

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

CHARTER

FIINGROUP JOINT STOCK COMPANY

Hanoi, 23 April 2020

TABLE OF CONTENTS

CHAPTER I	6
GENERAL PROVISIONS	6
Article 1: Definitions.....	6
Article 2. Scope of liabilities.....	6
Article 3. Company's type, name, head office,	6
Article 4. Business scope	7
Article 5. Rights And Obligations Of The Company	8
Article 6. Legal Representative	8
Article 7. Charter capital, Shares.....	9
Article 8. Types of shares	9
Article 9. Share	10
Article 10. Shares acquisition.....	10
Article 11. Offering and transferring stocks	11
Article 12. Revoking the Share.....	12
Article 13. Shareholder registry book	13
CHAPTER II	14
MANAGEMENT ORGANIZATION STRUCTURE	14
Article 14. Management Organization Structure	14
Article 15. Company's shareholders	14
Article 16. Shareholders' rights	14
Article 17. Obligations of Common Shareholders	15
Article 18. Company's shareholders	17
Article 19. Shareholders' General Meeting	21
Article 20. Rights and Duties of Shareholders' General Meeting	22
Article 21. Authorized representatives	22
Article 22. Convening Shareholders' General Meeting, agenda and meeting's contents	23
Article 23. Adopting the decision of the Shareholders' General Meeting.....	25
Article 24. Competence and procedures for opinion gathering in writing to adopt the decision of the Shareholders' General Meeting.....	26
Article 25: Minutes of the Shareholders' General Meeting.....	27
Article 27. The Board of Directors	28
Article 28. Chairperson of the Board	29
Article 29. Board of Directors meetings.....	29
Article 30. Rights to get information of BOD members	31
Article 31. Chief Executive Officer.....	31
Article 32. Deputy Managing Director	31
Article 33. Chief Accountant.....	32
Article 34. Assistance apparatus.....	32
Article 35. Dependent unit	32
Article 36. Board of Supervisors.....	32
Article 37. Rights and obligations of the Board of Supervisors.....	32
Article 38. Rights and obligations of the Head of the Board of Supervisors	33
Article 39. Board of Supervisors has rights to get information	33
Article 40. Prudent responsibilities of the Board of Directors, Chief Executive Officer and other managers.....	33
Article 41. Honest responsibilities and avoidance of conflicts of interest.....	33
Article 42. Responsible for damage and compensation.....	34
Article 43. Remuneration, salary and other benefits of members of Board of Directors, Chief Executive Officer	34
Article 44. Publicity relevant interests	35
Article 45. Remunerations and other benefits of the members of Board of Supervisors	35
CHAPTER III	36
EMPLOYEES	36
Article 46. Employee Recruitment.....	36
Article 47. Rights and obligations of the employees	36
Article 48. Labor Regulations	36
Article 49. Labor union activities and other unions.....	36

CHAPTER IV	37
PROFIT DISTRIBUTION	37
Article 50. Dividend Payment	37
Article 51. Revoking payment for redeemed shares or dividends.....	37
CHAPTER V	38
FINANCE, ACCOUNTING	38
Article 52. Bank Account	38
Article 55. Fiscal year	38
Article 54. Provision of Funds.....	38
Article 55. Accounting System.....	38
CHAPTER VI	38
SEAL 38	
Article 56. Seal	38
CHAPTER VII	39
COMPANY DISSOLUTION AND BANKRUPTCY	39
Article 57. Dissolution	39
Article 58. Bankruptcy	40
CHAPTER VIII	41
OTHER PROVISIONS	41
Article 59. Internal dispute resolution	41
Article 60. Charter amendment and supplementation.....	41
Article 61. Effective Date.....	41

Today, 23rd April, 2020, consist of the following persons:

No.	Full name of founders	Birth date (dd/mm/yyyy)	Sex	Nationality	Ethnic group	Resident Address	Current Address	Number of ID, date of issue
1	2	3	4	5	6	7	8	9
1	NGUYEN QUANG THUAN		Male	Vietnam	Kinh			
2	TRAN TRONG HOAN		Male	Vietnam	Kinh			
3	NGUYEN HUU HIEU		Male	Vietnam	Kinh			
4	BOLAT DUISENOV		Male	Kazakhstan				
5	QUICK Corp.							
	Represented by Mr. Chiharu Kawai		Male	Japan				

6	NIKKEI INC.			Japan				
	Represented by Mr. Yoichi Iwamoto		Male	Japan				
7	Viaduct Holdings Limited		Male	Vietnam				
	Mr. Marco Breu		Male	Switzerland				
8	MẠC QUANG HUY		Male	Vietnam	Kinh			
9	TRUONG THI MINH TRANG		Female	Vietnam	Kinh			
10	VU THI HOAN		Female	Vietnam	Kinh			

All together agreed and signed below to approve the Amended Charter of FIINGROUP JOINT STOCK COMPANY (hereinafter referred to as “Company”). The Company operates under the law of Vietnam and this Charter, with the following Chapters, Articles, and Items:

CHAPTER I GENERAL PROVISIONS

Article 1: Definitions

- 1.1. Unless otherwise defined by the context, the following terms will have the meanings below:
- a. **"Board of Directors"** is the company's Board of Directors
 - b. **"Business Location"** refers to Vietnam and overseas.
 - c. **"Chartered capital"** is the capital contributed by all shareholders and regulated at Article 5 of this charter
 - d. **"Enterprise Law"** is referred to Enterprise Law No. 68/2014/QH13 passed on 26 November 2014 by the National Assembly of Vietnam.
 - e. **"Foundation Day"** is the date when the enterprise is granted the Business Registration License.
 - f. **"Law"** means all legal documents issued under the law of issuing legal documents.
 - g. **"Management officers"** are known as Chief Executive Officer, Deputy Managing Director, Chief accountant, and other managing posts approved by board of directors of the company.
 - h. **"Related Persons"** refers to any individual or organization defined in Article 4, Clause 17 of the Enterprise Law.
 - i. **"Shareholder"** is any person, company or institution whose names are written in Shareholder registration book of the company as the holder of company's stocks.
 - j. **"Vietnam"** refers to the Socialist Republic of Vietnam.
 - k. **"Shareholders' General Meeting"** refers to the company's shareholders' general meeting.
 - l. **"Warrant"** is a security that is included in bond or preferred share issue, gives the holder the right to purchase a fixed amount of common shares from the issuer at a specific price within a certain time frame.
 - m. **"Chief Executive Officer"** is the company's Chief Executive Officer
 - n. **"Working day"** means the company's normal working days (excluding weekend, holiday, national holidays under the law).
 - o. **"Board of Supervisors"** is the company's Board of Supervisors.
 - p. **"Voting preferred share"** means shares which have more votes than the common shares.
 - q. **"Dividend preferred share"** is a share which has a higher claim on dividend than common share or higher than the annual fixed dividend. Annual dividend includes fixed dividend and bonus dividend. Fixed dividend does not depend on the company's performance. The fixed dividend and method of deciding bonus dividend is stated in dividend preferred share.
 - r. **"Reimbursed preferred share"** is a share which will be refunded by the company any time under request of the holder or under conditions stated in the face of refundable preferred share.
- 1.2. In this Charter, any reference to any article, point, or document shall include its revision, amendment, or replacement.
- 1.3. Headings are used for reference only and do not affect the meaning of this Charter.
- 1.4. The words and phrases as defined in the Enterprise Law shall have similar meanings in this Charter (as long as they do not conflict with the subject and context of this Charter).

Article 2. Scope of liabilities

Each founding shareholder and other shareholders of the Company shall be liable for debts and other asset obligations of the Company to the extent of their contributed capital.

Article 3. Company's type, name, head office,

- 3.1. The Company is organized as a Joint Stock Company, has legal entity, and operates under the Enterprise Law and other legal regulations of the Socialist Republic of Vietnam.
- 3.2. Company's name:

- a. In Vietnamese: **CÔNG TY CỔ PHẦN FIINGROUP**
- b. In English : **FIINGROUP JOINT STOCK COMPANY**
- c. Short name: **FIINGROUP JSC**
- 3.3. Company's registered head office:
- a. Address: 10th Floor, Peaview Tower, 36 Hoang Cau Street, O Cho Dua Ward, Dong Da District, Hanoi, Vietnam
- b. Telephone: 024.35626962
- c. Fax: 024.35625055
- 3.4. Branches and representative offices of the company:
- a. The Company's branch in Ho Chi Minh City is located at 3rd Floor, Profomilk Plaza Bldg, 51-53 Vo Van Tan, Ward 6, District 3, Ho Chi Minh, Vietnam
- Branch Name in Vietnamese: CONG TY CO PHAN FIINGROUP – CHI NHANH THANH PHO HO CHI MINH
 - Branch Name in English: FIINGROUP JOINT STOCK COMPANY - HO CHI MINH CITY BRANCH
 - Branch Name Abbreviation: FIINGROUP JSC - HCMC
- b. The company may establish a representative office or establish other branches in the country and abroad when required and must comply with the provisions of law.

Article 4. Business scope

- 4.1. The business activities of the company are:

Order	Activities	Code of activities
1.	Market research and public opinion polls Details: market research services, finding and providing market information (except information prohibited by law and investigation services);	7320
2.	News services which has not yet classified into any specific business group Details: Services provided economic information, market information (except information prohibited by law and investigation services);	6329
3.	Management consultancy activities Details: Investment consulting, business management consultant, business governance and business strategic management (not including legal, financial, accounting, tax and audit advisory services)	7020
4.	Data processing, hosting and related activities Details: data processing services, news portals, domain leasing;	6311
5.	Information portals Details: Collection, management, provision and use of information on electronic information in economics, finance and stock market	6312
6.	Introducing and promoting trade	8230
7.	Agents, brokers, auction	4610
8.	Wholesale computers, peripherals and software	4651
9.	(For these business conditions, business activities only when they satisfy the business conditions as prescribed by law)	<i>Lines not match the economic system of Vietnam</i>

10.	Credit Rating Services	<i>Decision No. 02 / GCD- DVXHTN issued by the Ministry of Finance on 20/3/2020</i>
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4.2. The scope of business and operations:

- a. The Board of Directors of the Company decided to set up or close branches and representative offices of the Company.
- b. The company is allowed to plan and conduct all business activities as specified in the Business Registration License and this Charter in accordance with the provisions of law and uses appropriate measures to achieve objective(s) of the Company.
- c. The Company may conduct other business forms in accordance with the provisions of law and the Charter in order to achieve the best performance for the Company.

Article 5. Rights And Obligations Of The Company

5.1. Rights of the Company:

- a. The company self-controls its business; actively selects its business lines, location, business and investment forms, takes initiative to expand business scope and activities; is encouraged, preferred and provided favorable conditions by the State to take part in production and supply of products and public services.
- b. To select the form, method of raising, allocating and use of funds.
- c. To actively search markets, customers and contracts.
- d. Recruitment, hiring and use employment as required.
- e. To proactive apply modern science and technology to improve business efficiency and competitiveness.
- f. To make decisions of business and internal relations.
- g. To possess, use and dispose of the assets of the Company.
- h. To refuse to provide all requests of providing resources which are not allowed by law.
- i. To complaint and denounce in accordance with the law on complaints and denunciations.
- j. To participate directly or through an authorized representative in proceedings in line with law.
- k. Other rights prescribed by law.

