

BAMBOO CAPITAL JOINT STOCK COMPANY



DRAFT

**CHARTER OF
BAMBOO CAPITAL
JOINT STOCK COMPANY**

*(The 14th amendment and supplement
on October 01st, 2021)*

Ho Chi Minh City, October 2021

TABLE OF CONTENTS

	<i>INTRODUCTION</i>	4
I.	<i>Definition of terms in the Charter</i>	4
	<i>Article 1. Interpretation of terms</i>	4
II.	<i>Name, Form, Head Office, Legal Representative, Branch, Representative Office, Business Location and Operation Term of the Company</i>	6
	<i>Article 2. Name, Form, Head Office, Legal Representative, Branch, Representative Office, Business Location and Operation Term of the Company</i>	6
III.	<i>Objective, Scope of Business and Operation of the Company</i>	6
	<i>Article 3. Objective of the Company</i>	6
	<i>Article 4. Scope of business and operations of the Company</i>	9
IV.	<i>Charter Capital, Shares and Founding Shareholders</i>	9
	<i>Article 5. Charter Capital, Shares and Founding Shareholders</i>	9
	<i>Article 6. Share Certificates and Other Securities Certificates</i>	10
	<i>Article 7. Assignment of Shares</i>	11
	<i>Article 8. Reclamation of Shares</i>	12
V.	<i>Management, Control and Administration Structure</i>	13
	<i>Article 9. Management, Control and Administration Structure</i>	13
VI.	<i>Shareholders and General Meeting of Shareholders</i>	13
	<i>Article 10. Rights of Shareholders</i>	13
	<i>Article 11. Obligations of Shareholders</i>	14
	<i>Article 12. General Meeting of Shareholders</i>	15
	<i>Article 13. Rights and Duties of the General Meeting of Shareholders</i>	17
	<i>Article 14. Authorized Representative; Authorized person to attend the Meeting</i>	18
	<i>Article 15. Change of Rights</i>	20
	<i>Article 16. Convening the General Meeting of Shareholders, Agenda and Notice of meeting of the General Meeting of Shareholders</i>	20
	<i>Article 17. Conditions for conducting a meeting of the General Meeting of Shareholders and preparation of Minutes of the General Meeting of Shareholders</i>	21
	<i>Article 18. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders</i>	25
	<i>Article 19. Demand for cancellation of resolutions of the General Meeting of Shareholders</i>	28
VII.	<i>Board of Directors</i>	28
	<i>Article 20. Composition and Term</i>	28
	<i>Article 21. Powers and Duties of the Board of Directors</i>	30
	<i>Article 22. Chairman of the Board of Directors</i>	33
	<i>Article 23. Meetings and Sub-committees of the Board of Directors</i>	34
VIII.	<i>General Director, Other Senior Managers and Secretary of the Company</i>	37
	<i>Article 24. Organization of the management apparatus</i>	37
	<i>Article 25. Senior Managers</i>	38
	<i>Article 26. Appointment, dismissal, removal, Duties and Powers of the General Director</i>	38

