend distribution or handling business losses;

- r) Proposal for reorganization, dissolution, or bankruptcy of the Company;
- s) Valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technological know-how;
- t) Issuance of the Board of Directors' operational regulations, internal corporate governance regulations after approval by the GMS, information disclosure regulations, and other regulations within the authority of the Board.
- u) Other rights and duties as prescribed by this Charter, applicable laws, and resolutions of the GMS.

28.4. The Board of Directors shall report on its activities at the Annual General Meeting of Shareholders in accordance with Article 139.3 (c) of the Law on Enterprises and ensure that the report includes the following contents:

- a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board in accordance with Article 163.3 of the Law on Enterprises.
- b) A summary of meetings of the Board of Directors and resolutions/decisions adopted by the Board.
- c) A report on transactions between the Company, its subsidiaries, or companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors and their related persons; as well as transactions between the Company and companies in which members of the Board of Directors are founding shareholders or managers within the three (3) years preceding the transaction date.
- d) Activities of independent members of the Board of Directors and the results of their assessment of the Board's operations.
- e) Activities of committees under the Board of Directors (if any).
- f) Results of the supervision of the Chief Executive Officer and other executive officers.
- g) Future plans of the Board of Directors (if any).

28.5. The Board of Directors may establish committees or assign individual Board members to oversee specific matters in support of the Board's activities, including a development policy committee, internal audit committee, nomination committee, remuneration committee, and other special committees (if necessary, at the sole discretion of the Board of Directors).

28.6. The Board of Directors may delegate or authorize the Chief Executive Officer, other Executive Officers, or any other person to decide upon, execute documents relating to, and implement matters falling within the authority of the Board as stipulated in Article 28.3 of this Charter, provided that such delegation does not violate any prohibitions under applicable laws.

28.7. Members of the Board of Directors shall be entitled to remuneration for the performance of their duties in accordance with resolutions of the General Meeting of Shareholders.

## **Article 29. Chairperson, Vice-Chairperson and members of the BOD**

29.1 The Chairperson of the BOD shall be elected, dismissed or discharged by the BOD among members of the BOD. The Chairman of the Board of Directors will select a

number of Vice Chairpersons (if necessary) and must be approved by the Board of Directors.

- 29.2 The Chairperson of the BOD shall not concurrently be the CEO of the Company.
- 29.3 The Chairperson of the BOD has the following rights and obligations:
- a) To prepare working plans and programs of the BOD;
  - b) To prepare the program, agenda and documents for meetings of the BOD; to convene, preside over and chair meetings of the BOD;
  - c) To carry out necessary procedures to obtain approval for the resolutions and decisions of the BOD;
  - d) To organize the collection of written opinions of Shareholders where necessary;
  - e) To sign resolutions of the GMS and BOD for issuance;
  - f) To monitor the implementation of resolutions and decisions of the BOD;
  - g) To chair meetings of the GMS;
  - h) Other rights and obligations in accordance with Law and the Charter.
- 29.4 Upon written notice of resignation, or in case of discharge, or dismissal of the Chairperson, the BOD shall elect a new Chairperson within 10 days from the date of receiving the written notice of resignation, dismissal or discharge date.
- 29.5 Where the Chairperson of the BOD is absent or is unable to perform his or her duties, he or she must authorize in writing another member to exercise the rights and perform the obligations of the Chairperson of the BOD. Where no person is authorized or the Chairperson of the BOD passes away, goes missing, is temporarily detained in prison, serves a prison sentence, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, absconds from his or her place of residence, has limited or incapable of civil acts, has cognitive difficulties or difficulties with behavioral control, or is prohibited by a court from assuming a certain position or practicing or doing certain work, then the remaining members shall select one of them to hold the position of the Chairperson of the BOD in accordance with the principle that the majority of the remaining members agree until there is a new decision of BOD.
- 29.6. The Chairperson is entitled to authorize or delegate on regular or extraordinary basis Vice Chairpersons to (i) sign documents on the Chairperson's behalf, and (ii) exercises rights and duties of the Chairperson provided that such authorization is necessary and does not constitute any breach of the Law. Authorized Vice Chairpersons shall be responsible before the Chairperson for their performance of the authorized work.

### **Article 30. Person in charge of Corporate Governance**

- 30.1. The Board of Directors shall appoint one (1) person as the person in charge of corporate governance ("Corporate Governance Officer") to support for governance activities of the Company. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
- 30.2. The Person in charge of Corporate Governance must meet the following qualifications:
- i. Has knowledge in Law;

- ii. Shall not concurrently work for the independent audit firm which is auditing the financial statements of the Company;
  - iii. Other qualifications in accordance with the Law, this Charter and decisions of the BOD.
- 30.3. The BOD may remove the Person in charge of Corporate Governance when considered necessary but not contrary to the applicable law on labor. The BOD may appoint an assistant to the Person in charge of Corporate Governance from time to time.
- 30.4. The Person in charge of Corporate Governance shall have the rights and obligations as follows:
- a. To advise the BOD in organizing the GMS's meeting in accordance with the regulations and other relevant tasks between the Company and the Shareholders;
  - b. To prepare for the meetings of the BOD, the SVB and the GMS as required by the BOD or the SVB;
  - c. To advise on procedures for meetings;
  - d. To participate in the meetings;
  - e. To advise on the procedures for preparation of the BOD's resolutions in accordance with the Law;
  - f. To provide financial information, copies of minutes of meetings of the BOD and other information to members of the BOD and the Supervisors;
  - g. To supervise and report the BOD on the information disclosure activities of the Company;
  - h. To be the contact person with person having relevant interests;
  - i. To keep the information confidential in accordance with the Law and the Charter;
  - j. Other rights and obligations as stipulated by Law and the Charter.