5.2. Obligations of the Company:

- a. Doing business activities as stated in the Business Registration License; ensure business conditions in line with law when doing business activities which are under conditions.
- b. Organizing accounting work, preparing and submitting financial reports truthfully, accurately and on time in accordance with legal regulations on accounting.
- c. Registering tax code, declaring and paying taxes and perform other financial obligations as prescribed by law.
- d. Ensuring the rights and interests of employees under the provisions of labor law; implementation of social insurance, health insurance and other insurance for employees under the provisions of the insurance law.
- e. Making sure and taking responsibility for the quality of goods and services according to registered or published standard.
- f. Performing statistical regime prescribed by law on statistics; periodically reporting full information about the Company, the financial position of the Company to the competent State agencies in provided forms; when any mistakes or incompleteness in any information declared or reports, the company shall promptly amend or supplement such information.
- g. Complying with the law on defense, security and order, social security, protection of natural resources, environment, and protection of historical, cultural places.
- h. Other obligations prescribed by law.

Article 6. Legal Representative

Chief Executive Officer is the legal representative of the company under this Charter. The legal representative of the company has to be permanent resident in Vietnam, in case that the representative

is away from Vietnam for over 30 days, he/she must authorized in writing other person under this Charter to represent and implement rights and obligations of a representative of the company.

Article 7. Charter capital, Shares

- 7.1. The company charter capital is: **25,000,000,000 VND** (In words: Twenty Five Billion Vietnamese Dong).
 - a. The company charter capital can be contributed by cash, foreign currencies which are freely converted, gold, value of land use right, the value of intellectual property rights, technology, technical know-how, and other assets. Among them:
 - In cash: **25,000,000,000 VND** (In words: Twenty Five Billion Vietnamese Dong).
 - b. Capital contribution period: 90 days from the date that the Business Registration License is granted.
 - c. **Increase or decrease the charter capital:**
 - Shareholders' General Meeting decides to increase the charter capital of the Company if it is necessary through: accumulated profits earned by the company, the shareholders contribute additional capital, issuing additional shares for new shareholders.
 - Shareholders' General Meeting decides to reduce the charter capital of the Company on the basis of the remaining capital of the company but it still ensures normal operation of the company.
- 7.2 Shares:
 - a. Number of shares: **2,500,000** shares (In words: Two Million Five Hundred Thousand shares).
 - b. Type of shares:
 - Common shares: **2,500,000** shares (In words: Two Million Five Hundred Thousand shares).
 - Preference shares: None
 - Number and type of shares registered to buy by founding shareholders: 0 common shares
 - Number of shares offered: **2,500,000** common shares
 - c. Par value of shares: 10,000 VND / share.

Article 8. Types of shares

- 8.1. Joint Stock Company must have common shares. The owners of common shares are common shareholders.
- 8.2. Joint Stock Company may have preferred shares. Owners of preferred shares are preferred shareholders. Preferred shares include the following categories:
 - a. Voting preferred shares;
 - b. Dividend Preferred share;
 - c. Reimbursed preference shares;
 - d. Other preferred shares stated in the company's charter
- 8.3. Only the founding shareholders are entitled to hold the voting preferred shares. The voting preferred shares of the founding shareholders are valid only in the first 03 years from the date that the Business Registration License is granted. After such period, the voting preferred shares of founding shareholders are converted into common shares.
- 8.4. People who have rights to purchase dividend preferred shares, redeemable preferred shares and other preferred shares are decided by the company's charter or by the Shareholders' General Meeting.
- 8.5. Each share of the same class gives its holder equal rights, obligations and benefits. The common shares cannot be converted into preferred shares.
- 8.6. The preferred shares may be converted into common shares by the decision of the Shareholders' General Meeting.

Article 9. Share

- 9.1. Stocks are certificates issued by the Company or a book-entry recording the ownership of one or a number of shares of the Company. All the shareholders named in the shareholders registration book are entitled to get a certificate of shares for free. This share certificates may name or not name the owner and must have the following main contents:
- a) Name and address of the company's headquarters;
 - b) Number and date of issuance of the Business Registration License;
 - c) The number of shares and class of shares;
 - d) Par value per share and the total par value of the shares printed on the face of shares.
 - e) Full name, permanent address, nationality, identity card, passport or other legal personal identification number of shareholders who are individual; name, permanent address, nationality, number of foundation certificate or Business Registration License of shareholders which are institution in case of registered shares.
 - f) A summary of the procedures for transferring shares;
 - g) The specimen signature and stamp of the Chief Executive Officer of the Company;
 - h) The registration number in the shareholders registration book of the Company and the date of issuance of shares;
 - i) Other contents as prescribed in Articles 81, 82 and 83 of the Enterprises Law on shares of preferred stake.
- 9.2. In case there are errors in content and form of shares issued by the Company, the rights and interests of its owners are not affected. Chairman of the Board of Directors and the Chief Executive Officer of the Company shall be jointly liable for damages caused by such errors caused to the Company.
- 9.3. In case shares are lost, torn, burnt or otherwise destroyed, the shareholder will get share reissued by the Company shares at the request of shareholders provided that such shareholder must present proof and pay the Company all costs related.
- Shareholder's request must include the following contents:
- a) Shares were actually lost, burned or otherwise destroyed; in case of being lost, the shareholder must confirm that thorough search has been done and if shares are found they will return them to the company for destruction;
 - b) Shareholder is responsible for any disputes arising from the reissuance of the shares.
 - c) For shares whose nominal value is higher than VND10, 000,000 (ten million Vietnam dong), before accepting a request for reissuing the shares, the Chief Executive Officer may request the owner of shares to make announcement that the shares were lost, burned or otherwise destroyed and after 15 days from the date of announcement, shareholder can ask the Company to reissue the shares.
- 9.4. Owners of bearer share certificate shall be responsible for keeping of the share and the Company will not be responsible in any case that the share is stolen or used for fraudulent purposes or other illegal purposes.
- 9.5. Pursuant to the provisions of the Enterprise Law and the law on securities and the stock market, the Company may issue registered shares not in the form of certificates and allows the shares (whether or not shares are issued in this form) to be transferred without written transfer documents; or from time to time the Board of Directors may adopt other regulations to replace the corresponding provisions on shares and transfer of shares in the Charter.

Article 10. Shares acquisition

- 10.1. Shares acquisition requested by the shareholders:
- a. Shareholders, who veto to restructuring organization resolution or amendment of shareholder rights and liabilities stipulated by the Charter, shall have right to request the Company to repurchase their owned shares. The request must be in written form, and clarify full name, resident address, number of each type of shares, expected selling price, reason for selling. The request must be delivered to the Company within 10 (ten) working days, as from the date that Shareholders' General Meeting passes by the resolution relating to this issues.

- b. The Company must repurchase the shares at the request of the shareholder stipulated at Clause a this Article at the agreed price within 90 (ninety) days as from the date of receiving the request. In case of failure to reach price agreement, the shareholder can vend his (her) shares to other person, or require services from an independent valuator. The Company must propose at least 3 (three) independent valutors to the shareholder for selecting, and this is the final decision.

10.2. Acquisition by the company its outstanding shares:

The Company shall have right to acquire not more than 30% of total outstanding common shares, a part or entire outstanding preferred shares as the followings:

- a. The BOD shall have right to determine to acquire not more than 10% of each type of outstanding common or preferred shares issued in every twelve months. In other cases, the acquisition shall be determined by the shareholders' General Meeting;
- b. The BOD shall determine the acquiring price. For outstanding common shares, the acquiring price shall not be higher than the market price at the acquisition time, with the exception specified in the Point c this Article. For other kind of shares, if cases of no agreement among related parties, the acquiring price shall not be less than the market price;
- c. The Company shall repurchase outstanding shares from each shareholder corresponding to their stake in the company. In this case, the Company must officially communicate with all shareholders within 30 (thirty) days from the approval date of the acquisition. The notice must consist of all necessary information including the Company name, head office address, total number of acquiring shares and type of shares, acquiring price or valuation guidelines, documents and timeframe of the acquisition.

Shareholders who agree to sell their own shares must officially convey their offer to the Company with 30 (thirty) days by registered letter, as from the reception date of the notice. The offer must contain of full name, resident address, nationality, identification number, passport number or other legitimate documents. For institutional shareholders, the offer must include of resident address, nationality, business license number or business registration number, total number of shares and total number of offering shares, payment method, and signature of shareholders or legal representative of shareholders. The Company shall acquire the outstanding shares within the above timeframe.

10.3. Payment conditions and acquired shares settlement:

The Company shall only settle the acquired shares in compliance with Point 1 and 2 of the Article 10 of this Charter if after the shares acquisition settlement; the Company is capable of resolving all debts and other liabilities.

- a. The acquiring shares in compliance with Point 1 and 2 of the Article 10 of this Charter are considered as Treasury shares and re-sellable shares.
- b. The acquired shares must be demolished after fulfilling the settlement. The Chairman of the BOD and CEO must be jointly responsible for any damage of not demolishing the acquired shares.
- c. After the shares acquisition settlement, if the value of the net assets of the Company diminishes more than 10% the Company must notice to all debtors with 15 (fifteen) days, as from the completed settlement date.

Article 11. Offering and transferring stocks

11.1. Board of Directors shall decide timeframe, method and price for offering stocks. The offering price should not be lower than the market price at the offering time, or the latest book value except for the following cases

- a. Initial Public Offering for non-founding shareholders ;
- b. Stocks offering to current shareholders should be based on their ownership;
- c. Stocks offering to brokers or underwriters. In this case, discount amount or discount ratio should get approval from shareholders representing at least 75% of total voting rights;
- d. In other cases, the discount ratio will be decided by BOD in different period.

11.2. In case of common stock issuance and offering to all common shareholders in accordance with their current ownership, the procedure shall be as follows:

- a. Written notice attached by registration form should be delivered by registered mail to all shareholders' permanent addresses. Notice should be published on newspapers in three consecutive publications within 15 working days, as from the noticing date.
 - b. For individual shareholders, the offer must contain of full name, resident address, nationality, identification number, passport number or other legitimate documents. For institutional shareholders, the offer must include of resident address, nationality, business license number or business registration number total number of expected offering shares, total shares entitled to purchase; offering price, timeframe, purchasing registration period, full name and signature of legal representative of the Company. The registration period stated in the notice shall be rational for shareholders.
 - c. Shareholders shall be entitled to transfer their subscriptions warrants to others;
 - d. In case the registration form fails to be delivered in due time, the subscription warrants deem to be dismissed. In case the offering share is not fully subscribed, the remaining shares shall be managed by the Board. The Board shall be entitled to reasonably allocate to current shareholders or others with conditions not more favorable than offered terms to original subscribers, unless otherwise decided by the Shareholders General Meeting or via auction at the Securities Exchange.
- 11.3. The share shall be considered sold when full payment is received and buyers' information as prescribed at Clause 2 Article 10 of this Charter is duly recorded to the shareholder registry book. From this point, the buyers officially become shareholders.
- 11.4. After the completion of the deal, the company shall issue shares to the buyers.
The company may also issue shares without physical share certificate. In this case, the shareholders' information as prescribed in Clause 2 Article 10 of this Charter recorded in Shareholder Registry book shall be legitimate evidence of ownership.
- 11.5. Shares shall be freely transferred with the exception stipulated at Clause 3 Article 81 and Clause 5 Article 84 of the Enterprise Law. The transfer should be conducted in writing as usual practice or by delivery of share certificate. The transfer registration document should be signed by the transferor and transferee or their legal representatives. The transferors shall be the owners of the transferred shares until the name of the transferee is recorded to the shareholder registry book.
- 11.6. In case the transferor only transfers part of the shares recorded in his/her share certificate, that share certificate shall be cancelled and the company shall issue new certificate recording name and number of shares owned.
- 11.7. Conditions, method and procedures of issuing shares to the public shall be implemented in accordance with the Law on Securities.
- 11.8. Private placement will be offered in accordance with the Law
- 11.9. The Board of Directors reserves the right to refuse share transfer registration of registered shares if full payment has not yet made.
- 11.10. In case of death of shareholders, the heirs or the asset management of the dead will be recognized by the company as the only person (or people) who have rights or beneficiary of the shares, but this regulation does not relieve the property of the death shareholders of any liability associated with any shares that the person holds.