	<i>Article 27. Secretary of the Company</i>	40
IX.	<i>Board of Supervisors</i>	40
	<i>Article 28. Board of Supervisors</i>	40
X.	<i>Duties of Member of the Directory Board, Member of Supervisory Board Supervisors, the General Director and Other Senior Managers</i>	43
	<i>Article 29. Responsibility to be prudent</i>	43
	<i>Article 30. Responsibility to be honest and avoid the conflicts of benefits</i>	43
	<i>Article 31. Responsibility for loss and compensation</i>	45
XI.	<i>Right to investigate books and records of the Company</i>	46
	<i>Article 32. Right to investigate books and records</i>	46
XII.	<i>Employees and the Trade Union</i>	46
	<i>Article 33. Employees and the Trade Union</i>	46
XIII.	<i>Profit Distribution</i>	47
	<i>Article 34. Profit Distribution</i>	47
XIV.	<i>Bank Accounts, Reserve Fund, Fiscal Year and Accounting System</i>	47
	<i>Article 35. Bank Accounts</i>	47
	<i>Article 36. Reserve Fund</i>	48
	<i>Article 37. Fiscal Year</i>	48
	<i>Article 38. Accounting System</i>	48
XV.	<i>Annual Report, Responsibility for Information Disclosure and Public Announcement</i>	48
	<i>Article 39. Annual, semi-annual and quarterly financial statements</i>	48
	<i>Article 40. Information Disclosure and Public Announcement</i>	46
XVI.	<i>Company Audit</i>	49
	<i>Article 41. Auditing</i>	49
XVII.	<i>Seal</i>	49
	<i>Article 42. Seal</i>	49
XVIII.	<i>Termination of Operation and Liquidation</i>	50
	<i>Article 43. Dissolution of the Company</i>	50
	<i>Article 44. Cases of Deadlock between members of the Board of Directors and Shareholders</i>	50
	<i>Article 45. Liquidation</i>	50
XIX.	<i>Internal Dispute Resolution</i>	51
	<i>Article 46. Internal Dispute Resolution</i>	51
XX.	<i>Charter Amendment and Supplement</i>	51
	<i>Article 47. Amendment and Supplement to the Company Charter</i>	51
XXI.	<i>Effective Date</i>	52
	<i>Article 48. Effective Date</i>	52
	<i>Article 49. Signature of the Legal Representative</i>	52

INTRODUCTION

This Charter of Bamboo Capital Joint Stock Company shall be the legal basis for entire operation of the Company - a joint stock company was established and is operating under the Law on Enterprises. The Charter, the Resolutions of the General Meeting of Shareholders, decisions of the Board of Directors and other decisions issued by the Company, if properly approved in accordance with the relevant laws, shall be rules and regulations to conduct business operations of the Company.

This Charter includes twenty-one (21) Chapters, forty-nine (49) Articles, effective from May 15th 2021.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In the Charter, the following terms shall be construed as follows:
 - a. **“The Company”** defined in this Charter shall be CÔNG TY CỔ PHẦN BAMBOO CAPITAL; the English name of the company shall be: BAMBOO CAPITAL JOINT STOCK COMPANY; and abbreviated as BCG.
 - b. **“Area of Business”** means the geographic scope in which the production and business operations of the Company shall be carried out, including areas within and outside the territory of Vietnam.
 - c. **“Charter Capital”** means the amount of capital contributed by all Shareholders and mentioned in Article 5 of this Charter.
 - d. **“The Law on Enterprises”** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of Socialist Republic of Vietnam on June 17th 2020 taking effect as from January 1st 2021.
 - e. **“Law of Securities”** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26th 2019 and took effect as from January 1st 2021.
 - f. **“Managers”** the Chairperson of the Board of Directors (BODs), members of the BODs, General Director and Chief Accountant.
 - g. **“Establishment Date”** means the date on which the Company is firstly granted the Business Registration Certificate (Enterprise Registration Certificate).
 - h. **“Laws”** mean all legal documents as stated in Article 2 of Law No.80/2015/QH13 dated June 22nd 2015 of the National Assembly of Vietnam on promulgation of legal documents and effective as from July 01st 2016.
 - i. **“Related Party”** means any individual or organization as set forth in *Clause 23, Article 4 of the Law on Enterprise and Clause 46, Article 4 of the Securities Law*.
 - j. **“Shareholders”** means any individual or organization named in (i) the Register of Shareholders of the Company; or (ii) a similar document or material required by the Law of Securities regarding a listed company as an owner of shares.
 - k. **“Operation Term”** means the duration of operation of the Company as stated in Article 2 of this Charter, and can be changed by a resolution passed by the General Meeting of Shareholders.
 - l. **“Vietnam”** means the Socialist Republic of Vietnam.

