

SOCIALIST REPUBLIC OF VIETNAM NAM
Independence – Freedom – Happiness

CHARTER
OF
FPT CORPORATION

[Hanoi, _____, 2018]

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PREAMBLE

This Charter of FPT Corporation is adopted under the valid resolutions of the Company's Annual General Meeting of Shareholders organized on / /2018".

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:
 - a. "Charter Capital" means the amount of capital contributed by all shareholders and stated in article 5 of this Charter;
 - b. "Law on Enterprises" means the Law on Enterprises 68/2014/QH13 passed by the National Assembly on 24 November 2014;
 - c. "Date of Establishment" means the date on which the Company is issued with the initial Business Registration Certificate;
 - d. "Board of Directors" or "BOD" means the Board of Directors of the Company;
 - e. "Managers" is the persons who manage the company including the Chairman of BOD, BOD members, general director/CEO, and other management positions in the company approved by the Board of Directors from time to time;
 - f. "Related Person" means any individual or organization stipulated in Article 4.17 of the Law on Enterprises; article 6.34 of the Law on Securities
 - g. "Duration of Operation" means the duration of operation of the Company stated in Article 2 of this Charter and the extended period (if any) passed by the General Meeting of Shareholders by a resolution;
 - h. "Vietnam" means the Socialist Republic of Vietnam.
2. In this Charter, any reference to one or more other provisions or documents includes amendments or replacements thereof.
3. Headings (chapters and articles of this Charter) are used for convenience only and shall not affect the contents of this Charter.

II. NAME, FORM OF ENTERPRISE, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE AND DURATION OF OPERATION OF THE COMPANY

Article 2. Name, form of enterprise, head office, branch, representative office and duration of operation of the Company

1. Official name of the Company in Vietnamese is "Công ty Cổ phần FPT". Officially registered name of the Company in English is "FPT Corporation". Abbreviated name is "FPT Corp".
2. The Company is a shareholding company having legal entity status under the applicable laws of Vietnam.
3. Registered head office of the Company:
 - o Address: FPT Tower, Duy Tan Street, Dich Vong Hau Ward, Cau Giay District, Hanoi
 - o Telephone: (84-4) 7300 7300
 - o Fax: (84-4) 3768 7410

- Email: webmaster@fpt.com.vn
- Website: <http://www.fpt.com.vn>
- The above information shall be deemed to be automatically updated in this Charter where there is any change thereof.

4. The company has two (02) legal representatives. Chairman of the Board and Chief Executive Officer are the legal representatives of the company. The rights and obligations of the legal representative are specified in this Charter and in the Governance Regulations of the Company.

5. The Company may establish branches and representative offices in the areas of business whether domestically or overseas in order to carry out the operational objectives of the Company in compliance with the decisions of the Board of Directors and to the extent permitted by law.

6. Except for early termination of operation in accordance with Article 54.2 or extension of operation in accordance with article 48 of this Charter, the Duration of Operation of the Company shall commence from the date of establishment and shall be indefinite.

III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION

Article 3. Operational objectives of the Company

1. Unless the General Meeting of Shareholders decides to change according to this Charter, the business lines of the Company are comprised of:

- Research, design, manufacture and transfer of information technology and application thereof into other technologies;
- Developing computer softwares;
- Providing internet services and value added services on the interest;
- Training specialized human resources for the software industry;
- Sale and purchase of equipment, machines used in sectors such as healthcare, education, science and technology, industry, environment, telecom, consumer goods, and motorbike;
- Investing in technology transfer in sectors such as environment, education and training, healthcare;
- Production, manufacture, and assemble of electric boards;
- Air ticket agency;
- Agency for sale and purchase of goods, goods consignment agency;
- Production, manufacture and assemble of information technology equipment;
- Protocol Internet connection services (IXP);
- Consultancy service, commercial advertisement service (excluding construction work design service);
- Production and publication of film and video;
- Production of radio and television programs;

- Real estate trading, investment, brokerage;
- Lease and rent services in respect of residential houses, offices, workshops, and warehouses;
- Services for campuses, hotels, restaurants. Recreational, entertainment services (in sport industry, not including services for karaoke lounge, nightclubs and bars);
- Real estates consultancy and management service (not including legal consultancy service);
- Constructing civil, industrial, traffic and irrigation construction projects;
- Investing, constructing, doing business in respect of urban zones, industrial zones and high-tech zones;
- Ground levelling, processing and constructing building foundations;
- Decorating, installing internal and exterior decoration of civil and industrial construction works;
- Installing electrical equipment, water and cables for civil and industrial construction works;
- Trading building materials, supplies, equipment and machines used in civil and industrial construction;
- Investing, constructing and doing business in respect of public garden and amusement parks
- Investment consultancy service (excluding legal consultancy service);
- Importing and exporting the Company's products;
- Sale and purchase of copyrights in respect of radio and television program;
- Designing, producing advertising products, multimedia communications, advertising videos, video editing, sound (excluding construction work design service);
- Designing, investing, constructing urban zones, industrial zones, export processing zones, high-tech zone, school;
- Educational services in respect of kindergarten, elementary, secondary level;
- Technology transfer in healthcare industry;
- Healthcare consultancy service, opening clinic offices, and healthcare services;
- Other business lines subject to the Company's situations, and the Board of Directors' decision and in accordance with laws.

2. Business objectives of the Company are to strive to be a new style, prosperous organization, and as guided by scientific and technological innovations, committed to the highest level of customer satisfaction, contributing to national prosperity and providing its

employees with the most favorable work environment possible, enabling them to reach their full potential in their professional careers as well as their spiritual lives.

Article 4. Scope of business and operations

1. The Company is permitted to formulate plans and carry out all business activities in accordance with the Enterprise Registration Certificate and this Charter and in compliance with applicable law, and permitted to take appropriate measures to achieve the objectives of the Company.

2. Company is free to conduct business in the lines which are not prohibited by law. To conduct business and select the form of organization of business autonomously; to take the initiative in selecting the line of business, the area for and the form of business, and to take the initiative in adjusting the scope and lines of business.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 5. Charter Capital, shares and founding shareholders

1. Charter capital, adjustment of charter capital of the Company shall be approved by the General Meeting of Shareholders from time to time, which shall be recorded in the Business Registration Certificate and announced in accordance with law. The amended charter capital which has been approved by the General Meeting of Shareholders and fully paid up shall be deemed to be automatically updated in this Charter without necessity to amend the Charter. In case the General Meeting of Shareholders passes a plan for issuance of convertible bonds and/or bonds with call option rights which entitle owners to purchase shares of the Company, the amendment of charter capital shall be deemed to have been approved accordingly and on the time the owners of such bonds exercise the conversion and/or the call option pursuant to the approved issuance plan, the charter capital of the Company shall be increased in proportion to the shares converted or called without necessity to obtain further approvals from the General Meeting of Shareholders. In such a case, the Board of Directors shall be deemed that it has been authorized by the General Meeting of Shareholders to carry out the procedures for and to direct the completion of works or things concerning the amendment of charter capital proportionally, implementation of the approved issuance plan, issuing to the holders of bonds and/or options who exercise their rights the number of new shares in accordance with the approved issuance plan.

2. Details of the Charter Capital since the date of establishment up to date are indicated in Schedule 1. Shares of the Company on the date of approval of this Charter shall comprise ordinary shares and employee preference shares. The rights and obligations attached to each class of shares shall be stipulated in Article 11 of this Charter.

3. Employee preference shares

The Company shall only issue employee preference shares to its employee. There are 3 classes of employee preference shares as follows:

- Class 1: Employee preference shares and shares issued in accordance with the shares of this class by virtue of increase of charter capital shall be changed to ordinary shares after 1 year from the first day of the issue.

- Class 2: Employee preference shares and shares issued in accordance with the shares of this class by virtue of increase of charter capital shall be changed to ordinary shares after 2 years from the first day of the issue.

- Class 3: Employee preference shares and shares issued in accordance with the shares of this class by virtue of increase of charter capital shall be changed to ordinary shares after 3 years from the first day of the issue.

The abovementioned classes of employee preference shares shall be listed right upon the law allows and the Board of Directors approves to do so.

4. The Company may issue new shares to the employees pursuant to the policies approved by the General Meeting of Shareholders. Shares issued to the Company's employees may be employee preference shares (class 1, class 2 and class 3) or ordinary shares, however, the total of which that can be issued in a year shall not exceed 5% of the total shares of the Company after the issue.

5. The company may issue and offer other preference shares after approval of General Meeting and with the condition that it complies with legal regulations.

6. Ordinary shares shall be given priority to be offered for sale to existing shareholders in proportion to their percentage of ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares for which the shareholders do not register to subscribe shall be decided by the Board of Directors of the Company. The Board of Directors may allocate such shares to entities on such terms and manner as the Board of Directors considers appropriate, but must not sell such shares with conditions not more favourable than the conditions offered to existing shareholders, except where shares are sold through the Stock Exchange by way of an auction.

7. The Company may purchase shares issued by it in a manner stipulated in this Charter and applicable law. Shares redeemed by the Company shall be treasury shares and the Board of Directors may offer them for sale in a manner complying with this Charter, the *Law on Securities* and relevant guidelines.

8. The Company may issue secured bonds and non-secured bonds, and where approved by the General Meeting of Shareholders, may issue convertible bonds and call options, which entitle holders to purchase shares in accordance with this Charter and relevant statutory provisions.

9. The Company may issue and offer for sale of shares in form of auction or other forms permitted by law. The Board of Directors has the right to decide on offer price and discount rate that are most beneficial to shareholders and the Company.

Article 6. Share certificates

1. The shareholders of the Company shall be issued with a share certificate corresponding to the number of shares and class of shares owned.

2. Stock certificates must be sealed by the company and signed by the legal representative of the company (authorized person); or sealed by the organizations authorized with shareholders management and signature of legal representative (authorized person) of that organization. Stock certificate must specify the number and type of shares held by the shareholders, full name of the holders and other information under the provisions of the Law on Enterprises.

3. In accordance to this Charter, any person whose name are recorded in the shareholders' register in respect of any share of whatever class shall be issued a share certificate on free of charge basis within two months (or a longer time as provided in the issuance terms) after the purchase or taking assignment (in case of assignment).

4. In case of transfer of a certain number of registered shares in a registered share certificate, the old share certificate shall be destroyed and a new share certificate will be issued, on free of charge basis, to record the remaining shares.

5. Where a share certificate is damaged, erased, lost, stolen or destroyed, the owner of such share certificate may request issuance of a new share certificate provided that such owner must provide evidence of ownership of shares and pay any related expenses to the Company.

6. Owners of bearer shares must be responsible to keep the share certificates, and the Company shall not take any responsibility in case such share certificate is lost or used for defraudation purposes.

7. The Company may issue registered shares not in the form of share certificate. The Board of Directors may issue a written decision which provides that registered shares (whether in the form of share certificate or not) may be transferred without a transfer instrument. The Board of Directors may issue written provisions on share certificate and transfer of shares in accordance with the Law on Enterprises, securities laws and the stock exchange, and this Charter.

Article 7. Other securities certificates

Bond certificates or other securities certificates of the Company (excluding offer letters, temporary certificates and similar documents) shall be issued with the seal and sample signature of the legal representative of the Company, except otherwise stipulated in other issuance terms and conditions.

Article 8. Transfer of shares

1. All shares shall be freely transferred unless otherwise stipulated by this Charter and law. Shares listed on the Stock Exchange shall be transferred in accordance with the law on securities and securities market.

2. Shares which have not yet been paid in full shall not be transferred and entitled to related benefits such as right to receive dividends, right to receive shares issued to increase shareholding capital from equity or right to purchase new shares offered for sale.

Article 9. Revocation of shares

1. Where a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall provide a notice and has the right to request such shareholder to pay the residual amount together with interest on such amount and expenses arising from failure to pay in full to the Company.

2. The payment notice mentioned above must specify the new time-limit for payment (at least seven (07) days from the date of sending the notice) and place for payment, and the notice must clearly state that the number of shares which have not yet been paid for in full shall be revoked in the case of failure to make payment correctly as requested.