Article 12. Revoking the Share

- 12.1. If a shareholder fails to pay in full and on time the money to buy shares, the Board of Directors may send a notice to such shareholder at any time to require payment of that amount plus possible accumulated interest on that outstanding amount and the costs incurred by the delay of payment caused to the Company.
- 12.2. The notice must specify the new billing period (a minimum of 07 days from the date of notice) and place of payment and makes it clear that in case of failing to pay as requested; all the unpaid shares will be revoked.
- 12.3. If the requirements of the above notice are not fulfilled, the Board of Directors may revoke all shares mentioned in the notice at any time prior to full payment of all amounts payable, profits and the costs involved. The revoke will include all dividends declared on shares that have not

been paid by the time of revoke. The Board of directors may accept the surrender of shares revoked under the provisions below and in other cases specified in this Charter.

- 12.4. A revoked or surrendered share shall become the property of the Company and may be sold, re-distributed or otherwise handled for the person that owned the share prior to revoke or surrendering, or for any other person subject to the conditions and manner which the Board of Directors think are suitable. If necessary, the Board of Directors may authorize some persons to transfer the shares to any other person.
- 12.5. A shareholder holding shares which are revoked or surrendered will have to abandon their shareholder status, but he/she is still responsible to pay the company relevant amounts relating to shares that must be paid to the Company at the time of revoke or surrender, plus interest (at a rate not exceeding the 12-month term lending rate set by the State Bank of Vietnam) decided by the Board of Directors from the date of revocation or surrender until the date of making payment. The Board of Directors reserves the right to decide on payment reinforcement of the total value of shares at the time of revocation or surrender or cut a part of or dispense the entire amount.
- 12.6. When shares are revoked, the revocation notice will be sent to holders of shares prior to the revocation, but in all cases the revocation will not be invalidated by omission or negligence in sending the notice.

Article 13. Shareholder registry book

13.1. The Company shall form and keep the shareholder registry book since receiving Business Registration License. Shareholder registry book could be either in print or electronic form or both.

13.2. Shareholders registry book should include the followings:

- a. Company's name and address of its head office;
 - b. Total number of shares and types of shares offered and total shares of each type
 - c. Total shares of each type already sold out and value of those shares;
 - d. - Full name, permanent address, nationality, ID no., passport or legal individual identification documents for individual shareholders; name, permanent address, nationality, establishment number or business license number for the institutional shareholders;
 - e. The number of shares of each type for every shareholder, date of share registration.
- 13.3 Shareholder registry book is kept at company's head quarter or at the Securities Depository, custody, clearing and settlement center. Shareholders have the right to check, search or extract, copy the contents of the shareholder registry book of the Company during working hours of the company or of the Securities Depository, custody, clearing and settlement center.
- 13.4 Shareholder holding 5% or more of the total of shares should be registered with business licensing authority within 7 working days since date of ownership

CHAPTER II
MANAGEMENT ORGANIZATION STRUCTURE

Article 14. Management Organization Structure

Management, organization structure of the company includes:

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

Article 15. Company's shareholders

Company's shareholders include:

- 15.1. Founding shareholders are those who are listed in below Article 18 or those who receive share transfer from founding shareholders in three years as from the date the Company receives its business registration certificate.
- 15.2. Common shareholders are those who hold common shares.
- 15.3. Preferred shareholders are those who hold preferred shares, including vote preferred shareholders, dividend preferred shareholders, refundable preferred shareholders and other preferred shareholders as regulated by the Shareholders' General Meeting in each period.

Article 16. Shareholders' rights

16.1. Common shareholders have the following rights:

- a. To attend and make speech at Shareholders' General Meetings and direct voting rights or through authorization; one common stock offers one voting right;
- b. To receive dividend up to the level approved by Shareholders' General Meeting;
- c. To be prioritized to purchase new shares corresponding to the common shareholders of each shareholder in the Company;
- d. To transfer their shares to other shareholders and to non- shareholders, except for the case stated at Clause 3, Article 81 and Clause 5 Article 84 of Enterprise Law;
- e. To review, look up and extract information in the list of shareholders having voting rights and request an amendment of inaccurate information.
- f. To review, look up and extract or make copy the Company's Charter, the Minutes book and Resolutions of Shareholders' General Meeting.
- g. To receive parts of the remaining assets in equivalence with the proportion of capital contribution when the Company is dissolved or declared bankrupt;
- h. Other rights stipulated by Enterprise Law and the Company Charter.

16.2. Shareholders or group of shareholders owning more than 5% of the total number of common shares in at least six consecutive months or a smaller proportion decided by the Shareholders' General Meeting have the following rights:

- a. To nominate members of the Board of Directors and Board of Supervisors (if any) as prescribed as follows:
 - Common shareholders voluntarily who group to satisfy the specified conditions for nomination to the Board of Directors and Board of Supervisors must notice the meeting to the group of shareholders not later than opening the Shareholders' General Meeting.
 - Based on the number of members of the Board of Directors and Board of Supervisors, shareholders or group of shareholders are entitled to nominate one or some people as decided by the Shareholders' General Meeting to be member(s) of the Board of Directors and Board of Supervisors. In case, the number of candidates nominated by the shareholders or group of shareholders is lower than the number which they are entitled to nominate as decided by the Shareholders' General Meeting, the number of remaining candidates will be nominated by the Board of Directors and Board of Supervisors and other shareholders.

- b. To consider and excerpt the minutes book and Resolutions of the Board of Directors, interim and annual financial statements in the form of the accounting system of Vietnam and the reports of the Board of Supervisors;
- c. To request the Board of Directors to convene a Shareholders' General Meeting in the following cases:
 - The Board of Directors seriously violates rights of shareholders, obligations of managers or makes decision which exceeds the delegated authority.
 - Term of the Board of Directors has exceeded six months that the new Board has not been elected to replace;
 - Other cases as decided by Shareholders' General Meeting.

Request for a summon of Shareholders' General Meeting should be in writing, and should state full name, permanent address, identity card number, passport or other lawful personal identification for individual shareholders; name, permanent address, nationality, number of establishment decision or business registration number for institutional shareholders; number of shares and the date of registration of shares of each shareholder, the total number of shares of the group of shareholders and percentage of ownership of shares of the company, basis and reasons for the request to convene a Shareholders' General Meeting. Enclosed with the requirement, there must be documents, evidence about the violation of the Board of Directors, degree of violation or about decisions beyond their competence.

- d. Request the Board of Supervisors to verify individual aspects relating management, company operation if necessary. Requirement should be in writing, and should contain full name, permanent address, nationality, identity card, passport or personal identification for individual shareholders; name, permanent address, nationality, number of establishment decision or business registration number for institutional shareholders; the number of shares and the date of registration of shares of each shareholder, the total number of shares of the group of shareholders and percentage of ownership of shares of the Company; issues in need of inspection and purposes of inspection;
- e. Other rights as prescribed in the Law and this Charter.

16.3. Voting preferred shareholders have the following rights:

- a. To vote the issues approved by the Shareholders' General Meeting with the number of votes as decided by the Shareholders' General Meeting in each term;
- b. Other rights as common shareholders' (except for the case prescribed at Clause 3, Article 81 of Enterprise Law.

16.4. Dividend preferred shareholders have the following rights:

- a. To receive dividend up to the level approved by Shareholders' General Meeting in each term;
- b. To receive parts of the remaining assets in equivalence with the proportion of capital contribution after the Company cleared all debts, reimbursed preferred shares when the Company is dissolved or declared bankrupt.
- c. Other rights as common shareholders' (except for the case prescribed at Clause 3, Article 82 of Enterprise Law.

16.5. Reimbursed preferred shareholders have the following rights:

- a. To request the Company to reimburse their capital contribution whenever or as to the conditions mentioned on reimbursed preferred stocks.
- d. Reimbursed preferred shareholders have other rights as common shareholders' (except for the case prescribed at Clause 3, Article 83 of Enterprise Law.

Article 17. Obligations of Common Shareholders

- 17.1. Settle payment of the committed share purchase as regulated; be liable for any debts and other asset obligation of the company within the limits of the capital contributed.

Be not entitled to withdraw the contributed capital by common stock under any cases, unless otherwise repurchased by other companies or other persons. In case any shareholder withdraws part or total contributed capital in breach of the regulations stated in this clause, Board Members

and legal representative of the company shall be taken responsibility for the company's debts and other asset obligations within the limits of the withdrawn share proportion.

- 17.2. Comply with the Company's Charter and internal control regulations.
- 17.3. Follow the decisions of the Shareholders' General Meeting, the Board of Directors.
- 17.4. Implement other obligations stipulated by Enterprise Law and the Company's Charter.
- 17.5. Be self-liaible if conduct any of the following cases under the company's name:
 - a. Violate the law;
 - b. Make business transactions for self-interests or to serve the interests of other individuals or organizations;
 - c. Settle payment of non-outstanding debts in the event of a possible financial risk occurrence to the company.