- m. **“Acquirer”** means (i) a representative of a Shareholder being an organization, (ii) a Shareholder being an individual or a representative of such Shareholder, that such Shareholder (being an organization or individual) holds or together with the Related Person as stipulated in Item 1 of Clause 1 of Article 1 of this Charter, hold 25% or more of the shares with voting rights of the Company.
 - n. **“Authorized Representative”** means a person who is authorized by a Shareholder being an organization / individual in written form of power of attorney to exercise the rights of such Shareholder in the Company in accordance with the Law
 - o. **“Authorized Person to attend the meeting”** means a person who is duly authorized: (i) by a Shareholder (being an organization or individual); or (ii) by an Authorized Representative to attend and vote at a meeting of the General Meeting of Shareholders.
 - p. **“Branch”** là means a dependent unit of the Company, duly established within the territory of Vietnam, having the task of performing all or a number of the functions of the Company, including the function of an authorized representative. The lines of business of the branch must conform with the lines of business of the Company.
 - q. **“Representative Office”** means a dependent unit of the Company, having the task of acting as the authorized representative in the interests of the Company and protecting such interests.
 - r. **“Business Location”** means the location organized to implement specific business operations of the Company. Business Location may be outside the registered address of the head office.
 - s. **“Subsidiary”** means an enterprise in one of the following cases: (a) the Company holds over fifty per-cent (50%) of the charter capital of or total ordinary shares already issued by such enterprise; (b) the Company has the right to control such enterprise through: (i) direct or indirect right of appointment of a majority or all of members of the Board of Directors, the Directors or the General Director of such enterprise; (ii) to decide on amendment and supplement to the Charter of such enterprise; and (iii) other rights under the Law on Enterprises.
 - t. **“Regulations on Corporate Governance”** means the document gathering the rules and regulations for operation and management of the Company and issued in accordance with the authority, procedures of the Company and in conformity with legislations from time to time.
 - u. **“Competitor”** means any organization who provides, or in the future, is able to provide products, services or business in areas of similar (or better) benefits to customers. Competitors are also more widely understood as the competitors who are capable of acquiring ownership of the Company for the purpose of expanding operations, gaining market share or increasing competitiveness.
2. In this Charter, any article or document referred to will include any amendment and supplement or any replacing document of such article or document.
 3. Headings (chapters, Article of the Charter) are used herein for convenience only, and do not affect the nature of the content and structure of the Charter.;
 4. Words or terms defined in the Law on Enterprises, the Law of Securities (if they do not contradict the subject or context) will have the same meanings in this Charter.

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

Article 2. Name, Form, Head Office, Legal Representative, Branch, Representative Office, Business Location and Operation Term of the Company

1. The legal name of the Company in Vietnamese shall be “**CÔNG TY CỔ PHẦN BAMBOO CAPITAL**”. The name of the Company in English shall be “**BAMBOO CAPITAL JOINT STOCK COMPANY**”. Tên viết tắt là “**BCG**”. The Company shall be a shareholding company having legal entity status in compliance with applicable law of Vietnam.
2. The Company was established, organized and operated in accordance with the Law on Enterprises. Accordingly, the Company shall have its legal entity status as from the Establishment Date and Shareholders shall only be liable for debts and other property obligations of the Company within the amount of capital that they have contributed to the Company.
3. The Company’s registered head office is located at:
 - Address : 27C Quoc Huong, Thao Dien Ward, Thu Duc City, Ho Chi Minh City, Vietnam
 - Telephone : +84. 86 268 0680
 - Fax : +84. 86 299 1188
 - Website : <http://www.bamboocap.com.vn>
4. Chairman of the BODs *and General Director are* the Company’s legal representative of the Company.
5. The Company may establish branches, representative offices and business locations (hereinafter referred to as “the subordinate units”); may implement division, separation or conversion of the subordinate units in the Area of Business to implement the Company’s operational objectives in accordance with the Law and the Charter.
6. Except for early termination of the Operation Term in accordance with Clause 2 Article 43 and 44 in this Charter, the Operation Term of the Company is unlimited from the Establishment Date.

III. OBJECTIVE, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 3. Operational objectives of the Company

1. Lines of business of the Company:

No.	Name of business lines	Code
1	Sawmilling, planning and preserving of wood (not operating in the head office).	1610
2	Manufacture of veneer, plywood and veneer panels (not operating in the head office).	1621
3	Manufacture of builders’ carpentry and joinery	1622