3. The Board of Directors has the right to revoke shares which have not yet been paid for in full and on time in a case where the requirements in the above-mentioned notice have not been fulfilled.

4. Revoked shares shall be deemed to be shares entitled to be offered for sale. The Board of Directors may, by itself or by authorization, sell, re-distribute or resolve such shares to the persons who owned the revoked shares or to other entities on conditions and in the manners the Board of Directors considers appropriate.

5. Shareholders holding revoked shares must waive their status as shareholder with respect to such shares, but must still pay all relevant amounts plus interest in proportion (not exceeding 9% per year) at the time of revocation as decided by the Board of Directors from the date of revocation to the date of payment. The Board of Directors has full powers to decide the enforcement of payment of the total value of shares at the time of revocation.

6. A revocation notice shall be sent to the holders of shares to be revoked prior to the time of revocation. The revocation shall remain valid even if there is any error or negligence during the course of sending the notice.

V. ORGANISATION, MANAGEMENT AND CONTROL STRUCTURE

Article 10. Organisation, management and control structure

The organisation, management and control structure of the Company shall comprise:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of SupervisorsBoard of Supervisors;
4. Chief Executive Officer.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

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

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

a. To attend and give opinions at the General Meeting of Shareholders and exercise their right to vote directly or vie an authorized representative or in another forms permitted by law or the company charter provisions. Each ordinary share has a vote;

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

c. To assign freely shares which have been paid for in full in accordance with this Charter and applicable law;

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

e. To sight, consult or make an extract of information relating to each shareholder in the list of shareholders who are qualified to attend the General Meeting of Shareholders and to request amendment of incorrect information;

f. To consider, search, extract or copy of the charter company, the minutes of the Shareholders' Meeting and the resolutions of the General Meeting of Shareholders;

g. If the Company is dissolved or is bankrupt, to receive a part of the remaining assets in proportion to the number of shares held in the company after the Company has made payment to its creditors and the shareholders holding other classes of shares of the Company in accordance with law;

h. To request the Company to redeem shares in the cases stipulated in the Law on Enterprises;

i. Other rights stipulated in this Charter and by law.

3. Rights of shareholders owning employee preference shares:

a. Shareholders owning employee preference shares (class 1, class 2 or class 3) shall be entitled to interests and have obligations as ordinary shareholders, except for cases provided in clauses (b) and (c) of this Article 11.3.

b. Shareholders owning employee preference shares (class 1, class 2 or class 3) are not allowed to transfer the shares to other persons within a time limit of 1 year, 2 years or 3 years subject to the employee preference share is of class 1, class 2 or class 3 respectively, except for cases the Company redeems the shares in accordance with clause (c) of this Article 11.3.

c. In case shareholders are no longer employees of the Company, the Company shall have the right to redeem, at the issuance price, all employee preference shares owned by such shareholders as at the time of leaving employment. Where the Company exercises its redemption right, the Board of Directors shall have the right to decide on relevant matters on behalf of the Company. If the shareholders fail to perform the transfer to the Company, the Company will carry out the procedures by itself, and notify the shareholders to receive money. At the time of redemption by the Company, such employee preference shares shall be served as treasury shares and the Board of Directors shall have the right to re-allot such shares to the Company's employees with the same incentives, or offer for sale in the market, in accordance with terms, conditions and in the manner that the Board of Directors deems suitable.

4. A shareholder or a group of shareholders holding 5% of the total ordinary shares for a consecutive period of six (06) months or more shall have the following rights:

a. To nominate candidates to the Board of Directors and the Board of Supervisors in accordance with Articles 24.3 and 36.2 of this Charter respectively;

b. To request the Board of Directors for convention of the General Meeting of Shareholders as stipulated in the Law on Enterprises;

c. To inspect and receive a copy or an extract of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;

d. To request the Board of Supervisors to inspect each issue relating to the management and administration of the operation of the Company where it is considered necessary. The request must be made in writing and must contain the full name, permanent address, nationality, number of people's identity card, passport or other lawful personal identification in respect of a shareholder being an individual; and the name, permanent address, nationality, number of establishment decision or number of business registration in respect of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; issues to be inspected and purposes of the inspection; and

e. Other rights stipulated in this Charter.

Article 12. Obligations of shareholders

A shareholder shall have the following obligations:

1. To comply with this Charter and the regulations of the Company; to observe resolutions of the General Meeting of Shareholders and the Board of Directors.

2. To attend the General Meetings of Shareholders and exercise the voting right in the following forms:

- a. Attending and voting directly at the meeting;
- b. Authorizing others to attend and vote at the meeting;
- c. Attending and voting through online meetings, electronic voting or other electronic forms;
- d. Sending votes to the meeting by mail, fax, or email.

3. To pay in full and on time for the shares undertaken to be subscribed.

4. To provide the correct address when registering to subscribe for shares.

5. To fulfill other obligations in accordance with applicable law.

6. To bear personal liability where it performs one of the following acts in any form in the name of the Company:

- a. Breach of the law;
- b. Conducting business and other transactions for the personal benefit of itself or other organizations or individuals;
- c. Premature payment of debts where the Company is likely to be in financial danger.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be organized once (01) per year. The General Meeting of Shareholders must hold an annual meeting within a time-limit of four months from the end of the financial year. Where it's not possible to organize in time limit, the Board of Directors are responsible for asking the business registration office to extend such time-limit, but not beyond 06 months from the end of the financial year.

2. The Board of Directors shall organize the convening of the annual General Meeting of Shareholders and shall choose an appropriate place. The annual General Meeting of Shareholders shall decide the matters stipulated by law and by the Company Charter, especially approval of annual financial statements and estimated budget for the next financial year. Independent auditors may be invited to attend the General Meeting of Shareholders to provide advice on the approval of annual financial statements. In case an auditor's report on annual financial statements of the Corporation contains significant exceptions, the Company may invite representatives of an independent auditing company to attend annual General Meetings of Shareholders if deeming it necessary to do so."

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

a. The Board of Directors considers that it is necessary to do so in the interests of the Company;

b. The annual balance sheet, semi-annual or quarterly reports or the audit report of a financial year reflects the loss of half of the equity in comparison with the amount at the beginning of the same period;

c. The number of members of the Board of Directors, independent members of Independent the Board of Directors, Supervisors is less than the number of members required

by law or the number of members of the Board of Directors is reduced to a third (1/3) in comparison to the number of members regulated in this Charter;

d. A shareholder or a group of shareholders stipulated in Article 11.4 of this Charter requests in writing to convene the General Meeting of Shareholders. Such request must clearly state the reason therefor and the purpose of the meeting, and must be signed by all related shareholders, or such request may be made in multiple copies, each of which must be signed by at least one related shareholder;

e. Upon request of the Board of Supervisors if the Supervisory Board reasonably believes that BOD members or other executives seriously violate their obligations as prescribed in Article 160 of the Law on Enterprises or the Board of Directors acts or intends to act beyond the scope of authority”;

f. Other cases as stipulated by law and the Company Charter.

4. Convening of an extraordinary meeting of the General Meeting of Shareholders

a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within a time-limit of thirty (30) days from the date on which the number of remaining members of the Board of Directors is as stipulated in Clause 3(c) of Article 13 or from the date of receipt of a request stated in Clauses 3(d) and 3(e) of Article 13;

b. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in Clause 4(a) Article 13, within thirty (30) days thereafter, the Board of Supervisors shall, in place of the Board of Directors, convene a meeting of the General Meeting of Shareholders as stipulated the Law on Enterprises. In this case, the chairman of the Board of Directors and members of the Board of Directors must be responsible for the law and must compensate for any loss to the company because they have not convened General Meeting of Shareholders as regulated;

c. Where the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as stipulated in Clause 4(b) Article 13, then within thirty (30) days thereafter, the requesting shareholder or group of shareholders stipulated in clause 3(d) of this article shall, in place of the Board of Directors and the Board of Supervisors, convene a meeting of the General Meeting of Shareholders as stipulated by the Law on Enterprises. Where the Board of Supervisors does not convene the meeting of the General Meeting of Shareholders as regulated, the Board of Supervisors must be responsible for the law and must compensate for any loss to the company.

In this case, shareholder or group of shareholders convening the meeting of General Meeting of Shareholders has the right to request the business registration office to supervise the procedures to convene, conduct and make decision of the meeting of the General Meeting of Shareholders.

Article 14. Rights and duties of the General Meeting of Shareholders

1. General Annual Shareholders Meeting has the right to discuss and approve:

a. Annual business plan of the Company;

b. Annual financial statement;

c. Report of the Board of Directors and the results of operations of the Board and each member of the Board of Directors;

d. The report of the Board of Supervisors on the business results of the company, the results of operations of the Board, Chief Executive Officer;

e. Self-assessment report operating results of the Board of Supervisors and members of each of Supervisors;

f. Level of dividend on each share of each type;

g. Development orientation of the Company.

2. The annual and extraordinary General Meeting of Shareholders shall approve the following matters:

a. Approval of annual financial statements;

b. Rate of dividends paid annually for each class of shares in compliance with the Law on Enterprises and the rights attached to such class of shares. Such rate of dividends must not be higher than the rate proposed by the Board of Directors after consulting the shareholders at the General Meeting of Shareholders;

c. Number of members of the Board of Directors;

d. Selection of auditing company;

e. Election, dismissal, removal and replacement of members of the Board of Directors and of the Board of Supervisors;

f. Total remuneration of the members of the Board of Directors and reports on remuneration of the Board of Directors;

g. Amendment of and addition to the Company Charter;

h. Class of shares and number of newly issued shares for each class of shares, and assignment of shares by founding members within the first three years of the Date of Establishment;

i. Division, separation, consolidation, merger or conversion of the Company;

j. Re-organization and dissolution (liquidation) of the Company and appointment of a liquidator;

k. Inspection of and dealing with breaches by the Board of Directors or the Board of Supervisors which cause loss and damage to the Company and its shareholders;

l. Decision on transactions of selling assets of the Company or its branches or on purchase transactions with a value of 35% or more of the total value of assets of the Company and its branches recorded in the most recent audited financial statements;

m. The Company re-purchases over 10% of one type of issue shares;

n. The company enters into contract, deals with any person stipulated in Article 162.1 of the Law on enterprises with the value equal to or greater than 35% of the total asset value of the company recorded in the latest audited financial statements;

o. Other matters shall be settled under regulations of the Charter and other rules of the Company.

3. A shareholder shall not be entitled to vote in the following cases:

a. Approval of contracts stipulated in Article 14.1 of this Charter when such shareholder or a related person of such shareholder is a party to such contract;

b. Redemption of shares by such shareholder or a related person of such shareholder except where such redemption is implemented on the basis of the ratio of ownership of all

shareholders or such redemption is implemented via order matching or public offer on the Stock Exchange.

4. All resolutions and matters included in the agenda must be discussed and voted at the General Meeting of Shareholders.

Article 15. Authorized representatives

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with law may authorize their representatives to attend. In a case where more than one representative is appointed, then the number of shares and the number of votes authorized to each representative must be specified.

2. The authorization to a representative to attend the General Meeting of Shareholders must be made in writing on the standard form of the Company and must be signed in accordance with the following provision:

a. If an individual shareholder is the principal, the power of attorney must be signed by such shareholder and the person authorized to attend the meeting;

b. If the authorized representative of a shareholding being an organization is the principal, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting;

c. In other cases the power of attorney must be signed by the legal representative of the shareholder and of the person authorized to attend the meeting.

The person authorized to attend the General Meeting of Shareholders must submit the written authorization before entering the meeting room.

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

4. Except for the case stipulated in clause 3 of article 15, the voting slip of the person authorized to attend the meeting within the scope of authorization shall remain effective in any one of the following cases:

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

b. The principal has rescinded the appointment of authorization;

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

This clause shall not apply in a case where the Company receives a notice of one of the above cases prior to the time of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

Article 16. Change of rights

1. The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation is approved by the shareholders holding at least sixty five (65) percent of ordinary shares who are in attendance and concurrently approved by the shareholders holding at least sixty five (65) percent of voting rights of the above class of preference shares. The organization of a meeting of the shareholders holding one class of preference shares to approve the above change of rights

shall be valid if at least two (2) shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be re-organized within a period of thirty (30) days after that and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present directly or via authorized representatives shall be deemed to constitute the number of attendees as required. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via representatives may request a secret ballot. Each share of the same class shall have the equal voting rights at the meeting mentioned above.