**Article 31. Meetings of the BOD**

31.1 In the event for the election of the Chairperson, the first meeting of any term of the BOD for election of the Chairperson and for other decisions under its power must be conducted within seven (07) business days from the end of the election of the BOD for such term. This Meeting shall be convened by the member having the highest votes. In the event that there is more than one member having the highest votes and the votes are equal then the members shall elect on the principle of simple majority one member among them to convene the Meeting of the BOD.

31.2 Regular Meetings.

The Chairperson of the BOD shall convene the meetings of the BOD, setting out the agenda, time, and place of the meeting at least seven (07) days prior to the date of the proposed meeting. Thereafter, the Chairperson may convene a meeting of the BOD at any time that the Chairperson determines it is necessary to do so, but there must be at least one (01) meeting each calendar quarter.

### 31.3 Irregular Meetings.

The Chairperson must convene an extraordinary meeting when necessary for the interest of the Company. The Chairperson must convene a meeting of the BOD without unreasonable delay when any of the following persons submit a written request containing the purpose for the meeting and the matters to be discussed:

- a. The SVB;
  - b. The CEO or at least five (5) Corporate Executives;
  - c. The independent BOD members;
  - d. At least two (2) members of the BOD.
  - e. When deemed necessary in the interest of the Company and its Shareholders.
- 31.4 The meeting of the BOD as specified in Clause 31.3 of this Article must take place within seven (7) days after the meeting is called. If the Chairperson fails to honour a request for a meeting, persons mentioned in Clause 31.3 of this Article requesting a meeting can call a meeting of the BOD.
- 31.5 Place of Meeting. Meetings of the BOD shall be held at the Head Office of the Company or at such other address in Vietnam or, with the consent of the BOD, abroad as may be designated by the Chairperson of the BOD and by unanimous consent of the BOD.
- 31.6 Notice and Agenda. Meetings shall be held on three (3) days' notice to or by notice of the person convening the BOD meeting to the BOD members and the Supervisors, provided that the BOD members may waive such notice by written consent and such waiver can be effective retrospectively. Notice of the BOD meeting shall be in writing in Vietnamese and shall cover the agenda, time and place of the meeting, and shall include necessary documents for matters which will be discussed and voted upon at the BOD meeting and ballot papers for completion by Board members who are unable to attend the meeting. Notice of the BOD meeting shall be sent via postal mail, fax, electronic mail or other forms, provided that such notice could reach the address of each member of the BOD and the Supervisors registered at the Company.
- 31.7 Quorum. A quorum from three fourth (3/4) of the total members of the BOD present in person or by alternate is mandatory for the BOD to conduct a meeting and pass resolutions. In case the quorum as required above is not met, the meeting shall be re-convened within seven (7) days from the tentative date of the first meeting. The re-convened meeting shall be conducted if more than a half (1/2) of the BOD member attends the meeting.
- 31.8 Voting.
- a) Except for cases specified in Clause 31.8 (b) of this Article, each member of the BOD or alternate member of the BOD present in person, and proxy at a meeting of the BOD shall have one (01) vote.
  - b) A BOD member shall not vote in respect of any contract or arrangement or any other proposal in which he has an interest, in relation to which he has a duty which conflicts or may conflict with the interests of the Company. A BOD member shall not be counted in the quorum at a meeting in relation to any resolution on which he is prohibited from voting.

- c) Subject to Clause 31.8 (d) of this Article if any question shall arise at any meeting as to BOD member's interest or as to the entitlement of any BOD member to vote and such question is not resolved by him voluntarily agreeing to abstain from voting, such question shall be referred to the Chairperson of the meeting and his ruling in relation to any other BOD member shall be final and conclusive except in a case where the nature or extent of the interests of the BOD member concerned has not been fairly disclosed.
- d) Any BOD member who has a relation to a contract as described in Articles 36.3 and 36.5 of this Charter shall be deemed to have a material interest in such contract.

#### 31.9 Declaration of Interest.

A BOD member, who has a direct or indirect interest in a contract or transaction or a proposed contract or transaction with the Company and is aware of such interest, shall publicly declare the nature of his interest at the meeting of the BOD at which the question of entering into the contract or transaction is first considered by the BOD. In case a member of the BOD does not know it/him/herself and the related person has interest at the time of executing the contract, transaction with the Company, such BOD member shall publicly declare his interest at the first meeting of the BOD after he knows that he has or will have an interest in the relevant contract or transaction.

#### 31.10 Majority Vote.

The BOD shall resolve and issue Resolutions and make decisions by a simple majority (more than 50%) of the BOD members present except the dismissal of CEO as provided in the Article 33.5 of this Charter. If there is a tie, the final decision will be on the Chairperson's vote.

#### 31.11 Absentee Ballots.

Absent members of the BOD can vote on resolutions of the BOD by written ballots via post, fax and electronic email. These written ballots must be delivered to the Chairperson or failing him the secretary to the Chairperson, the voting form via fax, email must be sent to the official mail or fax number of the Company no later than one (01) hour before the time fixed for the meeting.

#### 31.12 Telephone Meetings or other method.

A meeting of the BOD may consist of a conference between members of the BOD some or all of whom are in different places provided that each BOD member who participates is able:

- a. to hear each of the other participating BOD members addressing the meeting; and
- b. if he so wishes, to address all of the other participating BOD member simultaneously.

Communication among the BOD members can be conducted directly by conference telephone or by any other form of communications equipment (whether in use when this Charter is adopted or developed subsequently) or by a combination of such methods. Each BOD member so participating in a meeting shall be deemed to be "present" at such meeting for the purposes of this Charter. A meeting held in accordance with this paragraph is deemed to take place at the place where the largest group of participating BOD members is assembled, or if no such group is readily identifiable, at the place from where the Chairperson of the meeting

participates.

Resolutions adopted during a properly convened and held through a telephone conference or other manner shall take effect immediately after closing of the meeting, but must be confirmed by the BOD members attending such meeting in written form issued by the Company.