No.	Name of business lines	Code
	(not operating in the head office).	
4	Other retail sale of new goods in specialized stores Details: Retail sale of fertilizer	4773
5	Commission agents for automobiles and other motor vehicles	4513
6	Mining of iron ores (not operating in the head office)	0710
7	Mining of uranium and thorium ores (not operating in the head office)	0721
8	Mining of other non-ferrous metal ores (not operating in the head office)	0722
9	Quarrying of stone, sand, gravel and clay (not operating in the head office)	0810
10	Wholesale of food Details: Wholesale of milk and dairy products, confectionery, grain mill products, starch products, coffee and cacao (except for not distributing goods that the economic organization has foreign investors not entitled to distribute the goods as stipulated by the laws from time to time) (not operating in the head office)	4632
11	Wholesale of motor vehicles	4511
12	Wholesale of construction materials, equipment and supplies Details: Wholesale of wood, bamboo in the rough; wholesale of products of primary processing of wood; wholesale of construction materials;	4663
13	Trade promotion (not operating in Ho Chi Minh City) (without conducting fire and explosion effects and using explosives, combustibles and chemicals as properties and instruments for arts programs, events and films and movies)	8230
14	Wholesale of other machinery and equipment Details: Wholesale of other machinery and equipment (except for not distributing goods that the economic organization has foreign investors not entitled to distribute the goods as stipulated by the laws from time to time)	4659
15	Computer programming	6201
16	Computer consultancy and computer system management	6202
17	Other information technology and computer service activities	6209
18	Repair of computers and peripheral equipment	9511

No.	Name of business lines	Code
	(except for mechanical processing, waste recycling and electroplating in the head office)	
19	Data processing, hosting and related activities	6311
20	Trading of own or rented property and land use rights Details: Trading of real estates (except for not “investing in construction of cemeteries to transfer the right to use land where infrastructure is located”)	6810
21	Other specialized wholesale not elsewhere classified Details: Wholesale of latex rubber and fertilizers (not operating in the head office); Wholesale of pesticides, fertilizers and other agricultural chemicals	4669
22	Manufacture of prepared feeds for livestock, poultry and aquatic animals (not operating in the head office)	1080
23	Wholesale of parts and accessories for motor vehicles and other motor vehicles	4530
24	Sale of motorcycles	4541
25	Wholesale of parts and accessories for motor vehicles and other motor vehicles	4543
26	Renting of motor vehicles Details: Renting of automobiles	7710
27	Maintenance and repair of automobiles and other motor vehicles (except for mechanical processing, waste recycling and electroplating in the head office)	4520
28	Maintenance and repair of motorcycles (except for mechanical processing, waste recycling and electroplating in the head office)	4542
29	Activities auxiliary to financial service activities not elsewhere classified Details: Investment consultancy activities (except for financial, accounting and legal consultancy)	6619
30	Management consultancy services (except for financial, accounting and legal consultancy)	7020 (Chính)
31	Site preparation	4312
32	Other construction installation (except for mechanical processing, waste recycling and electroplating in the head office)	4329
33	Building completion and finishing	4330
34	Other specialized construction activities	4390
35	Demolition	4311

No.	Name of business lines	Code
36	Retail sale of small cars (with 9 or fewer seats)	4512
37	Wholesale of textiles, clothing and footwear	4641
38	Commission agents, brokers and auction agents Details: Commission agents and brokers (except for not distributing goods that the economic organization has foreign investors not entitled to distribute the goods as stipulated by the laws from time to time)	4610
39	Construction of residential buildings	4101
40	Construction of non-residential buildings	4102
41	Construction of railways	4211
42	Construction of roads	4212
43	Construction of other utility projects	4229
44	Construction of other civil engineering projects	4299
46	Manufacture of knitted and crocheted and other non-woven fabrics	1391
47	Manufacture of carpets and rugs	1393
48	Electric power generation Details: Solar power and wind power (except for Electric power transmission, national load dispatch and management of distribution grid, multi-purpose hydroelectricity and nuclear power)	3511
49	Electric power transmission and distribution Details: Sale of electricity to the user (except for Electric power transmission, national load dispatch and management of distribution grid, multi-purpose hydroelectricity and nuclear power)	3512
50	Short term accommodation activities Details: Hotels; resort hotels; suite/apartment hotels; motels; guesthouses	5510
51	The enterprise must comply with the laws on land, construction, fire safety and environmental protection and other applicable laws and business conditions for conditional business lines.	The business lines have not matched the economic industry system of Vietnam

2. Operational objectives of the Company: Continuously develop investment activities; trading, merger and acquisition of enterprises and carry out business and production activities in order to: maximize the Company's profits for the Shareholders; improve the Company value; and constantly improve lives, working conditions and income for the employees; at the same time fulfill payment obligation to the State budget.