2. The procedures for conducting such a separate meeting shall be conducted in the same way as stipulated in Articles 18 and 20 of this Charter.

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

Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in Article 13.4(b) or Article 13.4(c) of this Charter.

2. The convener of the General Meeting of Shareholders shall carry out the following duties:

a. Prepare a list of shareholders qualified to attend and vote at the General Meeting of Shareholders within thirty (30) days before the date the General Meeting of Shareholders is conducted but not sooner than forty five (45) days before the date specified to send out the invitation to General Meeting of Shareholders

b. Deliver information and settle claims relating to the list of shareholders

c. Set up agenda and contents of the meeting

d. Prepare documents of the meeting

e. Draft the resolution of General Meeting of Shareholders based on expected contents of the meetings, list and detailed information of candidates in case electing BOD members and Supervisor Board members

f. Determine the time and location for holding the General Meeting of Shareholders

g. Send the meeting invitation to every shareholder qualified to attend according to this regulation.

h. Other jobs to support the meeting.

3. The notice of a meeting of the General Meeting of Shareholders shall be sent to all shareholders and at the same time shall be published on the information media of the Stock Exchange (applicable to companies listed or registered for trading) and on the website of the Company. Such notice must be sent at least fifteen (15) days prior to the date of the meeting of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox). The agenda of the General Meeting of Shareholders and

documents relating to the matters to be voted at the meeting shall be sent to the shareholders and/or published on the website of the Company. In a case where no document is attached with the notice of the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the website address in order to enable the shareholders to access such documents, including:

- a. Meeting agenda, materials for the meetings.
- b. The list and details of candidates in case of electing members of the Board of Directors and Board of Supervisory.
- c. Votes result;
- d. Power of attorney form;
- e. Drafted resolutions of the General Meeting of Shareholders with respect to each issue included in the meeting agenda;

4. A shareholder or group of shareholders referred to in Article 11.4 of this Charter has the right to propose any matter to be included in the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (3) business days before the opening day of the General Meeting of Shareholders. The proposal must contain full names of the shareholders, number and class of shares held by them, and the items proposed to be included in the agenda.

5. The convenor of the General Meeting of Shareholders has the right to reject any proposal relating to Article 17.4 in the following cases:

- a. The proposal was sent outside the stipulated time-limit or is incomplete, or is not relevant;
- b. At the time of the proposal, the shareholder or group of shareholders does not have at least 5% of the ordinary shares for a consecutive period of six months in accordance with Article 11.4 of this Charter;
- c. The proposed matters do not fall within the authority of the General Meeting of Shareholders for discussion and approval;
- d. Other cases.

6. The Board of Directors must prepare draft resolutions for each matter on the agenda.

7. In a case where all shareholders representing one hundred (100) percent of the voting shares attend the General Meeting of Shareholders directly or via authorized representatives, any decision which is unanimously approved by the General Meeting of Shareholders shall be deemed to be valid even if the General Meeting of Shareholders is not convened in accordance with the sequence and procedures, or the items voted on were not included on the agenda.

Article 18. Conditions for conducting meeting of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the voting shares.

2. When the number of attendees required is insufficient within thirty (30) minutes from the time set to open the meeting, the convenor cancels the meeting. The meeting shall be reconvened within a period of thirty (30) days from the scheduled date for holding the first General Meeting of Shareholders. The General Meeting of Shareholders which is convened for a second time shall be conducted when the number

of attending shareholders and authorized representatives represent at least 33% of the voting shares.

3. When the second General Meeting of Shareholders cannot take place because the number of attendees required is not present within thirty (30) minutes from the time set to open the meeting, the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the scheduled date for holding the second General Meeting of Shareholders. In such a case, the General Meeting of Shareholders shall be conducted irrespective of the number of attending shareholders or authorized representatives, and shall be deemed valid and shall have the right to make decisions on issues which may have been approved at the first General Meeting of Shareholders.

Article 19. Procedures for conducting and voting at General Meeting of Shareholders

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

2. Upon registration of shareholders, the Company shall issue a voting card to each shareholder or authorized representative with voting rights which states registration number, full name of shareholder, full name of authorized representative and number of votes of such shareholder. When conducting voting at the meeting, the voting cards which agree with a resolution shall be collected first, then the voting cards which do not agree, and finally the overall number of votes which agree or do not agree to make a decision. The total number of votes which agree, do not agree and abstentions or which are invalid in respect of each matter shall be announced by the chairman [of a meeting] immediately after voting on such matter. The General Meeting of Shareholders shall elect the persons who shall be responsible to check the votes or to supervise the checking of votes at the request of the chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders on the basis of a request of the chairman but must not exceed the number stipulated by applicable law.

3. Any shareholder who comes to the General Meeting of Shareholders late shall be registered immediately and has the right to attend and vote at the meeting. The chairman is not responsible to delay the meeting so that late shareholders may register, and the effectiveness of any voting which has already been conducted before the late shareholders attended shall not be affected.

4. Shareholders are considered to attend and vote at the General Meeting of Shareholders in one of the following cases:

- a) To attend and vote in person at the meeting;
- b) To authorize another person to attend and vote at the meeting;
- c) To attend and vote via online meeting, electronic voting or another electronic forms;
- d) To send to the meeting the vote form via mail, fax, electronic mail.

5. The chairman of the Board of Directors shall preside over the meetings convened by the Board of Director. In a case where the chairman of the Board of Directors is absent or temporarily incapacitated to work, the remaining members elect one of them to preside the meeting in accordance with the principle of majority; Where none of the members of the Board of Directors is able to preside over the meeting, the head of the Board of Supervisors

shall organize the meeting to elect a person to act as chairman of the meeting and the person with the highest votes shall act as chairman of the meeting.

In other cases, the signatory of convention for General Meeting shall preside over the meeting to elect chairman of the meeting and person with the highest votes to presider the meeting.

6. Chairman is the person who has authority to make decision on the order and procedures or on events arising outside the agenda of the General Meeting of Shareholders. Meeting agenda and content must be approved in the opening session of the General Meeting of Shareholders. The agenda must specify the time for each issue on the agenda.

7. The chairman may adjourn a meeting upon unanimous agreement or request of the General Meeting of Shareholders for which sufficient attendees are present as required.

8. The chairman or secretary of a meeting of the General Meeting of Shareholders may conduct activities required to direct the conduct of the General Meeting of Shareholders in a valid and orderly manner or to enable the meeting to reflect the wishes of the majority of attendees.

9. The Board of Directors may require the shareholders or authorized representatives attending the General Meeting of Shareholders to be checked or subject to security measures which the Board of Directors considers appropriate. Where any shareholder or authorized representative refuses to comply with the inspection rules or the security measures mentioned above, the Board of Directors may, after careful consideration, may reject or expel such shareholder or representative from the General Meeting of Shareholders.

10. The Board of Directors may, after careful consideration, take the measures which it considers appropriate to:

- a. Arrange seats at the venue of a meeting of the General Meeting of Shareholders;
- b. Ensure safety for the persons present at the venue of a meeting;
- c. Facilitate the shareholders to attend (or continue to attend) a meeting.

The Board of Directors has full powers to change the above measures and take all measures if it considers necessary. The measures taken may be the issuance of entry permits or use of other forms of selection.

11. In a case where the Board of Directors takes the above measures, then when determining the venue of the meeting, the Board of Directors may:

- a. Notify that the meeting shall be conducted at the venue stated in the notice and the chairman of the meeting shall be present there (“Official Venue of the Meeting”);
- b. Implement the arrangement and organization so that the shareholders or authorized representatives who are unable to attend the meeting in accordance with this article or the persons who wish to attend at a venue different from the Official Venue of the Meeting can attend the meeting at the same time;

A notice of holding the meeting shall not be required to state the detailed measures for holding it in accordance with this article.

12. In this Charter (unless the context requires otherwise), all shareholders shall be deemed to attend the meeting at the Official Venue of the Meeting. If so consented by the Chairman of the Board of Directors, the shareholders can attend the General Meeting of Shareholders via telephone, or other electronic means provided that such shareholder can listen to the other shareholders attending the meeting and the attending shareholders can listen and understand clearly the opinions of such shareholders. This form of attendance is

considered physical attendance. In this case, the voting shall be conducted in accordance with means of transmission of information.

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

Article 20. Passing of resolutions of the General Meeting of Shareholders

1. The decision of the General Meeting of Shareholders for the following matters must be adopted by voting at the General Meeting of Shareholders:

- a. Annual business plan of the company;
- b. The annual financial statements;
- c. Report of the Board of Directors on the results of management and operation of the Board of Directors and each member of the Board of Directors;
- d. Report of the Board of Supervisors on the business results of the company, the results of operations of the Board of Directors, director or general director;
- e. Election, demission of member of Board of Director, and Board of Supervisors;
- f. Self-assessment reports on operating results of the Board of Supervisors and of each inspector;
- g. The level of dividend for each share of each type;
- h. Amendments and additions to the charter;
- i. Approval of the development orientation of the Company;
- j. Decision on what kind of shares and the total number of shares of each type to be offered;
- k. Investment decisions or sale of assets with a value equal to or greater than 35% of the total value of assets recorded in the latest financial statements of the Company;
- l. Reorganization or dissolution of the Company.

2. The decision of the General Meeting of Shareholders adopted at the meeting when it satisfies the following conditions:

a. Approved by the number of shareholders representing at least 51 % or more of the total votes of the shareholders with voting rights, present in person or through an authorized representative present at the General Meeting of Shareholders;

b. For decisions on the categories of shares and the total number of shares of each type to be offered; amendments and additions to the charter company; reorganization, merger and dissolution of the Company ; investments or sale of assets with a value equal to or greater than 35 % of the total value of assets recorded in the most recent financial statements audited by the Company shall be adopted when at least 65% or more of total votes shareholders with voting rights are present in person or through an authorized representative present at the general meeting of shareholders (in the case of direct meetings) or at least 65 % of the total votes of the shareholders approval voting (for the case of shareholder opinion in writing).

c. Voting to elect members of the Board of Directors and the Board of Supervisors must comply with the cumulative voting methods, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of members is elected by the Board or the Board of Supervisors and shareholders entitled to

devote his total votes for one or several candidates. Elected members of the Board of Directors or Members of Board of Supervisors are determined according to the number of votes counted from high to low, starting candidates with the highest votes until a sufficient number of members specified in the company charter. Where there are 02 or more candidates reach the same number of votes equal to the last member of the Board of Directors or Board of Supervisors re-elected would be conducted among the candidates with equal votes or selection criteria electoral regulations or the company charter.

3. Resolutions passed by General Meetings of Shareholders which is attended by the number of shareholders directly or by authorized persons representing one hundred (100) percent of the total number voting shares shall be lawful and effective even if the order and procedures for convening the meeting and the agenda of the meeting and the procedures for conducting the meeting were not implemented correctly in accordance with regulations.

Article 21. Authority and procedures for collection of written opinions in order to pass resolutions of the General Meeting of Shareholders

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

1. Except for the content or issues which must be approved by the General Meeting of Shareholders by voting at the General Meeting of Shareholders as stipulated in Clause 1 of Article 14 and Clause 1 of Article 20 of this Charter, the Board of Directors has the right to collect comment in writing from shareholders to adopt a decision of the General Meeting of shareholders at any time if deemed necessary in the interests of the company.

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

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

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

b. Purpose of collecting written opinions;

c. Full name, permanent address, nationality, and the number of people's identity card, of the passport or other lawful personal identification in respect of a shareholder being an individual; and the name, permanent address, nationality, number of establishment decision or number of business registration of a shareholder or authorized representative in respect of a shareholder being an organization; the number of shares of each class and number of votes of the shareholder;

d. Issue on which it is necessary to obtain opinions in order to pass a resolution;

e. Voting options, comprising agreement, non-agreement, or abstention with respect to each issue on which it is necessary to obtain opinions;

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

g. Full name and signature of the Chairman of the Board of Directors and of the legal representative of the Company.