#### 31.13 Written Resolutions.

When necessary, the Chairperson of the BOD may decide to collect written opinions of the members of the BOD who are entitled to vote by written resolution according to the following procedures:

- a. No later than 3 business days before the due date for sending the written opinions, the Chairperson of the BOD shall send notice to the members of the BOD for collection of their written opinions together with the documents related to the approval of the resolution;
- b. the members of the BOD shall vote as requested by the Chairperson of the BOD specified in the notice on collection of written opinions by sending it to the Company;
- c. The Chairperson shall appoint a votes counting committee to which the Chairperson is the head to inspect the result of votes counting;
- d. Basing on the result of votes counting, the Chairperson of the BOD shall sign the resolution and the decision of the BOD on the matters passed by the BOD.

This resolution is as valid and effective as a resolution passed by the members of the BOD at a meeting which is properly called and held.

#### 31.14 Minutes.

Meetings of BOD must be recorded in written minutes and recordable or stored in other electronic forms. The Chairperson of the BOD shall be responsible for having minutes of the meetings of the BOD prepared for circulation to BOD members. Such minutes shall be deemed conclusive evidence of the business conducted at such meetings unless objections are raised to the contents of such minutes within ten (10) days of their dispatch. Minutes shall be prepared in Vietnamese, and must have the contents stipulated in Article 158 of the Law on Enterprises, except for the case the resolution is approved via collecting written opinions. When necessary, the Minutes of the BOD's Meeting shall be prepared or/and translated into foreign language(s).

#### 31.15 Additional Attendees.

The CEO, other Corporate Executives, and other experts may attend the BOD meetings at the invitation of the BOD but shall not vote unless they have their own right to vote as a BOD member.

#### 31.16 Decisions passed at a BOD Meeting attended by 100% of BOD members (either in person, via conference call or other means of communication) or by proxy shall be valid and effective even if the Meeting has not been properly convened, the contents in the agenda and procedure for the Meeting are not properly conducted.

## CHAPTER IX

### CEO, OTHER CORPORATE EXECUTIVES AND SECRETARY

#### Article 32. Organization of operations

The Company shall adopt a management system under which the management apparatus shall be responsible before the BOD and under the supervision, leadership of the BOD. The Company shall have the CEO, a number of Deputy CEOs, and a Chief Accountant and other managerial positions whom shall be appointed by the BOD. The appointment, removal or dismissal of the above managerial positions must be approved by the BOD pursuant to its resolution.

#### Article 33. CEO, Corporate Executives and Secretary of the Company

##### 33.1 Appointment.

The BOD shall appoint one member amongst its members or another person to serve as CEO and shall sign a contract setting forth the salary, compensation, benefits, and other terms of employment for the CEO. The salary, compensation, benefits of the CEO must be reported to the annual GMS and included in the annual report of the Company.

##### 33.2 Term.

The CEO may not concurrently act as the Chairperson of the BOD. The term of the CEO is five (5) years, unless otherwise determined by the BOD and may be re-appointed. The appointment can be terminated on the grounds set forth in the employment contract. The CEO must comply with the standards and conditions set out in Article 162 of the Law on Enterprises.

The CEO whose office term expires will continue working until a new CEO is appointed.

##### 33.3 Power and Duties.

The CEO has the authority to decide on the followings:

- a) Prepare and propose annual business plan of the Company for the BOD's approval and report to the GMS; to implement the resolutions of the BOD and the GMS, the annual business plans, and investment plans of the Company that has been approved by the BOD and/or the GMS;
- b) Execute and decide on the daily business activities of the Company. An activity shall be deemed daily activity if it is not subject to the authority to decide of the GMS or the BOD;
- c) To make decisions on investment plans or sale of assets valued at less than ten (10) percent of the total assets recorded in the most recent financial statements of the Company;
- d) Decide sale and purchase contract, borrowings, lending, mortgage, pledge, granting guarantee, security transaction or indemnify and other type of contract has a total value of less than 35% of the Company's total assets according to the latest financial statements, except for contracts and transactions under the authority of the GMS/BOD;
- e) Approve the sale and purchase contract, borrowing, lending, mortgage, pledge, granting guarantee, security transaction or indemnify and other type of contracts with

a total value of less than 35% of the Company's total assets according to the latest financial statements, except for those falling under the approval authority of the BOD in accordance with this Charter and applicable laws;

- f) Appoint, dismiss, sign and terminate labour contract regarding managerial positions not under the appointment and dismissal authority of the BOD;
- g) Decide the salary and allowance (if any) to the employees of the Company, including the personnel appointed by the CEO;
- h) Decide the recruitment of employees;
- i) Propose measures to improve the operation and management of the Company;
- j) Authorize and/or sub-delegate subordinate officers to perform one or a number of tasks under its authorities and be responsible before law and the BOD for such sub-delegation;
- k) At the soonest before the annual GMS's meeting, the CEO shall propose for the BOD's approval on the business plan for the next fiscal year subject to the satisfaction of the budget conditions and the five-year financial plan;
- l) Perform other activities falling under its authority in accordance this Charter, resolution of the GMS and the BOD, the authorization from the BOD, CEO's labour contract and Laws; and
- m) Other rights and obligations in accordance with the Law, this Charter, the internal regulations of the Company, the resolutions of the BOD, the labour contract signed with the Company.

33.4 Reporting to BOD and Shareholders. The CEO is accountable to the BOD and to the GMS for carrying out the duties and power delegated to him and shall report to them as requested.

33.5 Removal.

The BOD can remove the CEO by a majority vote of two-thirds of all members of the BOD (excluding for this purpose the vote of the CEO) and appoint a new CEO in his place. The removed CEO has the right to protest his removal at the next GMS.

33.6 Corporate Executives

- a) At the proposal of the CEO and as approved by the BOD, the Company shall employ such number with such class of Corporate Executives as necessary or appropriate with the structures and the management practices proposed by the CEO from time to time. The Corporate Executives must perform the diligence so that the projected objectives of the operations and organization of the Company can be attained;
- b) The salary, compensation, benefits, and other terms of employment contract for the CEO shall be determined by the BOD and the employment contracts with other Corporate Executives shall be determined by the BOD upon having consulted with the CEO.