Article 4. Scope of business and operations of the Company

1. The Company shall be permitted to plan and carry out all business activities according to the Company's business lines as announced in the National Business Registration Portal and this Charter, in compliance with the Law and shall be permitted to take appropriate measures to achieve objectives of the Company.
2. The Company may carry out business operations in other sectors permitted by the Law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 5. Charter Capital, Shares and Founding Shareholders

1. The Company's Charter Capital: VND **2.975.371.740.000** (*In words: Two thousand nine hundred and seventy five billion, three hundred and seventy one million, seven hundred and forty thousand VND*). Par value of the share is VND 10,000/share (*Ten thousand VND per share*). The total number of shares of the Company shall be calculated by dividing the Company's Charter Capital by the par value of each share.
2. All shares issued by the Company on the approving date of this Charter shall be ordinary shares. The rights and obligations attached to such ordinary shares shall be stipulated in Article 10 of this Charter.
3. The Company may only increase its Charter Capital upon approval of the General Meeting of Shareholders in accordance with the Law.
4. The Company may issue preference shares after having the approval of the General Meeting of Shareholders and in accordance with the provisions of the Law
5. The Company may issue shares at a price which can be paid in installments. The maturity of such installments and the sum to be paid on a periodical basis must be determined upon the issuance of shares.
6. New ordinary shares intended to be issued shall be given priority to be offered for sale to existing Shareholders in proportion to the number of ordinary shares of each Shareholder in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must give a notice of offering which specifies the number of shares to be offered for sale and a reasonable time-limit (not less than twenty one (21) days or other time-limit under the Law) so that Shareholders can order for subscription. The number of remaining shares not subscribed to be purchased by such Shareholders shall be decided by the Board of Directors. The Board of Directors may allocate the shares to subjects in accordance with the conditions and in a manner that the Board of Directors deems appropriate, provided that the shares may not be sold on conditions which are more favorable than the conditions offered to the existing Shareholders, unless the shares are sold via the Stock Exchange by auction method.
7. The Company may purchase its own shares in any way permitted in the Charter and applicable Law. The shares acquired by the Company shall be treasury stocks and the Board of Directors may offer in ways in consistency with the provisions of this Charter, the Law of Securities and relevant guiding documents.
8. The Company may issue other types of securities as approved by the General Meeting of Shareholders and in accordance with the provisions of the Law.

Article 6. Share Certificates and Other Securities Certificates

1. Ordinary share certificates of the Company must have the primary contents as stipulated in Clause 1, Article 121 of the Law on Enterprises. Preference share certificates (if any) of the Company require other respective contents as stipulated in Article 116, Article 117 and Article 118 of the Law on Enterprises.
2. Shareholders of the Company shall be granted with share certificates corresponding to the number of shares and class of shares owned. Share certificates must bear the seal of the Company and the signature of the Legal Representative of the Company. Share certificate must specify the number and class of shares held by Shareholders, the full name of the holder and other information under the provisions of the Law on Enterprises.
3. Anyone whose name is recorded in the Register of Shareholders holds at least one (01) shares of any class shall be granted, free-of-charge a certificate (if issued) within two (02) months (or a longer period as stipulated by the terms of issuance) after the purchase or assignment (if assigned).
4. In case where only a number of named shares in a named share certificate shall be assigned, such share certificate will be rescinded and one (01) new share certificate recording the remaining shares will be granted free of charge.
5. Where a share certificate has been damaged, erased, lost, stolen or destroyed, the shareholder of those share certificates may request for new issuance of share certificate, provided that he/she must present evidence of the ownership of shares and pay all relevant expenses for the Company in accordance with the decision of the Board of Directors.
6. Owners of anonymous share certificates shall be solely responsible for preserving their share certificates and the Company will not be responsible in any case where these certificates are stolen or used for illegal purposes.
7. Bonds or other securities certificates of the Company (excluding sale offer letters, temporary certificates and similar documents) will be issued with the seal and signature of the Legal Representative of the Company.
8. Within the framework of the Law and securities market, the Company may issue named shares which shall not take the form of certificates, and allow the shares (regardless of whether being issued in this form or not), to be assigned and a document on such assignment shall not necessarily be required; or the Board of Directors may, from time to time, issue other regulations replacing respective regulations in this Charter regarding share certificates and assignment of shares.