Article 18. Company's shareholders

18.1. Company's shareholders:

TT	Name	Date of birth for individual shareholders	Gender	Nationality	Current address for individual shareholders	Permanent address for individual shareholders	Number, Date, place of issue of identity card or passport for individuals	Capital contribution					
								Total number of shares		Capital ownership	Stock class		
								Quantity	Value (VND million)		Common		Percentage (%)
										Quantity	Value (VND million)		
(1)	(2)	(3)	(4)	(5)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)
1	NGUYEN QUANG THUAN		Male	Vietnam				540,398	5,403,980	Individual	540,398	5,403,980	21.616
2	TRAN TRONG HOAN		Male	Vietnam				25,000	250,000	Individual	25,000	250,000	1.000

3	NGUYEN HUU HIEU		Male	Vietnam				349,374	3,493,740	Individual	349,374	3,493,740	13.975
4	BOLAT DUSENOV		Male	Kazakhstan				350,091	3,500,910	Individual	350,091	3,500,910	14.004
5	QUICK Corp.							438,858	4,388,580	Institutional	438,858	4,388,580	17.554
	Represented by Mr. Chiharu Kawai		Male	Japan				438,858	4,388,580		438,858	4,388,580	17.554

6	Nikkei Inc.							438,858	4,388,580	Institutional	438,858	4,388,580	17.554
	Represented by Mr. Yoichi Iwamoto		Male	Japan				438,858	4,388,580		438,858	4,388,580	17.554
7	Viaduct Holdings Limited							150,000	1,500,000	Institutional	150,000	1,500,000	6.000
	Represented by Mr. Marco Breu		Male	Switzerland				150,000	1,500,000		150,000	1,500,000	6.000

8	MAC QUANG HUY		Male	Vietnam				157,421	1,574,210	Individual	151,804	1.518.804	6.297
9	TRUONG THI MINH TRANG		Female	Vietnam				25,000	250,000	Individual	25,000	250,000	1.000
10	VU THI HOAN		Female	Vietnam				25,000	250,000	Individual	25,000	250,000	1.000

18.2. Within three years since the date when the Company receives business registration certificate, founding shareholders are entitled to transfer their common stocks to other founding shareholders, but only transfer their common stocks to non-founding shareholders if getting approval from Shareholders' General Meeting. In the case, shareholders who intend to transfer shares have no voting rights on the transfer of such shares and the transferee shall automatically become a founding shareholder of the Company.

18.3. After a period of three years since the date when the Company receives business registration certificate, restrictions on the common shares of founding shareholders are hereby repealed.

Article 19. Shareholders' General Meeting

19.1. Shareholders' General Meeting includes all shareholders all shareholders having voting rights, is the highest agency of the Company.

19.2. Annual General Meeting:

a. Annual General Meeting is held annually for a period of four (04) months from the end dated of the financial year. In the case of failure to hold the Annual General Meeting in the above time, the Board of Directors will ask the agency of business registration to extend time to hold the Annual General Meeting as stipulated by Law.

b. Annual General Meeting discusses and approves the following issues

- Annual financial statements;
- Report of the Board of Directors on the business management evaluation in the Company;
- Report of the Board of Supervisors on company management of the Board of Directors, Chief Executive Officer;
- Dividend payout for each class of stocks;
- Other issues within the Shareholders' General Meeting's competence.

19.3. Extraordinary Shareholders' General Meeting:

The Board of Directors must convene Extraordinary Shareholders' General Meeting in the following cases:

- a. The Board of Directors consider it necessary for the sake of the Company;
- b. The number of the remaining members of the Board of Directors is fewer than that stipulated by Law;
- c. Following requirement of shareholders or group of shareholders as stipulated at Clause 2, Article 79 of Enterprise Law;
- d. Following request of the Board of Supervisors;
- e. Other cases as stipulated by Law and the Charter.

19.4. The Board of Directors must convene the Shareholders' General Meeting within 30 days since the number of the remaining members of the Board as stipulated at Point b Clause 3 This Article or receiving request as stipulated at Point c and Point d Clause 3 this Article.

19.5. In case, the Board of Directors fails to convene the Shareholders' General Meeting as stipulated, its Chairman must take lawful responsibility and make arising compensation for the Company.

19.6. In case, the Board of Directors fails to convene the Shareholders' General Meeting as stipulated at Clause 4 this Article, in the next period of thirty days, the Board of Supervisors, in place of the Board of Directors, will convene the Shareholders' General Meeting.

19.7. In case, the Board of Supervisors fails to convene the Shareholders' General Meeting as stipulated, Chief Supervisor must take lawful responsibility and make arising compensation for the Company.

19.8. In case, the Board of Supervisors fails to convene the Shareholders' General Meeting as stipulated at Clause 5 this Article, shareholders or group of shareholders as stipulated at Clause 2, Article 6 of this Charter should have requested right to convene the Shareholders' General Meeting in place of the Board of Directors, Board of Supervisors.

In this case, shareholders or group of shareholders who convene the Shareholders' General Meeting may suggest a business registration agency overseeing the convening and conducting meeting if necessary.

19.9. Shareholders' General Meeting is held at a place in Vietnam, decided by one who convenes the Meeting or online attendance by all or some of shareholders via Internet devices depending on the situation and at the discretion of the Chairman of the Board.

19.10. The cost of convening and conducting meetings of the Shareholders' General Meeting will be paid by the Company. This cost does not include the cost of personal expenses of the shareholders attending the Shareholders' General Meeting, including the cost of accommodation and travel.

Article 20. Rights and Duties of Shareholders' General Meeting

20.1. Shareholders' General Meeting has the rights and duties as follows:

- a. To approve the Company's development orientation;
- b. To decide which share class and total shares of each are allowed to be offered; decide annual dividend ratio of each share type in accordance with the business results and the Company's development orientation; decide share transfer of founding shareholders within three years since that date that the Company receives business registration certificate;
- c. To decide the number of members of the Board of Directors and Board of Supervisors;
- d. To elect, dismiss, and remove members of the Board of Directors, Board of Supervisors and to approve for the Board of Directors to appoint Chief Executive Officer;
- e. To decide salary, bonus, remuneration of the members of the Board of Directors, Board of Supervisors and Chief Executive Officer;
- f. To decide to invest or sell the Company's assets worth 50% or more than the total value of the Company's assets stated in the most recent audited financial statements;
- g. To decide to amend and supplement the Company's Charters;
- h. To approve annual financial statements;
- i. To decide to buy back more than 10% of the sold shares of each class;
- j. To review and treat violations of the Board of Directors, Board of Supervisors causing damage to the Company and its shareholders;
- k. To make decision on reorganization, dissolution, consolidation, merger or transformation of the Company;
- l. To make decision on Chairman cum Chief Executive Officer;
- m. To choose independent auditing firm;
- n. Other rights and duties as stipulated by Law, this Charter and other internal documents of the Company.

20.2. Shareholders are not entitled to vote for any Resolution to approve:

- a. Contracts that shareholder or related person is a party of the contract; or
- b. The buyback of shares of that shareholder or of any person related to that shareholder.

20.3. All resolutions and other issues which have been put on the agenda shall be discussed and voted at the Shareholders' General Meeting.

Article 21. Authorized representatives

21.1. Institutional shareholders are entitled to assign one or some authorized representatives to exercise their shareholder rights as stipulated by Law; in case, there are more than one authorized representative, it must be defined the number of shares and votes of each representative. The assignment, termination or change of the authorized representative must be noticed in written form to the Company as soon as possible. The notice has to include the following contents:

- a. Name, permanent address, nationality, number and date of establishment decision or business registration certificate of shareholders;
- b. Number of shares, class of shares and shareholder registration date at the Company;

- c. Full name, permanent address, nationality, identity card number, passport or other lawful personal identification of authorized representative;
 - d. Number of authorized shares;
 - e. Duration of authorized representative;
 - f. Full name, signature of the authorized representative and legal representative of shareholders;
- 21.2. For individual shareholders, their authorized representatives are direct institutions or authorize in written form another person to attend the Shareholders' General Meeting. In case, the institution shareholders fail to have any authorized representatives as stipulated at Clause 1 above, they may authorize other persons to attend the Shareholders' General Meeting.
- 21.3. the authorization of representative to attend the Shareholders' General Meeting shall be made in written form under the form of the Company and shall be signed in accordance with the following provisions:
- a. In case of individual shareholder as authorizer, the power of attorney must be signed by that shareholder and the authorized person to attend the meeting;
 - b. b. In case the authorized representatives of institutional shareholders as an authorizer, the power of attorney must be signed by an authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting;
 - c. c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.
 - d. Persons authorized to attend the Shareholders' General Meeting must submit the written authorization before entering the meeting room.
- 21.4. Unless otherwise specified in Clause 5, this Article, the vote of the authorized person to attend the meeting in the scope of authorization remains in effect when there is one of the following cases:
- a. The authorizer dies, is restricted from civil act capacity or loses civil act capacity;
 - b. b. The authorizer has cancelled the authorization appointment;
- 21.5. Provision of Clause 3 this Article is not applied in the event the Company receives notice in written form of one of the cases stipulated at Clause 4 this Article twenty four hours at the latest before the meeting is opened.
- 21.6. In case of transfer of shares in the period from the date of completing the list of shareholders to the opening day of the Shareholders' General Meeting, the transferee has the right to attend the Shareholders' General Meeting in place of transferor for the number of transferred shares.

Article 22. Convening Shareholders' General Meeting, agenda and meeting's contents

22.1. Meeting's agenda and contents:

- a. The person convening the Shareholders' General Meeting has to make a list of shareholders who have the right to attend and vote at the meeting; prepare for the agenda, contents, and documents of the meeting and draft resolution for each issue in the agenda; define time, place of the meeting and send invitation to shareholders who have the right to attend the meeting.
- b. The shareholders or group of shareholders referred to in Clause 2, Article 16 of this Charter have the right to propose issues included in the agenda of the Shareholders' General Meeting. The proposal must be made in writing and must be sent to the Company at least three (03) days prior to the opening day of the Shareholders' General Meeting. The proposal must be included the shareholder's full names, the number and class of shares he or she holds, and contents for inclusion in the agenda.
- c. The person convening the Shareholders' General Meeting has the right to reject proposals relating to Point b This Clause in the following cases:
 - Proposals are not sent in due time or with inadequate and improper content.
 - The proposed issues are not within the scope of competence of the Shareholders' General Meeting for decision;
 - Other cases decided by the Shareholders' General Meeting in each term.

- d. The person convening the Shareholders' General Meeting must accept and make recommendations prescribed at Point b of this Clause to the scheduled program and agenda for the meeting, except for cases specified at Point c of this Clause; recommendations were officially added to the program and agenda of the meeting if approved by the Shareholders' General Meeting.

22.2. Invitation to Shareholders' General Meeting:

- a. The person convening the Shareholders' General Meeting must send notice of the meeting to all shareholders entitled to attend the meeting 10 working days prior to the opening day. The notice must be sent by a guaranteed method to the permanent address of the shareholder.
- b. The written notice must include the name, office address, number and date of issuance of the business registration certificate, place of business registration of the Company; name, permanent address of shareholders or authorized representatives of shareholders; time and place of the meeting.
- c. Attached with the notice of meeting must be the specified form of authorized representative to attend the meeting, the agenda, votes, and the discussion document as a basis for adopting decisions and draft resolution for each issue in the agenda.
- d. The written notice and the attached documents are published on website of the Company concurrently with the notice to shareholders.

22.3. Conditions for conducting the General Meeting of Shareholders:

- a. The Shareholders' General Meeting is held when the number of shareholders represents at least 65% of the total voting shares;
- b. In case of failure to convene the Shareholders' General Meeting as prescribed at Point a of this Article, the meeting shall be convened for the second time within thirty days from the date of the first meeting was intended. The Shareholders' General Meeting convened for the second time is conducted when the number of shareholders represents at least 51% of the total voting shares;
- c. In case of failure to convene the Shareholders' General Meeting for the second time as prescribed at Point a of this Article, the meeting shall be convened for the third time within twenty days from the date of the second meeting was intended. In this case, the Shareholders' General Meeting shall be carried out irrespective of the number of shareholders and percentage of voting shares of the shareholders attending the meeting.
- d. Only the Shareholders' General Meeting has the right to change the agenda attached with the meeting invitation stipulated in Clause 2 of this Article.