## **Article 34. Labour**

- 34.1 The BOD shall determine the total number of employees and payroll of the Company. The CEO of the Company shall, within such parameters, be permitted to freely recruit employees according to the requirements of the Company. With respect to important positions of the Company such as Chief Accountant or other positions as prescribed by the BOD, the CEO shall obtain the approval of the BOD prior to their appointment or entry into labour contracts.
- 34.2 Salary, bonuses and other interests of employees shall be decided by the CEO in accordance with the regulations on salary payment approved by the BOD.
- 34.3 The BOD shall be responsible for complying with the legislation on labour during the process of using employees of the Company. The BOD shall have the right to draft the internal regulations of the Company which shall be binding on all employees of the Company. These internal regulations shall be approved by the BOD before their implementation.

## **CHAPTER X**

### **DUTIES OF BOARD MEMBERS, SVB MEMBER, CEO AND CORPORATE EXECUTIVES**

#### **Article 35. Duty of loyalty and avoidance of conflict of interests**

- 35.1 Members of the BOD, members of the SVB, CEO, and other managers of the Company shall disclose their relevant interests in accordance with the Law on Enterprises and other applicable laws.
- 35.2 Members of the BOD, members of the SVB, CEO, other managers of the Company and related persons thereof may only use the information obtained from their positions to serve the interests of the Company.
- 35.3 Any member of the BOD, member of the SVB, CEO, or any other manager of the Company shall notify the BOD, the SVB in writing of (i) his or her transactions with the Company, subsidiary companies of the Company, or company which the Company controls above fifty (50) percent of the charter capital, or (ii) transactions between (a) related person(s) of such member with any of entities listed in this paragraph as required by Laws. The Company shall disclose information about the transactions that are approved by the GMS or the BOD in accordance with regulations of the Law on Securities on information disclosure.
- 35.4 Members of the BOD are not entitled to vote on transactions that benefit themselves or their related persons as prescribed by the Law on Enterprises and the Charter.
- 35.5 Members of the BOD, members of the SVB, CEO, other managers and related person thereof shall not use or reveal internal information in order to carry out relevant transactions.

#### **Article 36. Transactions between the Company and related persons, between the Company and Shareholders, managers of the Company, or related person thereof**

- 36.1 The Company shall not provide loans or guarantees to any Shareholder being an individual and his/her related person being an individual.
- 36.2 The Company shall not provide loans or guarantees to any Shareholder being an organization and its related person being is an individual, unless the Shareholder is a subsidiary whose share or stakes are not held by the State and has contributed capital or purchased the shares of the Company before 1 July 2015.
- 36.3 The Company shall not provide loans or guarantees to any related person of

Shareholder being an organization, unless the Company and the Shareholders' related persons being organizations are companies in the same group of companies, or companies having a parent company- subsidiary relationship, or companies of a conglomerate, and this transaction must be approved by the GMS or BOD. The transaction valued at 35% or more of the total assets recorded in the latest financial statements of the Company shall be approved by the GMS. The transaction valued at less than 35% of the total assets recorded in the financial statements shall be approved by the BOD.

36.4 The following transactions shall be approved by the GMS in advance:

- a) Granting loans or guarantees to any member of the BOD, member of the SVB, CEO, other managers other than Shareholders, and related individual and organizations thereof.

In a case when the related organization of the member of the BOD, member of the SVB, CEO, and other manager and the Company are companies in the same group of companies, or are companies that having the parent company-subsidary relationship, or companies of the same conglomerate, the transaction shall be approved in advance by the GMS if it is valued at 35% or more of the total assets recorded in the most recent financial statements of the Company.

- b) Contracts, transactions with any of parties listed below, provided that (A) the contract or transaction is valued at 35% more of the total value of assets recorded in the most recent financial statements of the Company, or (B) the implement of the contract or transaction results in the total value of all transactions arising within 12 months from the date of making the first transaction is valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company:

- (i) Members of the BOD, members of the SVB, CEO, other managers and related persons thereof;
- (ii) Shareholders, the Authorized Representative of Shareholders owning more than 10% of the total ordinary shares of the Company and related person thereof;
- (iii) Enterprises related to the subjects specified in Article 164.2 of the Law on Enterprises.

- c) Contracts, transactions of borrowing, lending, and selling of assets with a value of more than 10% of the total assets recorded on the latest financial statements between the Company and a Shareholder owning from 51% of the total number voting shares or above or a related person of that Shareholder.

36.5 The BOD approves the following contracts and transactions:

- a) Loans or guarantees specified in Article 36.4 (a) which are not under the authority of the GMS;
- b) Contracts and transactions specified in Article 36.4 (b) valued at less than 35% of the total assets recorded in the most recent financial statements of the Company;
- c) Contracts and transactions of borrowing, lending, transfer of assets specified in Article 36.4 (c) are equal to or less than 10% of the total assets recorded in the latest financial statements of the Company.

### **Article 37. Liability and Indemnification**

- 37.1 Members of the BOD, the Supervisors, the CEO, and other Corporate Executives who breach their duty to act in good faith and to discharge their duties and obligations with care, diligence and skill, are liable for damages resulting from the

breach of their duties.

- 37.2 The Company shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company), by reason of the fact that he is or was a member of the BOD, the Supervisors, the CEO, the Corporate Executives, an employee, or an agent of the Company (or a Company's subsidiary), or is or was serving at the request of the Company (or of a Company's Subsidiary) as a member of the BOD, the Supervisors, the Corporate Executives or an employee or agent of another Company, partnership, joint venture, trust or other entity, provided that the person acted in good faith, with care, diligence and skill, in a manner he reasonably believes to be in or not opposed to the best interests of the Company, and in compliance with the Law and there was no finding or admission of material breach of duty on his part.
- 37.3 The Company may procure insurance coverage for these individuals to avoid the aforementioned liability and indemnification.