Article 7. Assignment of Shares

1. All shares may be assigned freely unless otherwise stipulated by this Charter and the Law. All share certificates listed at the Stock Exchange shall be assigned in accordance with the regulations of the State Securities Commission and the Stock Exchange.
2. Assignments of named shares shall be conducted (i) in writing by normal method; (ii) by hand delivery of share certificates; or (iii) in any other way which may be acceptable to the Board of Directors. Listed shares must be assigned via the Stock Exchange in accordance with the regulations and rules of the State Securities Commission and the Stock Exchange. Assignment documents must be signed by the assignor and the assignee (except where the shares are paid in full). The assignor shall remain the owner of the relevant shares until the name of the assignee is registered in the Register of

Shareholders, except for the case where a meeting of the General Meeting of Shareholders takes place during that time, in which case the assignee shall have the right to attend the meeting of the General Meeting of Shareholders in place of the assignor for the assigned shares as stipulated in the Law on Enterprises.

3. The shares which have not yet been fully paid shall not be transferable and have related benefits such as the right to receive dividend, the right to receive issued stocks to increase share capital from owners' equity, and the right to purchase new shares as offered for sale.
4. Within three (03) years from the Establishment Date, Founding Shareholders must jointly hold at least twenty percent (20%) of the total ordinary shares which are transferable, and if these shares are assigned to persons who are not Founding Shareholders, an approval of the General Meeting of Shareholders in the Company must be obtained. Shareholders who intend to assign their shares shall not have the right to vote on the assignment of such shares.
5. Founding Shareholders shall not be allowed to withdraw from their status as member of the Company for the first two (02) fiscal years of the Company. Termination of status as member must be proposed in writing and sent to the Board of Directors by registered mail. In this case, the remaining Founding Shareholders shall have the priority right to subscribe the shares of the above Founding Shareholders in proportion to the number of shares they own.
6. The Board of Directors shall have the sole right to refuse to register the assignment of any named share for which has not yet been paid in full. Shares which have not yet been fully paid shall not be permitted to be assigned or entitled to dividends. Registration procedures for share assignment shall be stipulated in a specific document or in issuance plan by the Board of Directors
7. In the event of the death, the loss of capacity for civil act, or the restriction of capacity for civil acts of an individual Shareholder, the heirs or executors of the deceased Shareholder will be the only person or persons recognized by the Company to have the rights to or inherit benefits of the shares. However, this provision shall not mean that the deceased Shareholder shall be exempted from any obligations attached to any shares held by that person.

Article 8. Reclamation of Shares

1. If a shareholder fails to make full and due payment for purchased shares, the BODs may, at any time, notify such shareholder of the request for payment of such amount and take responsibility in proportion to total par value of the subscribed shares for the Company's financial obligations due to failure to make full payments.
2. The above-mentioned notice must specify a new time-limit for payment (at least seven (07) days from the date on which the notice is sent), place for payment, and clearly state that in the event that payment is not made as required, the shares which have not yet been fully paid for will be reclaimed.
3. If the requests of any notice are not followed, *the BODs shall withdraw all shares mentioned in such notice at any time before all due amounts are fully paid.* Such withdrawal shall include all dividends announced for the shares withdrawn but unpaid at the time of withdrawal.

4. Shares reclaimed are considered the shares offered for sale. The Board of Directors may directly execute or authorize the sale, redistribution or settlement for people whose own shares reclaimed or other subjects under the conditions and ways which the Board of Directors may think fit.
5. A shareholder holding the withdrawn shares will no longer be the shareholder of these shares but still assume liability for paying the Company for *all amounts proportional to total par value of the subscribed shares and for the Company's financial obligations at the time of share withdrawal* under the BODs' resolutions as from the date of share withdrawal until the date of payment. The BODs shall have the rights of deduction or request the competent State agencies to take coercive measures to withdraw the shares under the laws or exempt or reduce partly or wholly payment of such amount.
6. A reclamation notice shall be sent to the shareholders holding reclaimed shares prior to the time of reclamation. The reclamation shall be still valid even in case of error or negligence in sending notice.