4. Any completed written opinion form must bear the signature of a shareholder being an individual, and of the authorized representative or of the legal representative of a shareholder being an organization.

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

Shareholders can send answered opinion paper to the Company via one of the forms: (i) Sending letter: these papers should be in a sealed envelope and no person shall be permitted to open the envelope prior to the vote-counting; (ii) Faxing or sending email. In these cases, papers should be confidential until the vote-counting.

Any completed written form received by the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened and be disclosed in case of faxing, and sending email shall be invalid. Any completed written form that is not send to the Company shall be considered as written form that is not engaging in voting.

5. The Board of Directors shall conduct the vote-counting and shall prepare minutes of the vote- counting in the presence of the Board of Supervisors or of a shareholder not holding a management position in the Company. The minutes of vote-counting shall contain the following basic details:

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

b. Purpose of collection of written opinions and issues on which it is necessary to obtain opinions in order to pass a resolution;

c. Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and including an appendix being a list of the shareholders having participated in the vote;

d. Total number of votes for, against and abstentions on each issue voted on;

e. Resolutions which have been passed;

f. Full name and signature of the Chairman of the Board of Directors, of the legal representative of the Company and of the person who supervised the vote-counting.

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

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

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

8. The decision was adopted in the form of shareholder opinion in writing must be approved by shareholders representing at least 51 % of the total number of shares with voting rights approved and valid as decisions adopted at General meeting of shareholders, except for cases stipulated in point b) of Clause 2 of Article 20 of this charter .

Article 22. Minutes of meeting of General Meetings of Shareholders

1. The minutes of meeting of General Meetings of Shareholders have to be written and may be recorded or stored in other electronic forms. The minutes must be made in Vietnamese or English and must contain the main content as follows:

- a. Name, address of the Head Office, code of the Enterprise;
- b. Time and venue of the General Meeting of Shareholders;
- c. Content and agenda of the Meeting;
- d. Full name of Chairman and Secretary;
- e. Meeting brief and opinions at the General Meeting of Shareholders on each matter set out in the meeting agenda;
- f. The number of shareholders and total number of votes of shareholders attending the meeting, appendix of the registered shareholders list, representatives of shareholders attending the meeting as well as the number of shares and the respective number of votes;
- g. The total amount of votes of each voting issue, clearly stating voting options, the number of valid or invalid votes, “for”, “against” and abstention votes ; the proportion of the number of each type of votes to the total number of votes of attending shareholders;
- h. Issues which have been passed and the proportion of “for” votes;
- i. The signature of chairman and secretary;

The Vietnamese and English versions of meeting minutes have the equal legal validity. In case there are differences between the two versions, the Vietnamese one shall prevail.

2. The Chairman of the General Meeting of Shareholders is responsible for keeping the General Meeting of Shareholders minutes. The minutes of the General Meeting of Shareholders shall be published on the website of the Company within twenty-four (24) hours after the General Meeting of Shareholders ends or sent to all shareholders within fifteen (15) days after the General Meeting of Shareholders ends. The minutes of the General Meeting of Shareholders is considered as evidence of the work conducted at the General Meeting of Shareholders, unless there is objection on the written record made in accordance with the procedures specified within ten (10) days after sending the minutes. . The records, minutes, signature books signed by the shareholders attending the meeting and written authorization form must be kept at the head office of the Company.

Article 23. Demand for cancellation of resolutions of General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of a meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms at the General Meeting of Shareholders, the shareholders, members of the Board of Directors, members of the Board of Supervisors and the executive Director (Chief Executive Officer) have the right to request a court or an arbitrator to consider and cancel a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders do not comply with the provisions of the Law on Enterprise and the Charter of the Company except for cases prescribed in Clause 3 of Article 20 of this Charter.

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

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

VII. BOARD OF DIRECTORS

Article 24. Composition and term of office, self-nomination and nomination of members of Board of Directors

1. Board of Directors has at least five (05) members and a maximum of seven (07) people. The term of the Board is five (05) years. The term of the Board members does not exceed five (05) years; Board members may be re-elected for an unlimited number of terms.

2. The total number of non-executive members of the Board of Directors or the total number of independent members of the Board of Directors must account for at least one-third of the total number of the members of the Board of Directors. The minimum number of non-executive/independent members of the Board of Directors shall be determined by the method of rounding downwards.

3. In case candidates have been defined, their relating information should be included in documents of a General Meeting of Shareholders and be public at least ten (10) days prior the opening day of the General Meeting of Shareholders on website of the Company so that shareholders can find out about them before voting. Candidates for members of Board of Director shall commit in written form in term of honesty, accuracy, and rationality of revealed personal information and commit to complete tasks honestly if elected as a member of the Board of Directors. Information of candidates for member of the Board of Directors shall include:

- a. Full name, date of birth;
- b. Education;
- c. Professional qualification;
- d. Working experience;
- e. Names of companies in which candidates act as member of the Board of Directors and other management titles;
- f. Report on assessment of contributions of candidates to the Company, in case such candidates are members of the Board of Directors of the Company;
- g. Interests related to the Company (if any);
- h. Full names of shareholders or group of shareholders nominating such candidate (if any);
- i. Other information (if any).

4. The shareholders holding voting shares for a consecutive period of at least six (6) months have the right to aggregate the number of voting rights of each shareholder to nominate candidates to the Board of Directors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total number of voting shares shall be entitled to nominate one (1) candidate; from 10% to less than 30% to nominate two (2) candidates;

from 30% to less than 40% to nominate up to three (3) candidates; from 40% to less than 50% to nominate up to four (4) candidates; from 50% to less than 60% to nominate up to five (5) candidates; from 60% to less than 70% to nominate up to six (6) candidates; from 70% to 80% to nominate up to seven (7) candidates; and from 80% to less than 90% to nominate up to eight (8) candidates.

5. Where the number of candidates to the Board of Directors by way of standing for election or nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated by the Company in the Regulation on Corporate Governance. Under such circumstance, the then current members of the Board of Directors will be able to nominate additional candidates who meet the qualification applicable for the members of the Board of Directors in accordance with such Regulations, the Charter and relevant statutory provisions. The Board of Directors will make decision on election of qualified candidates for the General Meeting of Shareholders' appointment on absolute majority.

Article 25. Status of members of the Board of Directors

1. Members of the Board of Directors shall be persons who do not fall into the category of persons prohibited by law and the Charter from being members of the Board of Directors. Members of the Board of Directors may not be shareholders of the Company.

2. The Chairman of the Board of Directors must not concurrently be the Chief Executive Officer.

3. A member of the Board of Directors is not allowed to be concurrently the member of the management board of more than five (5) other companies.

4. A member of the Board of Directors shall not be eligible for being the member of the Board of Directors in the following circumstances:

a. Such member fails to satisfy the criteria and conditions applicable to members of the Board of Directors in accordance with the Law on Enterprises or is prohibited to be the member of the Board of Directors by law;

b. Such member submits the writing resignation to the head office of the Company;

c. Such member is in mental disorder or there is professional evidence proving that such member does not have enough civil ability;

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

e. Such member is dismissed by a decision of the General Meeting of Shareholders;

f. Such member breaches the ethical rules provided by the Company, breaches or does not fulfill obligations of Members under the law or the Charter and the Chairman deems this breach be material; or

g. Other circumstances stipulated in the law, the Charter, regulations on corporate governance of the Company and other regulations of the Company from time to time.

Article 26. Rights and obligations of members of the Board of Directors

In addition to rights and obligations provided by law, the Charter and other provisions of the Company's regulations, members of the Board of Directors shall have the following rights and obligations:

1. Subject to the compliance with obligations of confidentiality and for the best interest of the Company and the shareholders, members of the Board of Directors have the right to demand, and the Chief Executive Officer and senior Managers have responsibility, to provide information, documents on financial situation, business operation of the Company and units of the Company.

2. Members of the Board of Directors shall exercise their rights, obligations and duties in accordance with the Law on Enterprises, the Charter, Regulations on corporate governance of the Company, other internal regulations and perform their delegated duties in an honest and diligent manner in best interests of the shareholders and the Company.

3. Members of the Board of Directors are responsible to attend all meetings of the Board of Directors and clearly provide their opinions on the matters addressed for discussion. A member may authorize another member to attend the meeting. If a member authorizes a person [who is not a member] to attend a meeting, such authorization must be approved by the majority of members of the Board of Directors. If a member of the Board of Directors is absent, he/she must notify in writing to the Chairman's Office.

4. A resolution of the Board of Directors must be performed by all members of the Board of Directors when such resolution has been passed by the Board of Directors by a simple majority (a matter is approved by more than 50% of members of the Board of Directors attending the meeting, or by more than 50% of number of members of the Board of Directors in case of obtaining written opinion). Within 7 working days from the date on which the minutes of meeting of the Board of Directors is passed, or from the date the minutes recording written opinions of members of the Board of Directors is made, the Chairman of the Board of Directors shall, on behalf of the Board of Directors, sign on the decision on matters passed by the Board of Directors.

5. The company may purchase liability insurance for members of the Board of Directors. Such insurance shall not include insurance for liabilities of members of Board of Directors related to the violation of Law and Charter.

Article 27. Powers and duties of Board of Directors

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

2. The Board of Directors is responsible for supervising the Chief Executive Officer and other Managers.

3. The rights and obligations of the Board of Directors are regulated by law and the Company's Charter and decisions of the General Meeting of Shareholders. Specifically, the Board has the following powers and duties:

- a. To make decisions on development production business plans and the annual budget; the annual business plan of the Company.
- b. To define the goals, plans and specific strategies on the basis of orientation adopted by the General Meeting of Shareholders;
- c. To appoint and remove CEO and management staff and determine the salaries of these people;
- d. To make decisions on the structure of the company, internal regulations on corporate governance. Internal regulations on corporate governance shall be formulated by the Board of Directors and submitted by the Board of Directors to the General Meeting of Shareholders for approval;
- e. To settle the complaints of the Company for management staff as well as make decisions on selection of representatives of the Company to resolve the issues related to the legal procedures for such managers;
- f. To make decisions on selling new shares within the number of shares of each class which may be offered for sale, approved by the General Meeting of Shareholders; to make decisions on raising additional fund in other forms;
- g. To make decisions on redemption of shares in accordance with the provisions of Clause 1 of Article 130 of the Law on Enterprise;
- h. To recommend the classes of shares and the total number of shares of each class which may be offered;
- i. To recommend the issuance of convertible bonds and warrants allow holders to buy shares at a predetermined price;
- j. To make decisions on the selling prices of bonds, shares and convertible securities in case the General Meeting of Shareholders authorized;
- k. To make decisions on investment plans and investment projects within the authority and limits stipulated by law;
- l. To make decision on solutions for market expansion, marketing and technology;
- m. To approve contracts for purchase, sale, borrowing, lending and other contracts valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company. This provision shall not apply to contracts and transactions stipulated in Clause 2(d) of Article 135, Clauses 1 and 3 of Article 162 of the Law on Enterprise;
- n. To elect, remove, discharge the Chairman of the Board of Directors; to appoint, remove, sign contracts, terminate contracts with the director or the general director and other key managers of the company as stipulated in the charter of the company; to make decisions on salaries and other benefits of such managers; to appoint authorized representatives to participate in the members' council or the General Meeting of Shareholders of other companies, and to make decisions on the level of remuneration and other benefits of such persons;
- o. To appoint, remove, discharge the representatives of the Company. Above removal must not be contrary to the contractual rights of the removed persons (if any);
- p. To report to the General Meeting of Shareholders for the appointment of Chief Executive Officer of the Board;
- q. To supervise and direct the director or the general director and other managers in their work of conducting the day-to-day business of the company;

r. To approve the agenda and contents of documents for the meetings of the General Meeting of Shareholders, to convene meetings of the General Meeting of Shareholders or to obtain written opinions in order for the General Meeting of Shareholders to pass decisions.

s. To submit annual finalized financial reports to the General Meeting of Shareholders;

t. To recommend the dividend rates to be paid and to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operations;

u. To recommend the re-organization or dissolution of the Company;

v. Other rights and obligations in accordance with the Law on Enterprise and the charter of the Company.