## **CHAPTER XI**

### **SUPERVISORY**

#### **BOARD**

#### **Article 38. Supervisory Board Appointment**

- 38.1. The number of the Company's Supervisor shall be three (03). The term of office of the Supervisor shall be five (05) years and may be re-elected for an unlimited number of terms.
- 38.2. The SVB shall have the rights and obligations in accordance with Article 170 of the Law on Enterprises and the rights, obligations as follows:
- a) To request and recommend the GMS to approve the independent audit firm conducting the audit of financial statements of the Company;
  - b) Be liable before the Shareholders for their supervising activities;
  - c) To supervise the financial status of the Company, the validity of the activities of the members of the BOD, the CEO, other Corporate Executives, the coordination between the SVB with the BOD, the CEO and other managers;
  - d) Where any breach of the Law or the Charter by the members of the BOD, the CEO and other Corporate Executives is detected, it must give notice in writing to the BOD within forty-eight (48) hours, requesting the breaching person to terminate such breach and implement remedial measures;
  - e) To make report to GMS in accordance with the Law on Enterprises;
  - f) Other rights and obligations as stipulated by the relevant Law and this Charter.
- 38.3. The election of the Supervisors shall be implemented by the method of universal suffrage or cumulative voting methods in accordance with the resolution or election regulations rectified by the GMS from time to time.

- 38.4. Members of the BOD, and the Corporate Executives must provide information and documents concerning the activities of the Company pursuant to the request of the SVB and the secretary shall ensure that all copies of all financial and other information provided to members of the BOD and of the minutes of meetings of the BOD shall be supplied, at the same time as they are supplied to the BOD, to members of the SVB.
- 38.5. Members of the SVB shall meet qualifications and conditions prescribed in Article 169 of the Law on Enterprises, and shall not consist of:
- a) Any person working for financial, accounting department of the Company;
  - b) Any person who is also a member or employee of any independent auditing company auditing financial statements of Company in the last three recent year.
- 38.2 The head of the SVB shall be elected by the SVB from among its members; the election, dismissal or discharge shall be implemented on the principle of majority vote. More than half of the SVB's members must reside permanently in Vietnam. The head of the SVB must have a university or higher graduation qualification in one of the following specialties: economics, finance, accounting, auditing, law, business management or in a specialized expertise relating to the business activities of the Company. The Head of the SVB shall have the following rights and obligations:
- a) Convene the meetings of the SVB and act as Head of the SVB;
  - b) Request from the Company the relevant information to be submitted to all members of the SVB;
  - c) Prepare and sign the SVB's reports upon having consulted with the BOD for submission to the GMS.
- 38.3 The SVB may, after consultation with the BOD, adopt regulations governing their meetings and methods of operation but must not be less than two (02) meetings in each year and the quorum at each meeting shall be two thirds (2/3) of the total number of members of the SVB. Each member of the SVB will have one vote on any issue presented to the SVB for decision unless such member has an interest in the relevant issue which conflicts or may conflict with the interests of the Company. The SVB shall pass resolutions and make decisions by a simple majority (equal or more than 50%) of the SVB members present (either directly, via conference call or other communication manners) and entitled to vote on the concerned issue. In case of a tie vote, the Head of the SVB will have the casting vote.
- 38.4 A member of the SVB may be discharged in the following circumstances:
- a) Such member no longer meets conditions and qualifications prescribed in Article 38.5 above.
  - b) There is a written notice of resignation of such member which is approved.
- 38.9 A member of the SVB may be dismissed in the following cases:
- a) Failing to fulfil his or her assigned duties or work;
  - b) Not exercising his or her rights and obligations in six consecutive months, except for cases of force majeure;
  - c) Committing a number of multiple or serious breaches of the obligations of SVB's

members as stipulated in the Law on Enterprises and the Charter;

d) Other cases pursuant to a resolution of the GMS.

38.10 The members of the SVB shall be reimbursed with all accommodation, living, travel expenses and the fee for using of consultancy services which are reasonable. Total amount of these compensation and expenses shall not exceed total operating budget of the SVB as approved by the GMS, except otherwise determined by the GMS.

## **CHAPTER XII**

### **RIGHT TO INSPECT THE RECORDS AND DOCUMENTS**

#### **Article 39. Right to inspect the records and documents**

39.1 A Shareholder or a group of Shareholders specified in Article 10.3 of this Charter shall have the right in person or through the attorney or the authorized representative send written request to inspect during the working hours and at the Head Office of the Company the most update list of Shareholders, the minutes of the GMS and copy or make extracts of such documents. Any request made by the attorney or the authorized representative must be accompanied with a power of attorney of the Shareholder which that person represents or a notarized copy of such power of attorney.

39.2 Members of the BOD, the SVB, the CEO and the Corporate Executives shall be entitled to inspect the Shareholder Register of the Company, list of Shareholders and other records or documents of the Company for the purposes relating to the performance of his duties, provided that such information shall be kept confidential.

39.3 The Company shall keep this Charter, its amendments and supplements thereof, Enterprise Registration Certificate, regulations, documents evidencing ownership over assets, minutes of the GMS's or BOD's meetings, SVB's reports, annual financial statements, financial records and any other documents in accordance with the provisions of Law at its Head Office or another place, provided that the Shareholders and the business registration office have been notified on such keeping place for such documents.

39.4 The Shareholder shall be provided with a copy of the Charter of the Company free of charge. If the Company operates its own website, this Charter must be posted on such website.

## **CHAPTER XIII DISTRIBUTION OF PROFIT**

#### **Article 40. Dividend**

40.1 In any fiscal year, the Company can pay dividends to Shareholders provided that it has profits, has discharged all tax obligations and performed all other financial responsibilities under the Law, as well as distributed into funds and that immediately after paying such dividends, the Company is still able to pay all debts and perform other assets obligations due.