22.4. The procedures for conducting the meeting and voting at the Shareholders' General Meeting:

- a. Before opening the meeting, registration shall be made to attend the Shareholders' General Meeting until ensuring sufficient shareholders entitled to attend the meeting. The meeting registrants will be issued voting card corresponding to the number of voting issues in the agenda;
- b. Chairperson, Secretary and the vote counting committee of the Shareholders' General Meeting shall be defined as follows:
 - Chairman of the Board of Directors chairs meetings convened by the Board; in case, the chairman is absent or temporarily unable to work, the remaining members shall elect one of their members to preside at the meeting; in case, no one can preside at the meeting, the member of the Board of Directors who has the highest position shall control the Shareholders' General Meeting to elect chairman of the meeting out of the participants at the meeting and one who has the highest number of votes shall be chairman of the meeting;
 - In other cases, the signer who convenes the Shareholders' General Meeting controls the meeting to elect chairman of the meeting and one who has the highest number of votes is elected as chairman of the meeting;
 - The chairman appoints a secretary to make the minutes of the Shareholders' General Meeting;
 - The Shareholders' General Meeting elects the vote counting committee with no more than three people as suggested by chairman of the meeting;

- c. Program and agenda of the Shareholders' General Meeting must be approved immediately in the opening session. The program must be clearly defined and have time details for each issue in the agenda of the meeting;
- d. Chairman and secretary of the Shareholders' General Meeting all have the right to take necessary measures to control the meeting reasonably, orderly, in accordance with the program approved and reflect wishes of the majority of the participants;
- e. The Shareholders' General Meeting discusses and votes on each issue in the agenda. The voting was conducted by collecting voting cards of approval for the resolution, then collecting voting cards of disapproval, finally checking the overall number of votes of approval, disapproval and no opinion. The voting results were announced by the chairman at the meeting prior to closing the meeting;
- f. A shareholder or an authorized person who comes to the meeting after the meeting is opened is entitled to make registration and join voting immediately after registering. The chairman shall not delay the meeting for those who arrive late; in this case, the validity of the conducted votes is not affected;
- g. The person convening the Shareholders' General Meeting has the right:
 - To require all participants at the meeting to subject to inspection or other security measures;
 - Require all participants in the meeting subject to inspection or other security measures;
 - To request the competent authority to maintain order during meeting; expel those who do not abide the presiding of the chairman, intentionally causing public disorder, preventing the normal progress of the meeting, or not complying with the requirements of security check from the Shareholders' General Meeting.
- h. The chairman has the right to postpone the Shareholders' General Meeting which has enough people registered to attend the meeting as prescribed to other time or change place of the meeting in the following cases:
 - The meeting place has not enough seats for all the participants;
 - There have attendees obstructing, causing disorderly, having risk of making the meeting not conducted in a fair and lawful manner.
Delaying time cannot exceed 03 days from the date of the meeting planned to be opened;
 - In case of delaying or pausing the Shareholders' General Meeting contrary to the provisions of the Point h of this Article, the Shareholders' General Meeting shall elect another person out of those attending the meeting to replace the chairman in conducting the meeting until the meeting ends and the effectiveness of votes at the meeting is not affected.

Article 23. Adopting the decision of the Shareholders' General Meeting

- 23.1. The Shareholders' General Meeting approves decisions under its authority by voting at the meeting or in writing opinions.
- 23.2. Decision of the Shareholders' General Meeting on the following issues must be passed by voting at the Shareholders' General Meeting:
 - a. To amend and supplement the Company's Charter;
 - b. To approve the Company's development orientation;
 - c. To make decision on what kind of shares and the total number of shares of each class to be offered;
 - d. To elect, dismiss and remove members of the Board of Directors and Board of Supervisors;
 - e. To make decision on investment in or sale of assets with a value equal to or greater than 50% of the total value of assets recorded in the most recent financial statements of the Company;
 - f. To approve the annual financial statements;
 - g. To reorganize or dissolve the Company.
- 23.3. The decisions of the Shareholders' General Meeting are passed at the meeting when all the following conditions are satisfied:

- a. The decisions are approved by the number of shareholders representing at least 65% of the total votes of all shareholders attending the meeting;
 - b. The decisions of the Shareholders' General Meeting relating to the class of stock and number of stocks offered, the amendments and supplementation of the Charter, the reorganization or dissolution of the Company, purchase and sale of the Company's assets at the value of 50% or more than the total value of the company's assets based on the most recent audited financial statements must be adopted when at least 75% of the total votes of the shareholders entitled to vote present personally or through authorized representatives present at the General Assembly of Shareholders (in the case of direct meeting) or at least 75% of the total votes of the shareholders having the right to approve.
 - c. Voting to elect members of the Board of Directors and Board of Supervisors must follow the method of cumulative votes, under which each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and Board of Supervisors and shareholders who have the right to accumulate all of their total votes for one or more candidates.
- 23.4. The decisions adopted by the General Meeting of Shareholders to direct shareholders and authorized representatives for 100% of the total voting shares are legitimate and effective even if procedures for convening the meeting and the agenda for the meeting to proceed can not be done exactly as prescribed.
- 23.5. In case of adoption of the decision in the form of a written opinion, the decision of the Shareholders' General Meeting shall be adopted if the shareholders representing at least 75% of the voting shares agree;
- 23.6. The decision of the Shareholders' General Meeting shall be notified to the shareholders entitled to attend the General Shareholders' General Meeting within 15 days from the date when the decision is adopted.

Article 24. Competence and procedures for opinion gathering in writing to adopt the decision of the Shareholders' General Meeting

Competence and procedures for opinion gathering in writing to adopt the decision of the General Assembly of Shareholders shall comply with the following provisions:

- 24.1. The Board of Directors has the right to gather the shareholders' opinions in writing to adopt the decision of the Shareholders' General Meeting at any time if necessary for the benefit of the Company.
- 24.2. The Board of Directors must prepare the questionnaire, the draft of resolution of the Shareholders' General Meeting and other documents explaining the draft of decision. The questionnaire attached to the draft of decision and explanation document must be sent by a guaranteed method to reach the registered address of each shareholder;
- 24.3. The questionnaire must have the following principal contents:
 - a. Name and address of the head office, number and date of issuance of the business registration Certificate, registered place of business of the Company;
 - b. Purpose for opinion gathering;
 - c. Full name, permanent address, nationality, identity card Number, Passport or other legal personal identification papers of individual shareholder; name, permanent address, nationality, number of establishment decisions or business registration number of the shareholder or authorized representative of the organizational shareholders; the number of shares of each class and the number of votes of the shareholders;
 - d. Issues to be consulted for decision adoption;
 - e. Voting plan includes approval, disapproval and no opinion for each issue to be consulted.
 - f. Time limit for sending the answered questionnaire to the company;
 - g. Full name and signature of the Chairman of the Board of Directors and Chief Executive Officer of the company.
- 24.4. The answered questionnaire must bear the signature of the individual shareholder, authorized representative or the legal representative of the organizational shareholders.

The questionnaire sent to the Company must be in a sealed envelope, and no one shall be permitted to open it prior to the counting of votes. The questionnaire that the Company receives after the time limit specified in the questionnaire or opened invalid or opened shall become invalid.

24.5. The Board of Directors shall count votes and make record of counting of votes in the presence of the Board of Supervisors or shareholders who do not hold the position of Company management.

The record of counting of votes shall have the following principal contents:

- a. Name and address of the head office, number and date of issuance of the business registration certificate, place of business registration;
- b. Purpose and the issues to be consulted for approval decision;
- c. The number of shareholders with the total number of votes has participated to vote, in which distinguishing the valid and invalid votes, including an appendix of list of shareholders participating to vote;
- d. Total approving votes, disapproving votes and no-opinion votes for each issue;
- e. Decisions have been adopted;
- f. Full name and signature of the Chairman of the Board of Directors, Chief Executive Officer of the company and of the supervisor of the vote counting.
- g. The members of the Board of Directors and the supervisor of the vote counting shall be jointly responsible for the truthfulness and accuracy of the record of the counting of votes; jointly responsible for damages arising from decisions adopted by untruthful and inaccurate counting.

24.6. Record of vote counting must be published on the Company's website within twenty four (24) hours and sent to the shareholders within fifteen (15) days from the date of completion of vote counting.

24.7. The answered questionnaire, the minutes of the vote counting, the full text of the resolution adopted and relevant documents enclosed with the questionnaire must be kept at the head office of the Company.

24.8. Decision adopted in the form of opinion gathering in writing of the shareholders is v

The decision adopted in the form of gathering shareholder opinion in writing is as valuable as that adopted at the Shareholders' General Meeting.

Article 25: Minutes of the Shareholders' General Meeting

25.1. Shareholders' General Meeting must be recorded in the Company's document tracking book. The minutes must be written Vietnamese and can be in foreign languages and must have following contents:

- a. The name, office address, number and date of issuance of the Business Registration License, business registration place;
- b. Time and place of the Shareholders' General Meeting;
- c. The program and agenda for the meeting;
- d. The chairman and secretary;
- e. Summary of the meeting and the opinions to voice in the Shareholders General Meeting of on each issue in the agenda for the meeting;
- f. Number of shareholders and the total number of votes of the shareholders attending the meeting, appendix lists the register of shareholders, the shareholders attending the meeting representing the number of shares and votes respectively;
- g. Total number of votes for each voting issues, including specifying the number of votes for, against and not opinion; proportion of the total votes of shareholders attending the meeting;
- h. The decision was adopted;
- i. Full name and signature of the presiding clerk.

Minutes in Vietnamese and foreign languages have the same legal effect. In case of any differences in content between the Vietnamese and foreign languages, the Vietnamese version will have major value.

25.2. Minutes of the Shareholders' General Meeting must be completed and passed before the closing of the meeting.

25.3. The chairman and secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

Minutes of the Shareholders' General Meeting shall be sent to all shareholders within fifteen days from the date of the close of the meeting.

Minutes of the Shareholders' General Meeting, the appendix of shareholders' registration to attend the meeting, the full text of the resolution approved, and relevant documents attached to invitation to the meeting shall be kept at the head office of company.

Article 26. Request to revoke the decision of the Shareholders' General Meeting

Within 90 days from the date of receipt of the minutes of the Shareholders' General Meeting or the minutes of the voting result by the Shareholders' General Meeting, shareholders, members of the Board of Directors, CEO, and Board of Supervisors may request the Court or Arbitrator to consider and revoke the decision of the Shareholders' General Meeting in the following cases:

25.4. The order and procedures for convening the Shareholders' General Meeting do not comply with the provisions of law and this Charter;

25.5. The order and procedures for making decisions and decisions' content violate the law or this Charter.

Article 27. The Board of Directors

27.1. BOD is the company's leader and has full rights, on behalf of the company, to exercise all rights and obligations of the Company which are not under jurisdiction of the Shareholders' General Meeting

27.2. The term and the number of Board Members:

a. The Board of Directors has from 05 to 07 members. Specific numbers is decided by the Shareholders' General Meeting. The term of The Board of Directors is 05 years. The office term of the Board members shall not exceed 05 years; Board members may be re-elected for an unlimited number of terms. Members of The Board of Directors may be part-time members.

b. The Board of Directors of the ended term shall continue operating until the new Board of Directors is elected and takes over the job.

c. Where there are additional members elected or alternated for the dismissed of his term, the term of the new members is the remaining period of the term of the Board of Directors.

d. The Board of Directors' members are not necessarily shareholders of the Company.