V. MANAGEMENT, CONTROL AND ADMINISTRATION STRUCTURE

Article 9. Management, Control and Administration Structure

Management, Control and Administration Structure of the Company comprises:

- a. General Meeting of Shareholders;
- b. Board of Directors;
- c. Board of Supervisors; and;
- d. Executive Board

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 10. Rights of Shareholders

1. Shareholders shall be the owners of the Company and shall have rights and obligations corresponding to the number and classes of shares owned by them. The Shareholders shall only be liable for the debts and other property obligations of the Company to the extent of amount of capital they have contributed to the Company.
2. A person who holds ordinary shares shall have the following rights:
 - a. Attend and address the General Meetings and vote in person or by his authorized representative or online vote *or other methods as stated in this Charter in conformity with the laws. Each ordinary share shall have one vote;*
 - b. to receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. Freely transfer shares fully paid to other persons, *except in some cases of restricted transfer under the laws, this Charter and the GMS's resolutions;*
 - d. to be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares under their ownership;
 - e. to check information relating to each Shareholder in the list of Shareholders who are qualified to attend the General Meeting of Shareholders and to request amendment of incorrect information; to consult or copy of the Charter

of the Company, the book of minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders published on the website of the Company.

- f. If the Company is dissolved, to receive a part of the remaining assets in proportion to the number of shares they own after the Company has paid out the debts and obligations and the shareholders holding preference shares;
 - g. to request the Company to redeem shares in the cases stipulated in Clause 1 Article 132 of the Law on Enterprises;
 - h. Equal treatment. The holders of shares of the same class shall have equal rights, obligations and interests. If the Company has preference shares, rights and obligations attached to these preference shares shall be approved by the GMS and fully informed to the shareholders;
 - i. Access to periodic and extraordinary information disclosed by the Corporation as prescribed by law;
 - j. Have their lawful rights and interests protected; demand suspension and cancellation of resolutions and decisions of the GMS and the BODs in accordance with the Law on Enterprises;
 - k. other rights stipulated in this Charter and by Law;
3. A shareholder or a group of shareholders owning at least five percent (5%) of total ordinary shares shall have the following rights:
- a. Examine, extract the minutes and resolutions of the BODs, biannual and annual financial statements in the form of Vietnamese Accounting System and reports of the Board of Supervisors (BOS); *contracts and transactions subject to approval by the BODs and other documents, except documents relevant to the Company's trade secrets*;
 - b. to request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - c. (i) to inspect and (ii) receive a copy or an extract of the list of Shareholders entitled to attend and vote at a meeting of the General Meeting of Shareholders after each meeting;
 - d. to request the Board of Supervisors to inspect each particular issue relating to the management of the Company's operation whenever necessary. The request must be made in writing and must contain the full name, permanent address, nationality, number of people's identity card, passport or other lawful personal identification in respect of a Shareholder being an individual; or the name, permanent address, nationality, number of establishment decision or number of business registration in respect of a Shareholder being an organization; number of shares and date of registration of shares of each Shareholder, total number of shares of the group of Shareholders and the percentage of ownership of the total number of shares of the Company; issues to be inspected and purpose of the inspection.
 - e. Propose issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 (three) working days before the opening date. The proposal shall specify the shareholder's name, number of each class of shares held by the shareholder and the proposed issues;

- f. Other rights stipulated in this Charter and other provisions of the Law.
4. A shareholder or a group of shareholders owning at least ten percent (10%) of total ordinary shares shall be entitled to nominate members of the BODs and the BOS under Clause 5, Article 20 and Clause 2, Article 28 of this Charter. The shareholder or the group of shareholders shall, upon exercising rights as stipulated in Clause 4 of this Article, provide written confirmation of the securities company (or other equivalent documents accepted by the Company) on a number of shares, holding ratio and term of holding the shares to satisfy all above conditions.