40.2 As determined by the GMS and in accordance with the Law, dividends shall be declared and paid out of the Company's retained earnings but shall not exceed the

ratio proposed by the BOD upon having consulted with the Shareholders in a GMS.

- 40.3 Subject to the provisions of the Law on Enterprises, the BOD may pay interim dividends if it considers that they are justified by the profits of the Company. The Company shall not pay interest for the dividends or any amount paid in relation to any class of Shares.
- 40.4 The GMS may on the recommendation of the BOD approve payment of dividend in whole or in part by the distribution of specific assets (and in particular of paid-up Shares or bonds of any other companies) and the BOD shall give effect to such resolution.
- 40.5 Any dividend or other monies payable in cash or by Shares shall be paid in Vietnamese Dong by means of bank transfer if the Company has been supplied with bank details of a Shareholder so as to enable the Company to effect a direct transfer of such monies to the Shareholder's bank account or by means of a check sent to the address of the Shareholder recorded in the Shareholder Register if the Company does not have the bank details of a Shareholder.
- 40.6 If the dividend or other monies in relation to any class of Shares is paid in cash, the Company shall make such payment in Vietnamese Dong and may pay by a check or a monies transfer via postal service to the registered address of the Shareholder and if there is any risk arising (from the registered address of the Shareholder) then such Shareholder shall take such risk. In addition, the dividend or other monies payable in cash in relation to any class of Shares may be paid by means of bank transfer when the Company has been supplied with bank details of a Shareholder so as to enable the Company to affect a direct transfer of such monies to the Shareholder's bank account. If the Company has transferred in accordance with the details of the bank account so provided by the Shareholder but still not received by such Shareholder, the Company shall not be liable for such amount of monies so transferred to the Shareholder. The payment of dividend in respect of the shares listed on the Stock Exchange Centre may be conducted through a securities company or the VSDC.
- 40.7 If the GMS provides its consent, the BOD may decide and serve a notice that owners of ordinary Shares are allowed to receive dividends in form of ordinary Shares other than in form of cash dividends. These additional Shares for payment of dividend shall be recorded as fully paid Shares on the basis that the value of the dividend Shares shall be equal to the amount of cash dividends.
- 40.8 Pursuant to the Law on Enterprises, the Law on Securities, the BOD, may designate a specific date to be the record date for the list of shareholders. Based on such date, the person who registered as shareholder or the owner of other securities are entitled to receive dividends, interests, profits, shares, notice or any other documents.
- 40.9 The Company shall pay the dividends to the preferred Shareholders pursuant to the terms and conditions specified in the certificate(s) for such preferred Shares.

## **CHAPTER XIV**

### **BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME**

#### **Article 41. Bank Accounts**

- 41.1 The Company shall open bank accounts of any nature, whether dominated in

Vietnamese Dong or a foreign currency and whether current, deposit or otherwise, with an authorized Vietnamese bank or with foreign banks that are authorized to operate in Vietnam in accordance with the Law.

41.2 Subject to prior approval of the appropriate authority, the Company may open an offshore bank account, if it is necessary.

41.3 The Company shall execute all payments and accounting through accounts in Vietnamese or foreign currencies opened at the banks where the Company has its accounts.

#### **Article 42. Fiscal Year**

The fiscal year of the Company shall commence on the first day of January each year and end on the thirty-first day of December in the same year.

#### **Article 43. Accounting regime and report**

43.1 The Company shall adopt the Vietnamese Accounting Standards (VAS), or any other regime approved by the Ministry of Finance, and shall maintain its books of accounts in accordance with the generally accepted accounting practices of Vietnam.

43.2 The Company shall maintain its books and accounts in VND. The books and accounts may be converted into US Dollars if requested by the BOD.

43.3 The Company shall keep its books and accounts in Vietnamese. The Company shall keep its accounting records relating to the type of business operations involved. Such records shall be accurate, up-to-date and systematic and shall be sufficient to show and explain the Company's transactions.

43.4 All important financial and accounting records and statements shall require the approval and signature of the CEO and the Chief Accountant.

#### **Article 44 Future Financing**

44.1 The Shareholders shall not be obliged to provide any further financing to the Company.

44.2 The Company may increase the capital, issue Shares to the public and issue bonds, convertible bonds or other types of bonds in accordance with the Law and this Charter.

#### **Article 45. Reserved fund for supplementation of the Charter Capital**

Annually, the Company deducts from the net profit of the Company an amount paid to the reserved fund for supplementation of the Charter Capital in accordance with the provisions of Law. This deducted amount shall not exceed 5% of the net profit of the Company and shall be added up until the value of the reserved fund is equal to 10% of the Charter Capital of the Company.

### **CHAPTER XV**

#### **ANNUAL FINANCIAL STATEMENTS, INFORMATION DISCLOSURE AND CONFIDENTIALITY**

#### **Article 46. Annual reports, information disclosure and public announcement**

46.1 The Company shall prepare an annual financial statements in accordance with the

Law as well as provisions set out by the State Securities Committee which shall be audited in accordance with the Article 47 of this Charter, and within ninety (90) days from the end of each fiscal year, submit the annual financial statements that has been approved by the GMS and other supporting documents to the appropriate tax office, the State Securities Committee, Stock Exchange Centre and other competent authorities in accordance with the Law.

46.2 The annual financial statements shall include a profit and loss account giving a true and fair view of the profit and loss of the Company for the fiscal year to which it relates and a balance sheet giving a true and fair view of the state of affairs of the Company as of the date to which the profit and loss account is made up, a cash flow report and notes to financial statements. If the Company is a holding company, it shall also include a consolidated balance sheet dealing with the state of affairs of the Company and its then Subsidiaries at the end of the fiscal year.

46.3 The Company shall prepare semi-annual and quarterly statements in accordance with the provisions of the State Securities Committee and submit the same to the State Securities Committee, the Stock Exchange Centre. The quarterly financial statements shall not be audited.