27.3. Board of Directors has the following rights and obligations:

a. To decide medium term development strategies and plans an annual business plan of the Company;

b. To propose types of shares and total shares to be offered for sale of each share type;

c. To make decision on new share issuance plan with the number of shares of each type permitted to sell and to raise more capital by using other methods;

d. To issue stocks and bonds of the company;

e. To make decision on buying back shares as stated in Point 1, Article 91 of Enterprise Law.

f. Make decisions on investment plan and project within their rights and limitations stated in the Company's Charter.

g. Determine market expansions, marketing, and technology development plans, approve buying, selling, lending and other contract valued at 50% of the Company's total assets reported in the latest financial statement of the Company, except for contracts and transactions regulated at point 1 and point3 of Article 120 of Enterprise Law.

- h. Nominate, dismiss, sign and terminate labor contracts with Chief Executive Officer, Deputy Managing Director, Chief Accountant, Director of subsidiaries, branches, representative office and/or other important management figures; determine salary and other benefits of those directors; delegate representatives to exercise ownership rights or minority interest in other companies, decide compensation and other benefits of those people.
 - i. Supervise and instruct CEO and other directors in managing daily operations of the Company;
 - j. Determine organization structure, internal control protocol, establish new branches and representative offices and buy shares of other enterprise;
 - k. Approve agendas, contents and documents to be used in Shareholders' General Meeting, convene Shareholders' General Meeting or seek opinions from Shareholders;
 - l. Submit annual financial statements to Shareholders' General Meeting;
 - m. Propose dividends, determine time and methods of payments or resolve business loss;
 - n. Propose for reorganization, dissolution or bankruptcy filing of the Company;
 - o. Other rights and obligations in accordance with law and this Charter.
- 27.4. Board of Directors approves resolutions by voting at Board's meeting, seek opinions in writing or online Every member of the Board has one voting right..
- 27.5. While exercising its functions and obligations, Board of Directors should comply with the law, Company's Charter and resolutions from Shareholders' General Meeting. In the case resolutions approved by the Board of Directors are against the law or the Company's Charters which causes damage to the company, members who vote for those resolutions should hold mutual liabilities toward those resolutions and should pay compensation to the company; members who oppose to those resolutions are exempted. In this case, shareholders of at least one year have the right to request the Board of Directors to terminate those resolutions above.

Article 28. Chairperson of the Board

- 28.1. Board of Directors elects Chairperson from one of the BOD members. Chairperson can also be the CEO under Shareholders' General Meetings' decision.
- 28.2. Chairperson has the following rights and obligations:
- a. Plan agendas and activities for the BOD;
 - b. prepare or organize the preparation of the programs, contents, and documents for meetings, convene and chair the meetings of the BOD;
 - c. Facilitate approvals for the resolutions of the BOD;
 - d. Supervise the execution process of the BOD' resolutions;
 - e. Chair the Shareholders' General Meetings;
 - f. Other rights and obligations in accordance with law and this Charter.
- 28.3. In case the Chairperson is absent, he or she should authorize in writing another member of the Board to exercise rights and obligations as a Chairperson. In case there is no authorized person or the Chairperson fail to perform his tasks, the rest of the Board members elect another member to temporarily act as the Chairperson following the majority voting rule.

Article 29. Board of Directors meetings

- 29.1. The first meeting of the term of the Board of Directors to elect the Chairman and to make other decisions under the competence should be made within seven (07) working days from the date of final election of the Board of Directors for the term. This meeting is convened by the member with the highest number of votes. In case that there is more than one (01) members with the equal highest number of votes, the Board of Directors' members shall elect one of them to convene a meeting of the Board of Directors by majority rule.
- 29.2. The Board of Directors may meet regularly or irregularly. The Board of Directors may meet at the Company's headquarters or elsewhere decided by the Chairman of the Board.
- 29.3. Regular meetings of the Board of Directors are convened by the Chairman whenever it deems necessary, but they shall meet once at least every quarter.

- 29.4. Chairman of the Board of Directors shall convene a meeting of the Board in one of the following cases:
- There's proposal of the Supervisory Board;
- a. Requested by the Chief Executive Officer or of at least 05 other managers;
 - b. Requested by at least 02 members of the Board;
 - c. Other cases decided by the Board of Directors from time to time.
- The request must be made in writing, clearly stating the purpose, issues to be discussed and decision within the jurisdiction of the Board of Directors.
- 29.5. Chairman has to convene a meeting of the Board of Directors within 10 days from the date of receipt of the request specified in Point 4 of this Article. If the Chairman does not convene a meeting of the Board of Directors as requested, the Chairman shall be responsible for any damages caused to the Company; the requester has the right to replace the Board of Directors to convene the Board of Directors' meeting.
- 29.6. Chairman of the Board of Directors or the convener of the Board of Directors' meeting must send meeting invitation no later than five working days before the meeting date. The meeting invitation shall specify the time and place, agenda, the issues to be discussed and decisions. Enclosed with the invitation are documents to be used at the meeting and vote of its members.
- The meeting invitation is sent by post, fax, electronic mail or other means but it must make sure to get the address of each member of the Board of Directors as registered with the company.
- 29.7. Chairman of the Board of Directors or the convener of the Board of Directors' meeting must send meeting invitation and attached documents to members of the Board of supervisors and the Chief Executive Officer the same as to the members of the Board of Directors.
- Members of the Board of supervisors and the Chief Executive Officer who are not members of the Board of Directors have rights to attend the meeting of the Board of Directors, to discuss but are not legal to vote.
- 29.8. The Board of Directors' meeting is held when three-fourths of the total number of members attending the meeting.
- Members not attending the meeting in person has right to vote through text voting. Voting cards must be in sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour prior to the opening of the meeting. The vote can only be opened in the presence of all the people attending the meeting.
- Decisions of the Board of Directors are passed by a majority of the members present at the meeting; in case of equal votes, the final decision is the one which includes vote of the Chairman of the Board of Directors.
- 29.9. BOD members have to attend all meetings of the BOD. They may authorize another person to attend the meeting if a majority of the Board members approve.
- 29.10. Minutes of the BOD Meeting
- a. All BOD meetings shall be recorded in minutes book. The BOD meeting minutes which are in Vietnamese and in foreign language should include the followings:
 - Company name, office address, business registration license number, date of issue and place of issue
 - Purposes, programs and contents
 - Time and location
 - Names of attendants or authorized attendants, names of absent members and reason of absence
 - Issues for discussion and voting
 - Brief of members' opinions in order
 - Result of the voting which mentions clearly who showed their agreement, disagreement or no opinions
 - The approved decisions
 - Names and signatures of all attending members

- Chairperson and secretary take responsibilities for the authenticity and accuracy of the BOD meeting minutes
- b. The meeting minutes and related documents are in company's main office.
- c. The meeting minutes which are in Vietnamese and English version have the same legal valid.

Article 30. Rights to get information of BOD members

- 30.1. Members of the Board of Directors have rights to request the CEO, Deputy Managing Director, the managers of the units in the Company to provide information and documents about the financial situation, business activities of the Company and of units in the Company.
- 30.2. The manager is required to provide timely, complete and accurate information and documents requested by the Board members.

Article 31. Chief Executive Officer

- 31.1. BOD nominates a board member as a CEO or recruits a capable person to act as CEO. CEO is the legal representative of the company.
- 31.2. CEO is responsible for monitoring daily operation of the company under the supervision of the BOD and holds obligations to the BOD and the law concerning his or her assigned duties.
- 31.3. The CEO's term does not exceed 5 years unless otherwise decided by the BOD. The incumbent could be re-elected at unlimited times.
- 31.4. The CEO must not concurrently hold similar position at any other company.
- 31.5. CEO has the following rights and obligations:
 - a. Authority to make decisions on daily operations of the company regardless of permission from the BOD;
 - b. Be responsible for carrying out resolutions of the BOD;
 - c. Be responsible for execution of business and investment plans of the company;
 - d. Propose for structure/restructure of internal control and regulations;
 - e. Appoint/dismiss positions in the company except for those that are within the authority of BOD;
 - f. Approve/reject salary request from employees including any well-fare benefit that applies;
 - g. Make decision on recruitment plan; and
 - h. Propose for distribution of profit after tax, dividend policy or handle any losses that incur.
 - i. Representing the Company in the lawsuit, the settlement of disputes arising in the course of operation
 - j. Other rights and obligations in accordance with law, this Charter and decisions of the Board of Directors.
- 31.6. CEO must comply with statutory regulations, the company charter, labor contracts and the BOD resolutions upon monitoring daily operation. Any breach of these regulations and requirements should be considered as legal responsibility of the CEO and any losses that incur must be compensated to the company.

Article 32. Deputy Managing Director

- 32.1. Deputy Managing Director is the assistants to the CEO, appointed by the Board of Directors on the proposal of the CEO, Deputy Managing Director's term shall not exceed five years;
- 32.2. Deputy Managing Director has following rights and obligations:
 - a. To assist the Chief Executive Officer daily business operations of the Company.
 - b. To perform the Company's daily business operation management tasks during CEO's absences as authorized by the CEO.
 - c. Perform other duties assigned by the CEO from time to time.

Article 33. Chief Accountant

- 33.1. Chief Accountant helps Chief Executive Officer manage finance, accounting, and statistics of the Company under the provisions of law. Chief Accountant has rights and obligations as stipulated by current law.
- 33.2. Chief Accountant is appointed and dismissed by the Board of Directors for a term of not exceeding five years.

Article 34. Assistance apparatus

- 34.1. Assistance apparatus has functions of advising and assisting the Board of Directors, Chief Executive Officer to manage the Company's works, and carries out professional management functions as assigned by the General Manager.
- 34.2. The organizational structure, functions and duties of assistance apparatus is decided by the Board based on the proposal of the Chief Executive Officer.

Article 35. Dependent unit

- 35.1. The Company may establish dependent units including but not limited to subsidiaries, branches, representative offices, business units in Business Location to reach the objectives of the Company in accordance with Resolution of the Board of Directors and the provisions of law.
- 35.2. The organizational structure, functions, duties and other matters related to the dependent units of the Company are decided by the Board of Directors in accordance with the provisions of the current law.
- 35.3. The establishment, organization and operation of the dependent units of the Company shall comply with the provisions of the current law.

Article 36. Board of Supervisors

- 36.1. The Board of Supervisors has from 3 to 5 members. Specific number is decided by the Shareholders' General Meeting. The office term of the Board of Supervisors shall not exceed 05 years; Board of Supervisors' members may be re-elected for an unlimited number of terms.
- 36.2. The Board of Supervisors' members elect 01 of them as head of the Board of Supervisors. Board of Supervisors must have at least 01 members who is accountant or auditor.
- 36.3. In the case at the end of the term that the Board of Supervisors has not elected for the new term, the existing Board of Supervisors is set to continue to exercise their rights and obligations until the new Board of Supervisors is elected and takes over the tasks.