4. The following matters must be approved by the Board of Directors:

a. Establishment of branches or representative offices of the Company;

b. Establishment of subsidiaries of the Company;

c. Within the scope stipulated in Clause 2 of Article 149 of the Law on Enterprise, and unless otherwise stipulated in Clause 3 of Article 162 of the Law on Enterprise to be approved by the General Meeting of Shareholders, the Board of Directors from time to time make decisions on the implementation, amendment and cancellation of the company's major contracts (including contracts for purchase, sale, merger, acquisition and joint-venture);

d. Each year, the Board of Directors shall approve the loan limits; the guarantee limits, mortgage limits and compensation limits to ensure business operating of the company and authorize the Board of Directors to conduct transactions in such limits;

e. Investments not included in the business plans and budgets which exceed 10% of the annual business plan and budget;

f. Borrowing and implementation of mortgages, warranties, guarantees and payment of compensation by the Company;

g. Valuation of assets contributed to the Company which are not in cash relating to the issuance of shares or bonds of the Company, comprising gold, land use rights, intellectual property rights, technology and technological know-how;

h. Purchase or recovery by the Company of no more than ten (10) percent of shares of each class;

i. Decision on purchase price or on recovery of shares of the Company;

j. Business issues or transactions which require approval as decided by the Board of Directors within the scope of its powers and responsibilities.

5. The Board of Directors must make a report to the General Meeting of Shareholders on its activities, in particular the supervision of the Board of Directors in respect of the Chief Executive Officer and other Managers within a financial year. If the Board of Directors fails to submit such report to the General Meeting of Shareholders, the annual financial statements of the Company shall be deemed invalid and not to have been approved by the Board of Directors.

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

7. Members of the Board of Directors (excluding alternate authorized representatives) shall be entitled to remuneration for their work in their capacity as members of the Board of Directors. The total remuneration for the Board of Directors shall

be determined by the General Meeting of Shareholders and shall be distributed to members of the Board of Directors as agreed within the Board of Directors or shall be distributed amongst all members equally if the Board of Directors fails to reach an agreement.

8. The total amount of money paid to each member of the Board of Directors comprising remuneration, expenses, commission, right to purchase shares and other benefits conferred by the Company, its subsidiary companies and affiliated companies and other companies in which a member of the Board of Directors is the capital contribution representative must be disclosed in detail in the annual report of the Company.

9. Any member of the Board of Directors who holds a management position or who works in a sub-committee of the Board of Directors or who performs other work which is, in the opinion of the Board of Directors, beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum wage on each occasion, salary, commission, profit percentage or other form as decided by the Board of Directors.

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

Article 28. Chairman of Board of Directors

1. The Board of Directors must select one of the members of the Board of Directors to elect as Chairman. Unless otherwise decided by the General Meeting of Shareholders, the Chairman of the Board of Directors shall not act concurrently as the Chief Executive Officer of the Company. Approval shall be required at the annual General Meeting of Shareholders for the Chairman of the Board of Directors to act concurrently as the Chief Executive Officer.

2. The Chairman of the Board of Directors shall be responsible to manage all works of the Board of Directors between two meeting sessions; to review and decide on managerial affairs of the Company in accordance with the Charter, internal regulations and applicable law.

3. Where the chairman of the Board of directors resigns or is discharged, the Board shall elect a replacement within ten (10) days of receipt of the resignation or the date of discharge. Where the Chairman of the Board of Directors is absent or is not able to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors in accordance with principles stipulated in the charter of the company. Where no person is authorized, the remaining members shall elect one of the temporary members as the Chairman of the Board of Directors in accordance with the principle of majority.

4. The Chairman of the Board of Directors shall have the following duties and powers:

a. To convene and preside over meetings of the General Meeting of Shareholders and the Board of Directors, including both annual meetings and extraordinary meetings;

b. To ensure the Board of Directors sends annual financial reports, operational reports of the Company, audited reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders;

c. To prepare program, operational schedule of the Board of Directors; to organize the preparation of meeting agenda, contents; to convene and preside over meetings of the Board of Directors to discuss and decide on those matters falling within its authority;

d. Where it is not necessary to convene an extraordinary meeting of the Board of Directors, to decide to obtain written opinions of members of the Board of Directors on those matters within powers of the Board of Directors as set forth in Article 27 above. To approve the form and contents of voting slips;

e. To sign, on behalf of the Board of Directors, resolutions and other documents of the Board of Directors after having obtained approval of a majority of the members of the Board of Directors (which are directly expressed in meeting minutes or resolutions of the meeting or indirectly through obtaining written opinions) on those matters within the authority of the Board of Directors;

f. To assign members of the Board of Directors to exercise the duties of corporate management; To monitor, supervise members of the Board of Directors during exercising corporate management duties; To evaluate performance of each member, subcommittees and councils of the Board of Directors for at least once a year; To confirm with the General Meeting of Shareholders the evaluation results before re-appointment or removal of members of the Board of Directors;

g. To monitor, supervise the implementation of resolutions of the Board of Directors and its subcommittees by the Managers;

h. To make decisions on the following matters provided he/she must notify members of the Board of Directors of such decisions in the upcoming meeting:

(i) To decide on establishment, change or dissolution of assistant bodies of the Board of Directors; to decide to appoint, remove, replace members of such bodies;

(ii) On behalf of the Board of Directors, to sign, amend, supplement or terminate labor contracts with the Managers;

(iii) To decide on nomination, authorization, replacement, removal of persons who manage share capital of the Company in other companies as per recommendation of the Committee for Personnel Policy and Planning; to assign tasks to such individuals and to direct them to protect rights and legitimate interest of the Company in respective companies; to implement methods for preservation and increase of capital invested by the Company into the other companies;

(iv) To decide on matters relating to companies having share capital of the Company in accordance with authorization of the Board of Directors from time to time; and

(v) In respect of projects or package deal of an investment project of the Company which have been approved by the Board of Directors, to decide on tender plan, estimates, bidding documents (including requirements for bids valuation), tender result, contractor approval, cost finalization and other related things; and

i. Other rights and obligations as provided by law, the Charter, and regulations of the Company.

Article 29. Meetings of Board of Directors

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

2. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, and must prepare the agenda, time and venue of a meeting within at least five (5) days before the proposed date of such meeting. The Chairman may convene a meeting at any time considered necessary, but there must be at least one meeting every quarter.

3. Chairman of the Board shall convene extraordinary meetings when deemed necessary in the interests of the Company. In addition, the Chairman of the Board of Directors shall convene a meeting of the Board and shall not delay without good reason, when one of the following subjects have written proposal to present the purpose of the meeting and the issues to be discussed:

- a. Chief Executive Officer or at least five (05) other management personnel;
- b. At least two (02) executive members of the Board of Directors;
- c. Board of Supervisors or independent members.

4. The Board of Directors meetings referred to in Clause 3 of Article 29 must be carried out within a period of seven (7) working days after the request for the meeting. If the chairman of the Board did not accept the proposal to convene a meeting, the Chairman shall be responsible for the damages occurred to the Company; persons who suggest convening the meeting referred to in Clause 3 of Article 29 may themselves convene a meeting of the Board.

5. Where an independent auditor makes a request, the Chairman of the Board of Directors must convene a meeting of the Board of Directors in order to discuss the audit report and the status of the Company.

6. Meetings of the Board of Directors shall be conducted at the registered address of the Company or at another address in Vietnam or abroad as decided by the Chairman of the Board of Directors and as agreed by the Board of Directors.

7. The notice of a meeting of the Board of Directors must be sent to the members of the Board of Directors at least five (5) days before holding the meeting; the members of the Board of Directors may refuse the notice of invitation in writing and such refusal may take retroactive effect. The notice of the meeting of the Board of Directors must be in writing and in Vietnamese, and must provide complete information about the agenda, time and venue of the meeting, accompanied by necessary documents regarding the matters to be discussed and voted on at the meeting of the Board of Directors and voting slips for the members of the Board of Directors who are unable to attend the meeting.

The notice of invitation shall be sent by post, fax, electronic mail or other method guaranteed to reach the address of each member of the Board of Directors as registered with the Company.

8. The meetings of the Board for the first time can only implement their decisions when at least three quarters (3/4) of the members of the Board of Directors are present in person or through a representative (authorized person).

In case there are insufficient participating members as prescribed, the meeting must be reconvened within seven (07) days since after the first planned meeting. The reconvened meeting can only be conducted if more than one half (1/2) of the members of the Board attend.

9. Voting.

a. Except for Clause 9(b) of Article 29, each member of the Board of Directors or authorized person who is present in his or her capacity as an individual at a meeting of the Board of Directors shall have one vote;

b. A member of the Board of Directors shall not be permitted to vote on any contract, transaction or proposal in which such member or any related person of such member has an interest which conflicts or possibly conflicts with the interests of the Company. A member of the Board of Directors shall not be included in the quorum required to be present to hold a meeting of the Board of Directors regarding resolutions on which such member does not have the right to vote;

c. Pursuant to Clause 9(d) of article 29, when an issue arises at a meeting of the Board of Directors relating to the interests of a member of the Board of Directors or relating to the voting right of a member, which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Directors, such issue shall be referred to the chairman of the meeting for decision. The decision of the chairman on such issue shall be final, except where the nature or scope of the interest of the relevant member of the Board of Directors has not been fully announced;

d. Any member of the Board of Directors who benefits from any contract stipulated in Articles 39.5(a) and 39.5(b) of this Charter shall be deemed to have a material interest in such contract.

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

11. The Board of Directors shall pass decisions and issue resolutions on the basis of the consent of the majority of members of the Board of Directors present (more than fifty (50) percent). Where the number of votes for and against is equal, then the vote of the Chairman of the Board of Directors shall be the deciding vote.

12. A meeting of the Board of Directors may be held by way of a conference call between the members of the Board of Directors when all or a number of members are at different places, provided that each attending member is able to:

a. Listen each other member of the Board of Directors expressing their opinions in the meeting;

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

The communication between the members may be implemented directly via telephone or by other means of communication (including the use of such means at the time of approving the Charter or thereafter) or by a combination of such means. The members of the Board of Directors who attend such a meeting shall be deemed physically present at such meeting. The venue of the meeting to be held in accordance with this provision shall be the venue where the group having the largest number of members of the Board of Directors gathers, or shall be the venue where the chairman of the meeting is present if there is no such a group.

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

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

14. The Chairman of the Board of Directors is responsible to deliver the minutes of a meeting of the Board of Directors to the members, and such minutes shall be authentic evidence of the work carried out at such meeting unless there is an objection of the contents of the minutes provided within a time-limit of ten (10) days from the date of delivery. The minutes of the meeting of the Board of Directors must be prepared in Vietnamese and must bear the signatures of all attending members of the Board of Directors or the minutes shall be made into multiple copies and each copy shall bear the signature of at least one (1) attending member of the Board of Directors.

15. The implementation of the decision of the Board of Directors, of the subcommittees of the Board of Directors, or of the person eligible as a member of the subcommittees of the Board of Directors shall be deemed valid even if there may be misconduct in the election and appointment of member of the Board of Directors or the subcommittees of the Board of Directors.

16. Chairman of Board of Directors or the person convening the meeting send the meeting invitations and accompanying documents to the members of Board of Supervisors just as to the members of the Board of Directors.

Members of Board of Supervisors shall have the right to attend meetings of the Board of Directors; have the right to discuss, but not to vote.

17. Members shall attend all meetings of the Board of Directors. Members may authorize another person to attend a meeting if approved by a majority of members of Board of Directors.

Article 30. Subcommittees of the Board of Directors

1. The Board of Directors may establish and authorize the subcommittees from time to time. Currently, these following subcommittees are established and are operating:

- (a) The Committee on Personnel and Salaries;
- (b) The Committee for Development Policy;

2. Members of a subcommittee may include one or more members of the Board of Directors and one or more other person as so decided by the Board of Directors. During their

performance of assigned powers, the subcommittee must abide by decisions of the Board of Directors. Such decisions may be adjusted or allow to admit persons who are not members of the Board of Directors to the above subcommittees, and allow such persons to vote as members of the subcommittees, provided that (a) the number of non-member persons is less than half of members of the subcommittees, (b) resolutions of the subcommittees shall only be valid where the majority of members attending and voting at meetings of the subcommittees are members of the Board of Directors.