46.4 The annual audited financial statements, semi-annual and quarterly statements of the Company must be announced on the website of the Company.

46.5 Any Shareholders who may concern shall be entitled to inspect and make a copy of the audited financial statements, semi-annual and quarterly statements during working hours of the Company, at the Company's Head Office by giving a five (5) business days prior notice and shall pay a reasonable fee for such copy.

46.6 Information disclosure and public announcement

The annual financial statements and other supporting documents must be announced to the public in accordance with the provisions of the State Securities Committee and be submitted to the relevant tax authority and other competent authorities in accordance with the stipulations of the Law on Enterprises and applicable Law.

#### **Article 46A. Annual Report**

The Company must prepare and publish its annual report in accordance to the regulations of Law on securities and securities market.

#### **Article 47. Audit**

47.1 If necessary or required under the Law, the CEO shall appoint or select a prestige auditing company or the other that meets conditions required under the Law to conduct the audit of the Company for the next fiscal year on terms and conditions to be agreed with the Company. The fees and expenses for auditing activities shall be for the account of the Company.

47.2 The Company shall prepare and present its annual financial statements to such auditing firm after the end of each fiscal year.

47.3 The independent auditing firm shall examine, verify and report on the annual financial statements showing the earnings and expenses of the Company and shall prepare the auditor's report and submit it to the BOD within two (02) months of the end of each fiscal year.

47.4 A copy of the auditor's report shall be annexed to each copy of the Company's

annual accounting report.

- 47.5 The auditor conducting the audit of the Company shall be entitled to attend any GMS's meeting and to receive all notices of and other communications relating to any GMS's meeting which any Shareholder is entitled to receive and to be heard at any GMS's meeting on any part of the business of the GMS's meeting which concerns him as the auditor.

**Article 48. The seal**

- 48.1 The seal includes seal produced at a seal engraving facility or seal in the form of digital signatures, as prescribed by the legislation on electronic transactions.
- 48.2 The CEO shall decide the form, content, use and number of the seal of the Company from time to time and in accordance with the Law.
- 48.3. The CEO of the Company shall be responsible for the safe custody and the use of the Seal in accordance with current provisions of the Law.

**Article 49. Confidentiality**

Without the prior written consent of the BOD, no member of the BOD, the SVB, the Corporate Executives, the Shareholder or any other related person shall disclose any information relating to the Company or its business activities which is not generally known to the public or which cannot be easily deduced based on publicly available information, other than:

- 49.1 to the subsidiaries of the Company (if any); or
- 49.2 to the Shareholders to the extent provided in this Charter or as otherwise decided by the GMS; or
- 49.3 to the Corporate Executives and employees of the Company or to its auditors or professional advisers so far as they need to know the same for proper performance of their duties directly or indirectly in relation to the business of the Company. But in such case, the recipient of such information must keep such information confidential and not to disclose the same to any other persons; or
- 49.4 the Shareholders or directors (or CEOs) of any Shareholders (in case of institutional Shareholders), as well as to Shareholders' professional advisers and service providers, to the extent that such parties have undertaken in writing to keep such information confidential and not to disclose the same to any other persons; or
- 49.5 to a limited number of potential investors seeking to acquire, directly or indirectly, any of the Shares in the Company, to the extent that such potential investors undertake in writing to keep such information confidential and not to disclose the same to any other persons; or
- 49.6 to the extent required to be disclosed by Law, any stock exchange regulation or any binding judgment, order or requirement of any court or other competent authority; or
- 49.7 to any tax authority to the extent reasonably required for the purposes of the tax affairs of the Shareholder concerned.

## CHAPTER XVI

### TERMINATION OF OPERATION AND DISSOLUTION

#### **Article 50. Termination of operations**

50.1 The Company may be dissolved or terminated in the following circumstances:

- a) Upon expiration of the operation term of the Company and any extensions thereof;
- b) Upon declaration by the court of Vietnam of the bankruptcy of the Company pursuant to the applicable Law;
- c) Early termination in accordance with a Resolution by the GMS;
- d) Withdrawal or revocation of the Enterprise Registration Certificate by the competent authorities;
- e) Lack of the minimum number of Shareholders stipulated in the Law for a period of six consecutive months; or
- f) Other circumstances provided by the Law.

50.2 Any resolution to dissolve the Company prior to the expiration of its Term (or any extension thereof) shall be passed by the GMS and adopted by the BOD and shall be notified to the appropriate authority for approval if required. This notification must be given in compliance to the stipulations of Article 208 of the Law on Enterprises.

#### **Article 51. Extension of Term**

51.1 The Company's term of operation is indefinite subjected to Clause 3.6, Article 3 of this Charter, in case the Company decides to change the term of operation of the Company, the Board of Directors shall convene a GMS for approval of the Company's new term of operation.

51.2 The Company's term of operation may be changed if shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders presenting at the meeting approve the change, except in cases where written shareholders' opinions are obtained in accordance with this Charter.

#### **Article 52. Liquidation**

52.1 At least six (6) months after the decision to dissolve the Company, the BOD shall establish a Liquidation Board consisting of three (3) members and shall determine responsibilities of such Liquidation Board. Two (2) members shall be nominated by the GMS and one (1) member shall be nominated by the BOD from an independent auditing company. The members of the Liquidation Board may be selected among the staff of the Company or the independent experts. All expenses arising from the liquidation are payable by the Company with priority of payment over other liabilities of the Company.

52.2 The Liquidation Board shall be liable to report to the business registration office the date of establishment and the date when it commences its operation. From this time on, the Liquidation Board shall represent the Company in all business related to the liquidation process before the court and administrative offices.

- 52.3 The proceeds from the liquidation shall be paid according to the Law.
- 52.4 The operative duration of the Liquidation Board shall not exceed six (6) months from the date of its establishment. Upon the expiry of the operative duration, even if the liquidation is not yet complete, the Liquidation Board shall terminate its operation; in such case, the Shareholders shall settle by themselves any matters that have not yet been resolved. In the event of dispute, the settlement thereof shall be settled in accordance with Article 55 of this Charter.