Article 37. Rights and obligations of the Board of Supervisors

- 37.1. Board of Supervisors shall supervise the Board of Directors, Chief Executive Officer in the management and administration of the Company; responsible to the Shareholders' General Meeting in the implementation of assigned tasks.
- 37.2. Checking the reasonableness, legality, truthfulness and prudence in management, business operations, organizing accounting, statistical and financial reports.
- 37.3. Appraising business report, the semi-annual and annual financial statements of the Company, reports evaluating the management of the Board of Directors.
- 37.4. To submit evaluation reports on the Company's financial reports, annual business report and reports evaluating the management of the Board of Directors to the Shareholders' General Meeting at the annual meeting.
- 37.5. Reviewing the accounting books and other documents of the Company, the management and operations activities any time if necessary or upon the decision of the Shareholders' General Meeting or on demand if shareholder or a group of shareholders as stipulated in Point 2 of Article 13 of this Charter.
- 37.6. Upon request of a shareholder or a group of shareholders as stipulated in Point 2 of Article 13 of this Charter, the Board of Supervisors shall check within seven working days from the date of receipt of the request. Within 15 days from the date of the inspection completion, the Board of Supervisors shall report to explain the problem requested to check to the Board of Directors and shareholder or a group of shareholders who have requested.

The checking of the Board of Supervisors specified in this clause must not cause obstacles to the normal operation of the Board of Directors, not interrupt business operations of the Company.

- 37.7. Recommend the Board or the Shareholders' General Meeting measures amending, supplementing and improving organizational management, business operations of the Company.
- 37.8. Upon detection that members of the Board of Directors, Chief Executive Officer violate obligations of management companies defined in Article 119 of the Enterprise Act, the Board of Supervisors shall immediately notify in writing to the Board of Directors, asks the violator to stop violations and have remedial solutions.
- 37.9. Perform other rights and obligations under the provisions of the Enterprise Law, the Charter and decisions of the Shareholders' General Meeting.
- 37.10. Board of Supervisors has the right to use an independent consultant to perform the assigned tasks.
- 37.11. Board of Supervisors must consult the Board of Directors before submission of the report, conclusions and recommendations to the Shareholders' General Meeting.

Article 38. Rights and obligations of the Head of the Board of Supervisors

- 38.1. Directing the Board of Supervisors to carry out the duties and rights under the provisions of this Charter.
- 38.2. Convening BOS meetings and acting as the Chairman of the Board of Supervisors;
- 38.3. Requesting the company to provide related information to report to members of the Board of Supervisors; and
- 38.4. Prepare and sign the report of Board of Supervisors after consultation with the Board of Directors for submission to the Shareholders' General Meeting.

Article 39. Board of Supervisors has rights to get information

- 39.1. The meeting invitation, form to get opinion form the BOD members and attached documents must be sent to the members of the BOS at the same time and manner as to members of the BOD.
- 39.2. Report by the Chief Executive Officer to the BOD or other documents issued by the company must be sent to the members of the BOS at the same time and manner as to members of the BOD.
- 39.3. Member of the Board of Supervisors has the right to access the records and documents kept at the company's headquarters, branches and other locations; has the right to the place where managers and employees of the company work.
- 39.4. The Board of Directors, members of the OD, Chief Executive Officer, and other managers have to provide complete, accurate and timely information and documents on the management, administration and business operation of the company at the request of the Board of Supervisors.

Article 40. Prudent responsibilities of the Board of Directors, Chief Executive Officer and other managers.

Board of Directors, Chief Executive Officer and other managers are entrusted to honestly perform their duties, including duties as a member of the sub-committees of the Board of Directors at the manner that they believe to be for the highest interest of the Company and for a prudence that any other prudent person should also have to assume the same position and in similar circumstances.

Article 41. Honest responsibilities and avoidance of conflicts of interest

- 41.1. Members of the Board of Directors, Chief Executive Officer and other managers are not allowed to use for their personal businesses opportunities can bring benefits to the Company; and are not allowed to use the information gained through their positions for their own benefits or for benefits of any other organizations or persons.
- 41.2. Members of the Board of Directors, Chief Executive Officer and other managers are responsible to notify the Board of Directors any interests that may conflict and they can be benefited through legal entities, transactions or other individuals. These objects can only use those opportunities when members of the Board of Directors have not relevant interests and decide not to investigate this issue.
- 41.3. The Company is not allowed to provide loans, guarantees or credits to members of Board of Directors, Chief Executive Officer, managers and their families or any legal entities in which these objects have financial interests, unless Shareholders' General Meeting decides otherwise.

- 41.4. A contract or transaction between the Company and one or many members of the Board of Directors, Chief Executive Officer, other managers or those related to these people or any other corporation, partnership, association or organization in which one or more members of the Board of Directors, managers or their related persons are members or have related financial benefits will not be disabled because of those above mentioned relationships, or just because those Board of Directors or managers are present or participate in relevant meetings or in the Board of Directors or sub-committees allowed to implement the contract or transaction, or just because their votes are counted when voting for such purpose, if:
- a. For contract having values of twenty (20)% or lower of the Company's total assets stated in the latest audited financial statements, the important issues of the contract or transaction and relationships, benefits of the managers or members of the Board of Directors as well have been reported to the Board of Directors or related sub-committees. At the same time, the Board of Directors or sub-committees have allowed to perform the contract or transaction which honestly endorsed by majority votes of the council members have no relevant interest; or
 - b. For contract having values from twenty (20%) or higher of the Company's total assets stated in the latest audited financial statements, the important issues of the contract or transaction and relationships, benefits of the managers or members of the Board of Directors as well have been publicized to shareholders who have no relevant benefits but have voting rights for those issues and the shareholders honestly voted for this contract or transaction.
 - c. That contract or transaction is evaluated by an independent consulting organization that it is fair and reasonable in all aspects related to the company's shareholders at the time the transaction or contract is allowed by the Board of Directors or one sub-committee under the Board of directors or shareholders to implement, ratify or approve.
- 41.5. None of the members of the Board of Directors, Chief Executive Officer, managers or their related persons is allowed to buy, sell or trade in any other methods shares of the company or subsidiaries at any given time when they get the information that will definitely affect prices of the shares while other shareholders do not know this information.

Article 42. Responsible for damage and compensation

42.1. Responsibility:

Members of Board of Directors, Chief Executive Officer and other managers who violate their honest and prudent obligations and responsibilities, fail to fulfil their obligations with diligence and professional capacity shall take responsibilities for the damages caused by their acts of violations.

42.2. Compensation :

The Company will compensate for those who have, are and may become a party involved in complaints, lawsuits, prosecution despite these are civil and administrative cases (and not the lawsuits initiated by the Company as the petitioner). If that person were or are member of Board of Directors, managers, employees or representatives authorized by the Company (or its subsidiaries) or that person have or are implementing at the request of the Company (or its subsidiaries) as a member of Board of Directors, managers, employees or authorized representatives of a company, partner, joint venture or other legal entities, being provided that he or she has acted honestly, prudently and diligently for the benefit without being against the highest interests of the Company, on the basis of compliance with the law and there is now evidence to indicate that he or she has violated his/her responsibilities. Compensations includes accrued expenses (including attorney's fees), judgment costs, fines and other payable amounts incurring in the actual or being considered to be reasonable when dealing with these cases in the law frame . The Company may buy insurance for these persons to avoid liability above mentioned.

Article 43. Remuneration, salary and other benefits of members of Board of Directors, Chief Executive Officer

- 43.1. Members of Board of Directors, Chief Executive Officer and other managers will be paid according to the Company's results and business performance.
- 43.2. Remuneration, salary and other benefits of the members of Board of Directors, Chief Executive Officer will be paid in accordance the following provisions:
- a. Members of Board of Directors enjoy remunerations and bonuses. Remunerations are calculated on the number of working days needed to complete the task of the Board members and the payment for each working day. Board of Directors estimates remuneration for every member

according to the principles of consensus. The total remunerations for the whole Board of Directors are decided at the annual General Meeting of Shareholders;

- b. Members of Board of Directors have right to be paid the expenses of accommodation, meals, travel and other reasonable fees they pay when they perform assigned tasks;
 - c. Chief Executive Officer gets salary and bonus. The salary for the Chief Executive Officer is decided by the Board of Directors.
- 43.3. The remunerations of Board of Directors and the salaries of Chief Executive Officer and other managers are recorded in the company's expenses stipulated by Law on Enterprises and must be recorded as a separate account in the company's annual financial statements. These expenses are also to be reported in annual Shareholders' General Meeting.

Article 44. Publicity relevant interests

- 44.1. Board of Directors, Board of Supervisors, Chief Executive Officer and other managers of the company have to declare their relevant interests in the company, including:
- a. Name, address of the headquarters, business lines, number and date of issuance of the Business Certificate, place of business registration of businesses that they own or hold stake, ratio and timing of owning and holding;
 - b. Name, address of the headquarters, business lines, number and date of issuance of the Business Certificate, place of business registration of businesses that their related persons own or hold from 35% of the charter capital.
- 44.2. The declaration provided at Term 1 of this article must be preceded within 07 working days from the date of appearing relevant interests; amendments and supplements must be declared to the company within 07 working days since the date of amendments, supplements, respectively.
- 44.3. The declaration provided at the Term 1 and Term 2 of this article shall be notified to the Shareholders' General Meeting at the annual meeting and shall be posted and kept at the corporate's headquarters. Shareholders, authorized representatives of the shareholders, members of Board of Directors, Board of Supervisors, Chief Executive Officer have right to review the declaration contents at any time it deems necessary.
- 44.4. Members of Board of Directors, Chief Executive Officer on behalf of individuals or on behalf of another person to perform work in any form of the company's business scope must explain the nature and the content of that work at Board of Directors, Board of Supervisors and are only allowed to perform the work when getting approvals of the majority of the remaining members of Board of Directors; if the work is done without declaration or no approval of the Board of Directors, all income earned from that activities will belong to the company.

Article 45. Remunerations and other benefits of the members of Board of Supervisors

Remunerations and other benefits of the members of Board of Supervisors will be paid complying with following provisions:

- 45.1. Members of Board of Supervisors get remunerations in accordance with their tasks and enjoy other benefits under the decision of the Shareholders' General Meeting. The Shareholders' General Meeting decides the total remunerations and annual operation budget for Board of Supervisors based on the estimated working days, works volume, work nature and the daily average remuneration for each member of Board of Supervisor;
- 45.2. Members of Board of Supervisors have right to be paid the expenses of accommodation, meals, travel and fees of independent advice services at reasonable levels. The total amount of these remunerations and expenses shall not exceed the total annual operating budget for Board of Supervisor approved by the Shareholders' General Meeting unless the Shareholders' General Meeting have other decisions;
- 45.3. The remunerations and operating expenses of the Board of Supervisors are recorded in the company's expenses stipulated by Law on Enterprises and must be recorded as a separate account in the company's annual financial statements.