3. Specific powers, organization and operation of such subcommittee shall be provided in the regulations provided by the Board of Directors in compliance with this Charter and relevant statutory provisions.

Article 31. Persons in charge of corporate governance

1. The board of directors shall nominate at least one (1) person to be in charge of corporate governance to assist it in corporate governance; His or her term shall be decided by the Board of Directors, and not exceed five (05) years.

2. The person in charge of corporate governance must meet the following criteria:

- a. Be knowledgeable about laws.
- b. Not concurrently work for the independent auditing company performing audits of the company's financial statements.
- c. Other standards as prescribed by laws, this charter and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Person in charge of corporate governance when needed but not in contravention of the current labor legislation.

4. A person in charge of corporate governance has the following rights and obligations:

- a. Advising the Board of Directors on the organization of the General Meeting of Shareholders in compliance with regulations and the related work between the company and shareholders;
- b. Preparing meetings of the Board of Directors, Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c. Providing advice on the proceedings of meetings;
- d. Participating in meetings;
- e. Providing advice on procedures for formulating resolutions of the Board of Directors in accordance with legal regulations;
- f. Providing financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors and Supervisors;
- g. Monitoring and reporting to the Board of Directors on information disclosure of the company;
- h. Ensuring the security of information in accordance with legal regulations and the company's charter;
- i. Other rights and obligations as prescribed by legal regulations and the company's charter.

VIII. CHIEF EXECUTIVE OFFICER, OTHER MANAGERS AND SECRETARY

Article 32. Organizational Structure of the Executive Body

The Company's management system must assure that the executive body shall be responsible to the Board of Directors and is under the leadership of the Board of Directors. The Company has an executive body including (01) Chief Executive Officer, Deputy Chief Executive Officers, one Chief Accountant, divisional managers and managers of group functions and other positions as appointed by the Board of Directors. The appointment, removal or dismissal of the Chief Executive Officer must be implemented by a duly approved resolution of the Board of Directors.

Article 33. Managers

1. At the request of the Chief Executive Officer and upon approval of the Board of Directors, the Company is entitled to recruit managers required with in the quantity and with the quality complying with the managerial structure and practice of the Company as proposed by the Board of Directors from time to time. Managers must be diligent as required for the operations and organization of the Company to achieve the stated objectives.

2. Salary, remuneration, benefits and other terms and conditions provided in the employment contracts of the Senior managerial staff are decided by the Board of Directors based on the proposal of the Chairman and the Committee for Personnel Policy and Planning. The contracts of the Managers and other senior managerial staff will be decided by the Chairman after consulting with the Committee for Personnel Policy and Planning and the Chief Executive Officer.

Article 34. Appointment, removal, duties and powers of the Chief Executive Officer

1. The Board of Directors shall appoint a member of the Board of Directors or another person to be the Chief Executive Officer and shall enter into a contract which specifies the salary, remuneration, benefits and other related terms. The information about salary, allowances and benefits of the Chief Executive Officer and managers must be reported at the annual General Meeting of Shareholders and must be stated in the Annual Financial Statements and Annual Reports of the Company.

2. The Chief Executive Officer is the legal representative of the Company who manages all day-to-day business of the Company in accordance with law, the Company Charter, resolutions and decisions of the Board of Directors, and the directives of the Chairman of the Board of Director.

3. Term of office of the Chief Executive Officer is three (03) years which can be renewed. The appointment may be terminated under the terms and conditions of the labour contract. The Chief Executive Officer must not be a person who is prohibited by law to hold such position.

4. The Chief Executive Officer has the following powers and duties:

a. To fully implement and comply with resolutions of the Board of Directors and of the General Meeting of Shareholders, business plans and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders, to comply with this Charter, the operational regulations of the Company and regulatory provisions;

b. On behalf of the Company, to execute the agreements falling within his/her authority in accordance with this Charter and the Company's regulations, to organise and

manage day-to-day business operation of the Company in accordance with best management practices and for the best interest of the Company and the shareholders;

c. To make recommendations on the number and category of managers the Company needs to recruit for appointment or removal by the Board of Directors for the purpose of conducting good management activities as proposed by the Board of Directors; and to provide advice in order for the Board of Directors to decide salary, remuneration, benefits and other terms of labour contracts of managers;

d. To consult the Board of Directors to make decisions on the number of employees, wage rate, allowances, benefits, appointment and dismissal and other terms relating to their labour contracts;

đ. On the 31st day of December in each year or another time subject to the Board of Directors' discretion from time to time, the Chief Executive Officer must submit a detailed business plan for the next financial year to the Board of Directors for its approval on the basis of satisfying the requirements of appropriate budget and the five-year financial plan;

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

g. To prepare long-term, annual and quarterly estimated budgets of the Company (hereinafter referred to as an estimated budget) to service long-term, annual and quarterly management activities of the Company in accordance with business plans. The annual estimated budget (including the proposed balance sheet, report on business results and cash flow report) for each financial year must be submitted to the Board of Directors for its approval and must contain information as stipulated in the rules of the Company;

h. To carry out other activities in accordance with this Charter, the rules of the Company, resolutions of the Board of Directors, the labour contract of the Chief Executive Officer, and applicable law.

5. The Chief Executive Officer is responsible to the Board of Directors and the General Meeting of Shareholders for implementation of assigned duties and powers, and must report to such authorities if so required. If necessary, the Chairman of the Board of Directors may temporarily suspend the decisions of the Chief Executive Officer to prevent the losses and then must report in writing to the Board of Directors on the same for its official decision of suspension or cancellation of the suspended decision within fifteen (15) days since the date of the temporary suspension;

6. The Board of Directors may remove the Chief Executive Officer upon consent of the majority of the attending members of the Board of Directors with voting rights, and appoint a new Chief Executive Officer for replacement.

Article 35. Company Secretary

The Board of Directors appoints at least one person as Company Secretary to support the Board of Directors and Chairman of the Board of Directors to perform the obligations under their jurisdiction in accordance with law and the charter company. Company secretary has the following rights and obligations:

1. Support the organization convening the General Meeting of Shareholders, Board of Directors; record the meeting minutes;

2. Support the Board of Director members in the implementation of rights and duties assigned to them;

3. Support the Managing Board in the application and implementation of corporate governance principles;

4. Support companies in building relationships and protecting shareholders rights and legitimate interests of shareholders;
5. Support the company in compliance with the obligation to provide information and publicize the information and administrative procedures;
6. The Company Secretary is responsible for keeping information confidential in accordance with law and the charter company.

IX. BOARD OF SUPERVISORS

Article 36. Members of Board of Supervisors

1. The Board of Supervisors of the Company has 03 members. The members of the Board of Supervisors must not be in the accounting and finance department of the Company, a member or employee of the independent audit firm performing audits of financial statements of the Company for the last 3 years. The members of the Board of Supervisors Company must be an accountant or auditor.

The members of the Board of Supervisors must not be related to the members of the Board, CEO and other management staff of the company. The Comptrollers shall elect one of them as head of the Board of Supervisors under majority rule. Board of Supervisors must have more than half of the members permanently residing in Vietnam. Head of the Board of Supervisors must be an accountant or a professional auditor and must work full-time at the company.

Head of Board of Supervisors shall have the following authorities and responsibilities:

- a. Convene meetings of the Board of Supervisors;
- b. Request the BOD, CEO and other management staff to provide related information reported to the Board of Supervisors;
- c. Make and sign the report of the Board of Supervisors after consultation with the Board of Directors to submit to the General Meeting of Shareholders.

2. The shareholders may aggregate the votes of each of them to nominate candidates to the Board of Supervisors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total number of voting shares shall be entitled to nominate one (1) candidate; from ten (10) percent to less than thirty (30) percent to nominate up to two (2) candidates; from thirty (30) percent to less than forty (40) percent to nominate up to three (3) candidates; from forty (40) percent to less than sixty fifty (50) percent to nominate up to four (4) candidates; and from sixty fifty (50) percent to less than sixty (60) percent to nominate up to five (5) candidates.

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

4. Members of the Board of Supervisors shall be elected by the General Meeting of Shareholders; the term of office of the Board of Supervisors shall not exceed five (5) years; and members of the Board of Supervisors may be re-appointed with an unlimited number of terms.

5. A Supervisor shall be removed from office in the following cases:
- a. He or she no longer meets the criteria and eligibility Board of Supervisors as regulated in the Law on Enterprises;
 - b. He or she does not exercise their rights and obligations for six (06) consecutive months except in force majeure circumstances;
 - c. A resignation letter is made and approved;
 - d. Other cases as regulated in this Charter and Laws.

6. A Supervisor shall be dismissed in the following cases:
- a. Failure to fulfill assigned duties;
 - b. Serious or repeated violations of the duties of a member of Board of Supervisors as regulated in Laws on Enterprises and this Charter;
 - c. Issuance of a decision of the General Meeting of shareholders on the dismissal of such Supervisor;
 - d. Other cases as regulated in Laws and this Charter.

Article 37. Board of Supervisors

1. The company must have a Board of Supervisors and the Board of Supervisors has the authority and responsibility as stipulated in Article 165 of the Law on Enterprise and this Charter, mainly the authorities and responsibilities of the following:

- a. To propose the selection of an independent auditing company, fees for auditing and all related matters;
- b. To discuss the nature and scope of auditing with the independent auditor before starting the audit;
- c. To consult independent professional or legal consultants, and to guarantee the involvement of external experts with appropriate professional qualifications and experience in the affairs of the Company when considered necessary;
- d. To inspect annual, semi-annual and quarterly financial statements;
- d. To discuss difficult and outstanding issues discovered from the mid-term or final-term audit results as well as issues which the independent auditor wishes to discuss;
- e. To review letters of the independent auditor and feedbacks from the Company's management body;
- g. To review reports of the Company on the internal control system before the Board of Directors; and
- h. To review the internal inspection results and feedbacks from the management body.
- i. The Board of Supervisors is responsible to shareholders of the company for its supervisory activities;
- j. The Board of Supervisors is responsible to supervise the financial situation of the company, the legality of activities of the members of the Board of Directors, Director (General Director) and other managers, the co-ordination of activities between the Board of Supervisors and the Board of Directors, the Director (General Director) and shareholders.

k. If the Board of Supervisors discovers any breach of law or of the company charter by a member of the Board of Directors, the Director (General Director) or any other manager, the Board of Supervisors must notify the Board of Directors in writing within forty eight (48) hours, requesting the person committing the breach to cease such breach and take measures to remedy any consequences.

1. The Board of Supervisors is responsible to make a report at the general meeting of shareholders according to the provisions of the Law on Enterprises.

m. Other rights and obligations as regulated by laws and this Charter.

2. Subject to the compliance with the confidentiality duties and best interest of the Company, members of the Board of Directors, the executive Director (General Director) and other managers must provide all information and documents relating to the operations of the Company at the request of the Board of Supervisors. The secretary of the Company must ensure that all copies of financial and other information provided to the members of the Board of Directors and copies of minutes of meetings of the Board of Directors are provided to the members of the Board of Supervisors at the same time as they are provided to the Board of Directors.

3. The Board of Supervisors may issue regulations on meetings of the Board of Supervisors and the operational manner of the Board of Supervisors. The Board of Supervisors must meet at least twice each year and the minimum number of members attending the meetings must be two (2).

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

X. DUTIES OF MEMBERS OF BOARD OF DIRECTORS, MEMBERS OF BOARD OF SUPERVISORS, CHIEF EXECUTIVE OFFICER AND OTHER MANAGERS

Article 38. Responsibility to be prudent

Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other Managers are responsible to perform their duties including duties in the capacity as a member of a sub-committee of the Board of Directors in an honest manner in the best interests of the Company and with the degree of prudence which a prudent person must have in order to fill corresponding positions under similar circumstances.