**Article 53. Deadlock between the BOD's members and the Shareholders**

- 53.1 Except otherwise stipulated in this Charter, the Shareholders holding from 51% of the issued and outstanding Shares with voting right for election of the BOD's members shall be entitled to submit a claim to the competent court requesting liquidation pursuant to one or more of the following basis, due to the situation that the GMS has been convened and obtained from 51% of the total votes for but still not enough to pass the dissolution as proposed by such Shareholders in accordance with Article 24.1(ii) of this Charter:
- i. The members of the BOD do not consent in managing the activities of the Company resulting the number of votes required for the operations of the BOD cannot be attained.
  - ii. The Shareholders do not consent resulting the number of votes required for the election of the BOD's members cannot be attained.
  - iii. There is internal disagreement and the Shareholders are divided into two (02) or more sides so that the liquidation shall be the most useful approach to all of the Shareholders.

**CHAPTER XVII**

**NOTICE, SETTLEMENT OF DISPUTES**

**Article 54. Notice**

- 54.1 Any notice to be given pursuant to this Charter shall be given in writing in Vietnamese, if necessary shall be further given in English and shall be hand delivered or sent by postal service or facsimile to such addresses as specified in the Shareholder Register to the Shareholders.
- 54.2 Any notice dispatched in the following manners shall be deemed to have been received:
- a. If hand delivered, on delivery or upon refusal to accept such delivery;
  - b. If sent by postal service, three (03) days after the date of posting (or seven (07) days after the date of posting if posted to or from outside Vietnam); or
  - c. If sent by facsimile, when the sender's facsimile system generates a message confirming successful transmission of the notice in entirety unless, within eight (8) hours after the transmission, the recipient informs the sender that it has not received the entire notice.
- 54.3 In the case of joint Shareholders, notices shall be given to the Shareholder whose name stands first in the Shareholder Register and notice given to him shall be sufficient notice to all the joint Shareholders.
- 54.4 The Company shall make reasonable efforts to ensure the accuracy of the addresses recorded in the Shareholder Register, and the Chairperson of the BOD shall amend

a Shareholder's address upon written notification from that Shareholder.

**Article 55. Settlement of disputes**

55.1 If any dispute or claim arising in connection with the operations of the Company or rights of Shareholders under this Charter or in accordance with the Law between:

- a. Shareholder with the Company; or
- b. Shareholder with the BOD, the IC, the CEO or other Corporate Executives.

then all relevant parties shall try to settle such dispute through negotiation and conciliation. Except for the dispute relating to the BOD or the Chairperson of the BOD, the Chairperson of the BOD shall preside over the settlement of the dispute and shall request each party to state the facts in relation to the dispute within thirty (30) business days from the date of the dispute arising. In the event the dispute relates to the BOD or the Chairperson of the BOD, any party may request the Vietnam International Arbitration Centre (VIAC) to appoint a mediator to act as an arbitrator in the process of settling the dispute at the cost of the requesting party.

55.2 If no conciliation agreement is reached within six (6) weeks from the date of starting such conciliation process, or conciliation proposal is not agreed by both parties, any party can bring this case to the Vietnam International Arbitration Centre, (VIAC), for final decision pursuant to the provisions of the Arbitration Rules of the VIAC being in force at the time of submission with instructions that the arbitration be conducted as follows:

- a. Place: Hanoi.
- b. Language of proceedings: Vietnamese.
- c. Number of Arbitrators: there shall be three (3) arbitrators. Each party involved in the dispute shall appoint one arbitrator, and the third arbitrator shall be appointed by the two appointed arbitrators or by the VIAC, according to VIAC Rules of Arbitration, and shall serve as Chairperson of the panel.
- d. Award Binding: The arbitration award shall be final and binding on the parties.
- e. Costs: The costs of arbitration shall be borne by the losing party, unless otherwise determined by the arbitration award.
- f. Enforcement: Any party in whose favour an award is made may apply to any court (including the court in the place where the assets of the losing party are located) or any judicial department to enforce the arbitration award.

**CHAPTER XVIII**

**AMENDMENTS TO CHARTER**

**Article 56. Amendments and Supplements to the Charter**

56.1 Amendments and supplements to the Charter must be considered and decided by the General Meeting of Shareholders.

56.2 Any provisions of the Law relating to the operations of the Company not stipulated in this Charter or any new provision of the Law that is different from this Charter shall be implemented to adjust and govern the operations of the Company.

**Article 57. Effective date**

- 57.1 This Charter comprising of 18 Chapters divided into 57 Articles is the lawful and official Charter of the Company and replaces the charters which were previously issued.
- 57.2 The Company shall provide the copy of the original or excerpt from the Company's Charter in accordance with internal regulations of the Company on the provision of copy of the original or excerpt and in accordance with the Laws.

**SIGNATURE OF THE LEGAL REPRESENTATIVE**

**CHIEF EXECUTIVE OFFICER**

(Signed)

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**NGUYEN THU HANG**

**Appendix 1**

**List of Founding Shareholders**

| <b>No.</b> | <b>Name of founding Shareholders</b> | <b>Head Office Address</b>   | <b>ERC, issuing Authority, date of issue</b>  | <b>Number of shares</b> | <b>Share Value (VND)</b> | <b>Percentage (%)</b> |
|------------|--------------------------------------|--|---|-------------------------|--------------------------|-----------------------|
| 1.         | <b>VINGROUP JOINT STOCK COMPANY</b>  | No. 7 Bang Lang 1 Road, Vinhomes Riverside Urban Area, Viet Hung Ward, Long Bien District, Hanoi | ERC No. 0101245486 issued by the Business Registration Office – Hanoi Authority of Planning and Investment on 03 May 2002 | 3,019,227,680           | 30,192,276,800,000       | 73.50                 |