**CHAPTER III
EMPLOYEES**

Article 46. Employee Recruitment

All employees of the Company were selected and used in accordance with the provisions of law.

Article 47. Rights and obligations of the employees

- 47.1. The rights and obligations of employees are ensured by the Labor contract signed between the employees and Chief Executive Officer, in accordance with provisions of law.
- 47.2. Wage policy for employees of the Company is decided by the Board of Directors on the basis of Chief Executive Officer's proposals and in accordance with provisions of law.

Article 48. Labor Regulations

- 48.1. The Company will build labor regulations consistent with provisions of law, being applied to all those who work at Company. The Labor regulations will be built by Chief Executive Officer and approved by Board of Directors.
- 48.2. That work at Company must obey the labor contents issued by the Company.

Article 49. Labor union activities and other unions

- 49.1. Employees of the Company have right to establish trade union to represent their interests and other organizations in accordance with the provisions of law.
- 49.2 The Company creates favorable conditions for the establishment and operation of the trade union and other unions established by the Company's employees.

CHAPTER IV PROFIT DISTRIBUTION

Article 50. Dividend Payment

- 50.1. According to the decision of the Shareholders' General Meeting and under the law, the company can announce and pay dividend from its retained earnings, but the rate of dividend payment shall not exceed the limits proposed by the Board of Directors after seeking opinions of the shareholders at the Shareholders' General Meeting.
- 50.2. Dividend paid to common shares was determined based on the actual net profit and dividend payments are financed from the retained earnings of the company. The Company can only pay dividends to its shareholders after it completes its tax obligations and other financial obligations in accordance with law; making fund provisions, having fully settled all the debts and asset obligations on due, under the provisions of law and this Charter; upon paying off dividends, the company must also guarantee the payment of all debts and other property obligations on use.
- Dividends may be paid in cash, shares of the company or other assets. If paying by cash, it must be done in Vietnam dong and can be paid by check or money order mailed to the permanent address of the shareholder.
- Dividends may be paid by bank transfer when the company has enough details about the shareholders' bank account to be able to transfer money directly into the bank account of the shareholder. If the company has transferred in accordance with the details of the bank account informed by shareholders, the company shall not be responsible for any damage arising from such transfer.
- 50.3. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, decide the dividend ratio to be paid for each share, deadlines and mode of payment at least 30 days before each payment of dividends. Notice of dividend payment has to be sent by a guaranteed method to reach the registered address of all shareholders no later than fifteen days prior to the actual payment of dividends. The notice must specify the name of the company; name, permanent address, nationality, identity card, passport or personal identification numbers of legitimate individual; name, permanent address, nationality, number of business registration license of institutional investors, number of each type of share held by each shareholder; the dividend for each type of share and the total dividend to shareholder, and the time and method of payment of dividends; name and signature of the Chairman of the Board of Directors and Chief Executive Officer.
- 50.4. In case shareholders transferring their shares in the time between the completion of the list of shareholders and dividend payment time, the transferor is eligible to get dividend payment from the Company.
- 50.5. Dividends paid to preferred shares shall comply with the conditions applicable to each type of preferred shares.
- 50.6. Board of Directors may decide to pay interim dividends if it deems such payment in line with the profitability of the company.
- 50.7. Board of Directors may propose the Shareholders' General Meeting to pass full or partly payment of dividends in certain assets (possibly in stocks or bonds w issued by other companies which have been fully paid) and the Board of Directors shall implement this Resolution.
- 50.8. The Board of Directors through its Resolution can decide a specific date as the record date of the business activities, accordingly, existing shareholders or owners other securities are entitled to receive dividends, interest, and profit distribution, receiving stock, notice or other documents. Record date may be on the same day or at any time prior to receipt of such benefits. This does not affect the rights of the two parties in the transferring of shares or related securities.

Article 51. Revoking payment for redeemed shares or dividends

In case the payment of the redeemed shares is contrary to the provisions in the point 3 of Article 10 of this Charter or dividend payment is contrary to the provisions in Article 50 of this Charter and Article 93 of the Enterprise Law, the shareholders must pay back the company money and other assets received; in case shareholders pay back the company, that shareholder and all members of the Board of Directors shall be jointly liable for the debts and other asset obligations to the company within the value of the money or assets paid to shareholders which are not paid back.

CHAPTER V FINANCE, ACCOUNTING

Article 52. Bank Account

- 52.1. The company will open a bank account in a Vietnam bank or in foreign banks licensed to operate in Vietnam.
- 52.2. According to the prior approval of the competent authorities, the Company can open a bank account in a foreign country under the provisions of law, if necessary.
- 52.3. The company will conduct all payments and accounting transactions through the accounts in Vietnam dong or foreign currency opened by the Company.

Article 55. Fiscal year

The fiscal year of the Company starts from the first day of January each year and ends at the 31st of December of the same year. The first fiscal year starts from the Business Registration License granting date and ends at the 31st of December of the same year. Within 90 days from the end of the fiscal year, the Company has to send annual reports approved by the Shareholders' General Meeting to tax agency and registration agency. The summary of annual financial statements must be sent to all shareholders.

Article 54. Provision of Funds

The Shareholders General Meeting decides the establishment of funds under the provisions of the law. Every year, after the implementation of financial obligations towards the State, profits are distributed as follows:

- Obligatory reserve: minimum 2%;
- Collective welfare funds: minimum 2%;
- Production and business development fund: minimum 2%;
- Bonus: minimum 2%;

The specific ratio is decided by the Shareholders General Meeting from time to time but not less than the minimum ratio stated in this Article.

Article 55. Accounting System

- 55.1. The Company uses Vietnam Accounting System (VAS) or any other system approved by the Ministry of Finance.
- 55.2. The Company's bookkeeping is in Vietnamese. The company will maintain accounting records in accordance with the type of business that the company is involved. These records must be accurate and updated, systematic and sufficient to demonstrate and explain the Company's transactions.
- 55.3. The company uses Vietnam dong in its accounting.

CHAPTER VI SEAL

Article 56. Seal

- 56.1. The Board of Directors shall approve an official seal of the Company and the seal will be carved in accordance with the provisions of laws.
- 56.2. The Board of Directors and the Chief Executive Officer use the seal in accordance with the provisions of laws.

CHAPTER VII
COMPANY DISSOLUTION AND BANKRUPTCY

Article 57. Dissolution

57.1. The circumstances and conditions for dissolution of the Company:

- a. The Company will be dissolved in the following cases:
 - According to the decision of the Shareholders General Meeting;
 - The Company does not have the minimum number of members under the provisions of the Enterprise Law in a period of six consecutive months;
 - The Business Registration License is revoked.
- b. The Company can only be dissolved after payments of all debts and other asset obligations.

57.2. The procedures for dissolution of the Company:

The dissolution of the Company shall comply with the following provisions:

- a. Approving the decision to dissolve the Company. The decision to dissolve the Company must have the following main contents:
 - The name and address of company headquarters;
 - The reason(s) for dissolution;
 - The duration and procedures for liquidation of contracts and payment of debts of the Company; the duration for payment of debts and liquidation of contracts shall not exceed six months from the date of approving the decision on dissolution;
 - The plan for dealing with the obligations arising from labor contracts;
 - The full name and signature of the Chief Executive Officer.
- b. The Shareholders' General Meeting decides whether the Board of Directors conducts the liquidation of the Company's assets themselves or a liquidation committee shall be established to carry out the liquidation of the Company's assets.
- c. Within seven (07) working days from the date of approval, the dissolution decision must be sent to the business registration agency, all creditors, all people with related rights, obligations and benefits and workers of the Company and shall be publicly posted at the headquarters and branches of the Company.

The decision to dissolve the Company must be published at least on a newspaper or electronic newspaper in three consecutive issues if required by law.

The dissolution decision must be sent to creditors together with notices on the debt settlement plan. The notice must include the name and address of the creditor; the debt amount, duration, location and payment method of the debt; the method and duration for settling complaint of the creditor.

- d. The Company's debts shall be paid in the following order:
 - Unpaid wages, severance allowances, social insurance in accordance with laws and other rights of workers under collective labor agreements and signed labor contracts;
 - Tax liabilities and other liabilities.

After payment of all debts and expenses for dissolution of the Company, the remaining belongs to the shareholders and is divided according to the percentage of shares they hold.

- e. Within seven (07) working days from the date of payment of all debts of the Company, the Chief Executive Officer shall send the dissolution documents of the Company to the registration authority to conduct procedures to remove the name of the company in the business registration book.
- f. Where the certificate of business registration the Company is revoked, the company must be dissolved within six (06) months from the date of revocation of the business registration certificate. The dissolution order and procedures shall be carried out under the provisions of this Article.

57.3. The following activities shall be banned since the dissolution decision:

Since the decision to dissolve the Company, the Company and the Company's management shall be prohibited to perform the following activities:

- a. Concealing and dispersing assets;
- b. Abandoning or reducing debt claims;
- c. Transferring unsecured debts into debts secured by assets of the business;
- d. Signing a new contract which is not a contract to implement the dissolution of the business;
- e. Pledging, mortgaging, donating, leasing assets;
- f. Terminating valid contracts;
- g. Raising capital in any other forms.

Article 58. Bankruptcy

The bankruptcy of the Company shall comply with the provisions of the law on bankruptcy.

**CHAPTER VIII
OTHER PROVISIONS**

Article 59. Internal dispute resolution

59.1. When disputes or complaints related to the Company's operations or to the right of the shareholders arising from the charter or any rights or obligations stipulated by the Enterprise Law or other laws or administrative regulations, between:

- a. A shareholder or shareholders with the Company; or
- b. A shareholder or shareholders with the Board of Directors, Supervisory Board, Chief Executive Officer or other managers,

Related parties shall try to resolve such disputes through negotiation and mediation. Except when disputes are related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of the dispute and will require each party to present practical elements relevant to the dispute within 7 working days from the date the dispute arose. If the dispute is related to the Board of Directors or the Chairman of the Board, any party may request a lawyer's office appointed an independent expert to act as a referee for the dispute resolution.

59.2. If no mediation decision is reached in within 6 weeks from the start of the mediation process, or if the decision of the mediator is not accepted by the parties, any party may refer the dispute to a jurisdiction Court to resolve.

59.3. Each party shall bear its own expenses related to the negotiation process and reconciliation. The costs of going to court to be borne by which party shall be ruled by the Court.

Article 60. Charter amendment and supplementation

60.1. The amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

60.2. In cases where the provisions of laws relating to the company's operations have not been mentioned in this Charter or in the case of new provisions of laws are different from the provisions of this Charter, the provisions of laws shall be applicable and govern the operations of the Company.

Article 61. Effective Date

61.1. This Charter includes 8 Chapters, 61 Articles and is unanimously, approved and accepted the effect of its full text by the General Meeting of Shareholders the Company on 23 April 2020 in Hanoi.

61.2. This Charter takes effect from the date that the shareholders approve and notify the Hanoi Department of Planning and Investment.

61.3. This Charter is the only one and official of the Company.

61.4. Copies or excerpts of the Company's Charter must be signed by the Chairman of the Board of Directors or at least half of the members of the Board of Directors to be valid.

61.5. This Charter is made in 05 copies of equal value.

Signature of Chairman