Article 39. Responsibility to be honest and avoidance of conflicts of interest

1. Members of the Board of Directors, Board of Supervisors, Director (General Director) and other managers have to make public their related interests as regulated in Article 159 of the Laws on Enterprises and other Laws;

2. Members of the Board of Directors, members of the Board of Supervisors, the executive Director (General Director) and other managers are not permitted to use business opportunities profitable to the Company for personal purposes; and concurrently are not permitted to use information obtained by virtue of their positions for their personal interests or for the interests of other organizations or individuals.

3. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other managers are obliged to notify the Board of Directors of

any interest which may conflict with the interests of the Company and which they may be entitled to via other economic legal entities, transactions or individuals.

4. Unless otherwise decided by the General Meeting of Shareholders , the Company must not provide loans or sponsor members of the Board of Directors, the Board of Supervisors, Director (General Director), other managers, individuals and organizations related to the above-mentioned members or corporate entities in which these persons have financial interests; unless organizations and companies related to these persons are subsidiaries and affiliated companies of the Company;

5. A contract or transaction between the Company and one or more members of the Board of Directors or of the Board of Supervisors, the Chief Executive Director, other managers or their related persons, or a company, partner, association or organization of which a member of the Board of Directors or of the Board of Supervisors or other managers or their related persons are members or are involved in terms of financial interests shall not be invalid in the following cases:

a. With respect to a contract with a value of less than or equal to 20% (twenty percent) of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction as well as relations and interests of a manager or member of the Board of Directors have been reported to the Board of Directors. At the same time, the Board of Directors permitted to implement such contract or transaction honestly by majority of votes of members of the Board of Directors who do not have any related interest;

b. With respect to a contract with a value of more than twenty (20) percent of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction as well as relations and interests of a manager or member of the Board of Directors have been disclosed to the shareholders who do not have any related interest and have the voting right with respect to such matter, and such shareholders voted in favor of such contract or transaction;

c. Such contract or transaction is considered as fair and reasonable by an independent consultancy organization and in any respect relates to the shareholders of the Company at the time such transaction or contract is permitted to be executed by the Board of Directors or the General Meeting of shareholders.

d. Contracts or transactions between the Company and related persons of the Board of Directors, the Board of Supervisors, other managers who are subsidiaries and affiliated companies of the Company, have the value of less than 35% of the total assets recorded in the latest financial report approved by the Board of Directors;

Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, other managers and their related persons must not use information of the Company which has not yet been permitted to be disclosed, or must not disclose information to others in order to implement related transactions.

Article 40. Responsibilities for loss and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other managers who breach their obligations and responsibilities for honesty and prudence or fail to fulfill their obligations with due diligence and professional capability must be responsible for any loss and damage caused by their breach.

2. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or legal proceeding (including civil and

administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Directors, a manager, an employee or a representative authorized by the Company, or such person acted or is acting at the request of the Company in the capacity as a member of the Board of Directors, a manager, an employee or an authorized representative of the Company, provided that such person acted honestly, prudently and diligently in the best interests or not against the best interests of the Company on the basis of compliance with law and that there is no evidence that such person committed a breach of his/her responsibilities. When implementing the functions, duties or work authorized by the Company, any member of the Board of Directors or of the Board of Supervisors, manager, employee or authorized representative of the Company shall be entitled to compensation paid by the Company when they become a related party in a claim, suit or legal proceeding (excluding legal actions initiated by the Company) in the following cases:

a. They acted honestly, prudently and diligently in the interests of the Company and without conflict with the interests of the Company;

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

3. The expenses for compensation shall comprise expenses arising (including legal fees), judgment expenses, fines and payables actually arising or deemed reasonable when dealing with such cases within the framework permitted by law. The Company may purchase insurance for such persons in order to avoid the above responsibilities for compensation.

XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY

Article 41. Right to investigate books and records

1. A shareholder or group of shareholders as referred to in Article 24.3 and Article 35.2 of this Charter has the right, in person or via an authorized person, to send a written request to inspect the list of shareholders and meeting minutes the General Meeting of Shareholders and to copy or extract such records during business hours at the head office of the Company. A request for inspection made by the authorized representative of a shareholder must be accompanied by a power of attorney of the shareholder represented by such person or a notarized copy of such power of attorney.

2. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other managers have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for the purposes relating to their positions, provided that such information must be kept confidential.

3. The Company must archive this Charter, amendments of and additions to the Charter, the Enterprise Registration Certificate, any rules, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and of the Board of Directors, meeting minutes the General Meeting of Shareholders and of the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents in accordance with law at the head office or another location, provided that the shareholders and the business registration body have been notified of the location where such documents are stored.

4. The Charter of the Company must be published on the website of the Company.

XII. EMPLOYEES AND TRADE UNION

Article 42. Employees and Trade Union

1. The Chief Executive Officer must prepare a plan in order for the Board of Directors to approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and discipline applicable to employees and managers.

2. The Chief Executive Officer (General Director) must prepare a plan in order for the Board of Directors to approve the matters relating to the relationship between the Company and trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the rules of the Company, and applicable law.

XIII. PROFIT DISTRIBUTION

Article 43. Profit Distribution

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

2. In accordance with the Law on Enterprises, the Board of Directors may decide to advance mid- term dividends if it considers that such payment conforms to profitability of the Company.

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

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

5. Where the payment of dividends or other payments relating to one class of shares is made in cash, the Company must make such payment in Vietnamese dong. The payment may be made directly or via banks on the basis of the bank details provided by the shareholders. If the Company makes a bank transfer based on the exact banking details provided by a shareholder but such shareholder does not receive money, the Company shall not be liable for the amount which it transferred to the shareholder entitled to such amount. The payment of dividends in respect of shares listed on the Stock Exchange may be made via a securities company or Vietnam Securities Depository.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall approve a resolution determining a specific date to close the list of shareholders. Based on such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receipt of dividends, interest, profit distribution, receipt of share certificates, notices or other documents.

7. Other matters relating to profit distribution shall be implemented in accordance with laws.

XIV. RELATIONSHIP BETWEEN THE COMPANY AND SUBORDINATE UNITS, SUBSIDIARIES AND AFFILIATES

Article 44. Management of the Company's capital invested in other enterprises

Capital in other enterprises invested by the Company shall include:

- a. Cash, value of land use rights or land rent, and value of tangible or intangible assets owned by the Company and used for making investment or capital contribution in other enterprises by the Company;
- b. Loan capital of the Company for investment; and
- c. Capital mobilized from other legitimate funds as permitted by law.

Article 45. Rights and obligations of the Company in management of the capital invested in other enterprises

In line with the authority provided hereunder, rights and obligations of the Company in relation to the management of capital invested in other enterprises shall be conducted by the Board of Directors and shall include, but not limited to, the following:

- a. To prepare and approve plans and strategies for investment in and divestment from other enterprises; to proactively arrange equity for investment in accordance with the investment orientation and strategy of the Company;
- b. To make decision on investment, making capital contribution, monitoring and supervising of investment capital, divestment; increase and decrease in the investment capital and capital contribution in accordance with relevant laws and the Charter of the enterprises invested by the Company;
- c. Where applicable, to decide:
 - (i) to nominate, replace and dismiss the authorized representatives, or the capital contribution representatives of the Company; to nominate such persons to sit on the Board of Directors, Members' Council, Executive Committee, Board of Supervisors in accordance with the Charter of the Company and relevant law of Vietnam and in foreign countries;
 - (ii) on reward, discipline, and duty allowance with respect to the capital contribution representatives of the Company who sit on the Board of Directors, Members' Council, Executive Committee and Board of Supervisors of the related companies; and
 - (iii) on salary, bonus and other benefits of the capital contribution representatives for the tasks performed in relevant companies, except for cases such persons have been entitled to the remunerations from the companies invested by the Company in accordance with the law, unless otherwise decided by the Board of Directors of the Company.
- d. To assign duties to the capital contribution representatives of the Company in other companies, and to supervise the implementation of such duties and other requests by these representatives, and in particular:
 - (i) To finish the goals and duties assigned by the Company
 - (ii) To periodically or extraordinarily report on financial situation, business outcome and other matters of the related companies;
 - (iii) To report on the critical matters of the related companies in order to seek directive instructions before voting;
 - (iv) To report on the use of shares, capital contribution, market, technical secrets in order to facilitate the development orientation and the goals of the Company; and
 - (v) To carry out other duties or policies so required by the Company from time to time.

- e. To provide the moderation and guidance in order for the Subsidiaries and the Controlled Companies to be able to closely cooperate in their activities and business operations in consistence with the orientation and strategy of the Company; to establish sustainable, logical and reasonable relationships amongst the members of the Company;
- f. To handle recommendations of the capital contribution representatives of the Company in other enterprises;
- g. To supervise and monitor the use of the Company's capital contribution in other enterprises and to be responsible for the efficiency of the use of such capital contribution; To apply measures for protection and development of investment capital; To be entitled to dividend and to bear the risks arising from the capital contribution in other enterprises. The Company shall decide to use the gained capital together with distributed dividends in order to facilitate the business goals of the Company in line with the plans and strategy of the Company; and
- h. To monitor and supervise activities of the representatives, to alert mistakes and flaws of the representatives in order to promptly prevent and correct the same;
- i. To carry out other rights and obligations provided by the General Meeting of Shareholders or by law.

Article 46. Qualification and conditions applicable to the Capital Contribution Representative of the Company in other enterprises

1. The Capital Contribution Representatives of the Company in other enterprises must fully meet the following qualifications and conditions:

- a. To have professional capacity, knowledge and necessary skills so required by the enterprises invested by the Company;
- b. To have good health condition and have good ethics;
- c. To have understanding of laws and to consciously abide by the law; and
- d. Other conditions so required by the Company and the law from time to time;

2. The Capital Contribution Representatives those being the candidates for the management positions in the enterprises invested by the Company must fully have qualifications and conditions provided by laws and such enterprises' Charters.

Article 47. Rights and obligations of the Capital Contribution Representative of the Company in other enterprises

In addition to such rights and obligations provided in this Charter and other relevant legal documents, the Capital Contribution Representatives of the Company in other companies and enterprises shall have the following rights and obligations:

- a. To represent the Company to fully conduct the powers and duties of the Company as a shareholder, capital contributing member, and a joint venture party in the enterprises that the Company has share capital;
- b. To stand for election or nominate the Company's employees for the management system of the enterprises invested by the Company in accordance with such enterprises' charters and the Company's directives;

- c. To periodically report to the Company on the implementation status of the business operation plan, the business outcome of the Subsidiaries and the Affiliates, and efficiency of the capital contribution owned by the Company; and to extraordinarily report to the Company where there is any material adverse to the business operation of the Subsidiaries, Affiliates or where there is any high value transaction of the Subsidiaries or Affiliate which requires the consent of shareholders or members of the management board (in case the Company is able to appoint members of the management board) of such companies;
- d. In case any capital contribution representative does not carry out the mandatory reports, or take advantage on his/her capital contribution representation, or misconduct causing damages to the Company, [such representative] must be liable to compensate for the Company and must bear other legal liabilities in accordance with law;
- e. To consult with the Board of Directors of the Company prior to voting in general meeting of shareholders or meetings of members' council of the companies invested by the Company with respect to critical matters including (but not limited to) development strategy, long-term and annual business plan, key personnel; amendment or supplement to the Charter; increase or decrease in charter capital; dividend distribution; disposal of assets; capital mobilization with high value required the votes of shareholders or capital contributing members. In case there are several persons jointly representing the Company to sit in management board or members' council of the enterprises invested by the Company, the key person in charge shall conduct a discussion amongst such representatives to reach a joint opinion and seek for opinions with respect to the critical matters of the enterprises invested by the Company before voting; and
- f. To be responsible to the Board of Directors of the Company for the efficiency of the capital contribution of the Company in the enterprises they represent and for other duties assigned by the Board of Directors from time to time.

XV. BANK ACCOUNTS, RESERVE FUND, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 48. Bank accounts

1. The Company shall open bank accounts at Vietnamese banks or foreign banks authorized to operate in Vietnam.

2. In necessary cases, the Company may open an offshore bank account in accordance with law with prior approval of the competent body.

3. The Company shall make all payments and conduct all accounting transactions via its Vietnamese Dong or foreign currency accounts at the banks where it opens such accounts.

Article 49. Financial year

The financial year of the Company shall commence from the first day of January each year and shall end on the 31st day of December each year.

Article 50. Accounting regime

1. The accounting regime used by the Company shall be Vietnamese Accounting System (VAS) or another accounting regime approved by the Ministry of Finance and subject to the consent of the Board of Directors.

2. The Company shall prepare accounting books in Vietnamese. The Company shall store the accounting records in accordance with the form of business activities conducted by the Company. Such records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.

3. The Company shall use Vietnamese dong (or freely convertible foreign currency if approved by the competent State body) as the currency in accounting.

XVI. ANNUAL REPORTS, RESPONSIBILITIES FOR DISCLOSURE OF INFORMATION AND PUBLIC ANNOUNCEMENT

Article 51. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial reports in accordance with the law and regulations of the State Securities Commission. The report must be audited in accordance with the provisions of Article 52 of this Charter, and within the time limit prescribed by law, it must submit annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State securities Commission, Stock exchanges (for listed companies) and business registration agencies.

2. Annual financial statements must contain a report on the results of business activities which reflects the profit and loss of the Company in a financial year in a truthful and objective manner, a balance sheet which reflects truthfully and objectively the operational situation of the Company as at the time of preparing the statements, a cash flow report and explanatory notes to the financial statements.

3. The Company must formulate and publish semi-annual and quarterly reports in accordance with regulations of the State Securities Commission and the Stock Exchange (in a case of a listed company) and submit them to the relevant tax office and the business registration body in accordance with the Law on Enterprises.

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

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

Article 52. Annual reports

The Company must prepare and publish its annual reports in accordance with the law on securities and securities market.

XVII. AUDITING THE COMPANY

Article 53. Auditing

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or shall approve the list of independent auditing companies and authorize the Board of Directors to decide to select one of such companies to conduct the auditing of the Company for the next financial year on the basis of the terms and conditions as agreed with the Board of Directors. The Company must prepare and send the annual financial statements to the independent auditing company after the end of a financial year.

2. Independent auditing Company verify and report on the annual financial statements reflect the Company's revenues and expenses, the audit report and submit that

report to the Board of Directors within two (02) months from the closing date of the fiscal year.

3. A copy of the audit report must be sent with the annual financial statements of the Company.

4. The auditors who audit the Company shall be permitted to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive other notices and information relating to the General Meeting of Shareholders which the shareholders are entitled to receive, and shall be entitled to express their opinions about issues relating to the auditing.

XVIII. SEAL

Article 54. Seal

1. Board of Directors decides on the amount, form and content of the seal of the Company. The Company shall notify the seal sample with business registration and seal engraved as regulated by law.

2. Board of Directors and CEO use the seal in accordance with current law.

XIX. TERMINATION OF OPERATION AND LIQUIDATION

Article 55. Termination of operation

1. The Company may be dissolved or terminated in the following cases:
 - a. The duration of operation of the Company expires, including the extended terms;
 - b. The Company is declared bankrupt by a court in accordance with the applicable law;
 - c. The Company is early dissolved as decided by the General Meeting of Shareholders;
 - d. The Company's Certificate of business registration is revoked;
 - e. Other cases as stipulated by law.

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

Article 56. Extension of duration of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within a time-limit of at least seven (7) months prior to expiry of the duration of operation in order to enable the shareholders to vote on the extension of duration of operation of the Company at the request of the Board of Directors.

2. The duration of operation shall be extended when it is approved by sixty five (65) percent or more of the total votes of shareholders with voting rights who are present in person or via their authorized representatives at the General Meeting of Shareholders.

Article 57. Liquidation

1. At least six (6) months prior to expiry of the duration of operation of the Company or after a decision on dissolution of the Company is made, the Board of Directors must establish a liquidation committee consisting of three (3) members, in which two (2)

members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of Directors from an independent auditing company. The liquidation committee shall prepare its operational regulations. The members of the liquidation committee may be selected from the employees of the Company or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.

2. The liquidation committee is responsible to report its date of establishment and date of commencement of operation to the business registration authority. From such point of time, the liquidation committee shall represent the Company in all work relating to the liquidation before a court and administrative authorities.

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

- a. Expenses for liquidation;
- b. Wages and insurance costs for employees;
- c. Taxes and other items paid to the State;
- d. Loans (if any);
- d. Other indebtedness of the Company;
- e. Residual upon payment of the debts stated in (a) to (d) above shall be distributed to shareholders. The payment of preference shares shall be given priority.

XX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal dispute resolution

1. Where a dispute or a claim relating to the operation of the Company or to the rights and obligations of shareholders stated in the Charter of the Company, the Law on Enterprises, other laws or administrative regulations between:

- a. A shareholder and the Company;
- b. A shareholder and the Board of Directors, the Board of Supervisors, the Chief Executive Officer or a senior manager,

The related parties shall attempt to resolve such dispute by way of negotiation and mediation. Except where such dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over resolution of the dispute and shall require each party to present the real factors relating to the dispute within 10 business days from the date of the dispute arising. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may require Board of Supervisors to appoint an independent expert to act as arbitrator during the course of dispute resolution.

2. If a decision on reconciliation is not made within six (6) weeks from the beginning of the mediation process or if the decision of the intermediary is not accepted by the parties, then any party may refer such dispute to economic arbitration or to the economic court.

3. The parties shall bear their own costs relating to procedures for negotiation and mediation. The payment of court expenses shall be made in accordance with the judgment of the Court.

XXI. SUPPLEMENT AND AMENDMENT TO THE CHARTER

Article 59. Supplement and amendment to the Charter

1. Any addition to an amendment of this Charter must be considered and decided by the General Meeting of Shareholders.

2. Where any provision of law relating to the operation of the Company has not been mentioned in this Charter or where any new provision of law is different from the terms of this Charter, such provision of law shall automatically apply, and shall govern the operation of the Company.

XXII. EFFECTIVE DATE

Article 60. Effective date

1. This Charter includes 22 chapters 60 articles unanimously approved on ____ ____ in 2018 in Hanoi by the General Shareholders Meeting of FPT Corporation, of which it approved the validity in full text of this Charter.

2. This Charter is made in ten (10) copies, each with the same validity, of which:

a. One (1) copy shall be submitted to the local State Notary Public;

b. Five (5) copies shall be registered with the local authority in accordance with regulations of the People's Committee of the City or Province;

c. Four (4) copies shall be kept at the head office of the Company.

3. This Charter shall be the sole and official Charter of the Company.

4. Copies or extracts of the Charter of the Company shall be valid when they bear the signature of the Chairman of the Board of Directors or the signatures of at least half (1/2) of the total number of members of the Board of Directors.

Signatures of the members of the Board of Directors:

1. Full name: TRUONG GIA BINH Signature _____

2. Full name: BUI QUANG NGOC Signature _____

3. Full name: DO CAO BAO Signature _____

4. Full name: LE SONG LAI Signature _____

5. Full name: HAMAGUCHI TOMOKAZU Signature _____

6. Full name: DAN E KHOO Signature _____

7. Full name: JEAN CHARLES BELLIOL Signature _____

SCHEDULE 01
DETAILS OF CHARTER CAPITAL OF THE COMPANY
SINCE THE DATE OF INCORPORATION UP TO DATE AND SHAREHOLDING
PERCENTAGE OF FOUNDING SHAREHOLDERS AT THE INCORPORATION OF
THE COMPANY

1. Details of the Company's Charter Capital

No.	Month	Charter Capital (VND)	Notes
1	04/2002	20,000,000,000	Capitalization
2	04/2003	30,000,000,000	Increase in capital due to the business outcome of 2002
3	10/2003	150,000,000,000	Issuance of new shares
4	05/2004	189,752,500,000	Increase in capital due to the business outcome of 2003
5	01/2005	263,252,500,000	Issuance of new shares
6	08/2005	362,084,900,000	Increase in capital due to the business outcome of 2004
7	06/2006	547,292,000,000	Increase in capital due to the business outcome of 2005
8	10/2006	608,102,300,000	Increase in capital due to the sale of shares to the strategic investors in 2006
9	06/2007	912,153,440,000	Increase in capital due to the business outcome of 2006 through the payment of dividends by shares with the ratio of 2:1
10	08/2007	923,525,790,000	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2006 and issuance of preference shares for employees
11	06/2008	941,606,160,000	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2007 and issuance of preference shares for employees
12	11/2008	1,411,620,740,000	Increase in capital by way of issuance of bonus shares for existing shareholders from the capital surplus fund with the ratio of 2:1

No.	Month	Charter Capital (VND)	Notes
13	07/2009	1,438,319,670,000	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2008 and issuance of preference shares for employees
14	05/2010	1,916,659,080,000	Increase in capital due to the business outcome in 2009 and by way of payment of dividends by shares with the ratio of 3:1
15	06/2010	1,934,805,170,000	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2009 and issuance of preference shares for employees
16	08/2011	2,133,110,660,000	Increase in capital by way of issuance of shares of FPT Corporation to execute shares swap amongst existing shareholders of FPT Information System Joint Stock Company (“Cong Ty Co Phan He Thong Thong Tin FPT” in Vietnamese), FPT Software Joint Stock Company (“Cong Ty Co Phan Phan Mem FPT” in Vietnamese), and FPT Trading Joint Stock Company (“Cong Ty Co Phan Thuong Mai FPT” in Vietnamese) for the purpose of reorganization of the Group. ¹
17	09/2011	2,160,826,760,000	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2010
18	05/2012	2,700,859,340,000	Increase in capital due to the business outcome of 2011 and payment of dividends by shares with the ratio of 4:1
19	06/2012	2,738,488,330,000	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2011 and issuance of preference shares for employees
20	06/2013	2,752,017,550,000	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2012
21	05/2014	3,439,766,000,000	Increase in capital due to the business outcome of 2013 and payment of dividends by shares

No.	Month	Charter Capital (VND)	Notes
			with the ratio of 4:1
22	04/2015	3,456,959,170,000	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2014
23	06/2015	3,975,316,400,000	Increase in capital due to the business outcome of 2014 and payment of dividends by shares with the ratio of 15%
24	04/2016	3.995.184.690.000	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2015
25	06/2016	4.594.266.840.000	Increase in capital due to the business outcome of 2015 and payment of dividends by shares with the ratio of 15%
26	04/2017	4.617.230.540.000	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2016
27	06/2017	5.309.611.050.000	Increase in capital due to the business outcome of 2016 and payment of dividends by shares with the ratio of 15%

2. Shareholding of the Founding Shareholders at the Incorporation of the Company

No.	Name	Address	Shares	Face Value (VND)	Shareholding (%)
1	The Ministry of Finance, having its authorized person representing the state owned capital: Truong Gia Binh	-	102,000	10,200,000,000	51%
2	Le Quang Tien	P11-K2B FPT's Collective Zone, Cong Vi Ward, Ba Dinh District, Hanoi	4,508	450,800,000	2.25%
3	Bui Quang Ngoc	63B, Lang Ha Ward, Ba Dinh District, Hanoi	3,594	359,400,000	1.80%
4	Phan Ngo Tong Hung	No. 10 Dang Tat street, Quan Thanh Ward, Ba Dinh	2,764	276,400,000	1.38%

No.	Name	Address	Shares	Face Value (VND)	Shareholding (%)
		District, Hanoi			
5	Hoang Minh Chau	101 Bis Vo Van Tan street, No. 6 Ward, No. 3 District, HCM City	2,757	275,700,000	1.38%
6	Truong Thi Thanh Thanh	150/29-31 Tran Quang Khai street, No. 5 Ward, No. 5 District, HCM City	2,134	213,400,000	1.07%
7	Do Cao Bao	P25-K1, FPT's Collective zone, Cong Vi Ward, Ba Dinh District, P. Cống Vị, Hanoi	2,744	274,400,000	1.37%
8	Nguyen Thanh Nam	48 Lien Tri, Tran Hung Dao Ward, Hoan Kiem District, Hanoi	2,744	274,400,000	1.37%
9	Nguyen Diep Tung	B1, TT Lazer, O Cho Dua Ward, Dong Da District, Hanoi	1,689	168,900,000	0.84%
10	628 other employees	-	75,066	7,506,600,000	37.53%

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