Article 11. Obligations of Shareholders

1. A Shareholder shall have the following obligations:
 - a. to comply with this Charter and the Regulations on Corporate Governance; to observe resolutions of the General Meeting of Shareholders and decisions of the Board of Directors;
 - b. Attend and address the General Meetings and vote in person or by his authorized representative or online vote *or other methods as stated in this Charter in conformity with the laws*. A shareholder may authorize a member of the BODs as a representative in the General Meeting;
 - c. Pay for purchased shares based on the number of subscribed shares *in a full and timely manner in line with the procedures*; take responsibility for debts and other asset obligations of the Company within the capital contributed to the Company; not withdraw the contributed capital from the Company in all forms, *unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused*;
 - d. to provide the correct address when registering to subscribe for shares;
 - e. to fulfill other obligations in accordance with applicable law; and
 - f. Protect confidential information provided by the Company in accordance with the Company's Charter and the law; only use the provided information to exercise and protect their lawful rights and interests; not copy, send the information provided by the Company to any other organizations and individuals
 - g. to bear personal responsibility where he/she performs one of the following acts in any form in the name of the Company:
 - f1. Breaching the Law;
 - f2. Conducting business and other transactions for the personal benefit of other organizations or individuals;
 - f3. Paying premature debts where the Company is likely to be in financial danger.
 - h. To bear personal liability for expenses when directly requesting or joining requests to convene meeting of General Meeting of Shareholders with unsuitable reasons.
2. Obligations of major Shareholders:
 - a. Majority shareholder means the shareholder directly and indirectly holding at least five (5%) of the voting shares of the Company; an organization or individual being a majority shareholder shall *disclose information* and send a written report to the

Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed within *five (05) working days* as from the day on which such organization or individual becomes a majority shareholders.

- b. The report on ownership of the majority shareholder shall contain the following contents:
 - b1. Name, *number of the Business Registration Certificate, Business License or legal papers*, head office address and business lines for a majority shareholders being an organization; full name, age, nationality, *number of ID Card/ Passport/ Citizenship Card, contact address* and occupation for a majority shareholders being an individual;
 - b2. The number of shares and the percentage of shares which such Shareholder owns, or owns jointly with other organizations and individuals, compared to the total number of currently outstanding shares.
- c. In case of any significant changes in information of the Report as stated in Paragraph b or any change in a number of shares exceeding one percent (01%) of the outstanding shares of the same class, within *five (05) working days* of the above change, the majority shareholder shall submit a report on amendments and supplements to the Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed *under this Charter and the laws*.
- d. The majority shareholders shall not use their advantages to affect rights and interests of the Company and of other shareholders under the laws and this Charter.
- e. Regulations at paragraphs a, b and c shall apply to the relevant persons and *a group of relevant foreign investors* holding at least five percent (05%) of the voting shares of the Company.

Article 12. General Meeting of Shareholders

1. The General Meeting of Shareholders shall be the highest competent authority of the Company and all Shareholders with voting rights shall be allowed to participate therein. The Annual General Meeting shall be organized once every year and must be hold within four (04) months from the end of a fiscal year; *in necessary case, the BODs shall make decision on extension of the annual general meeting of shareholders for no more than 06 months from the end of the financial year*.
2. The Board of Directors shall convene an annual general meeting and select a suitable location *where the chairperson of the meeting attends and in Vietnam*. The annual general meeting shall decide issues prescribed by law and the Company's Charter and consider approving the *audited* annual financial statements. *In case the auditors' report contains material exceptions, adverse opinions or disclaimer of opinion, the Company shall invite a representative of the accredited audit firm that audited the Company's financial statements to participate in the annual general meeting. The invited representative of the audit firm shall take responsibility for attending the annual general meeting*;
3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
 - a. The Board of Directors considers that it is necessary to do so in the interests of the Company. Convening a meeting is necessary if independent auditors believe it is

important to discuss audit reports or the financial situation of the Company and the Board of Directors thinks so;

- b. The annual balance sheet, semi-annual or quarterly statements or the audit reports of a fiscal year reflects the loss of half of the equity capital in comparison with the one at the beginning of the same period;
 - c. The number of the members of the BODs and *the BOS* are less than the number of members required by the Law or less than a half of the number of members required by this Charter;
 - d. A shareholder or a group of shareholders under Clause 3, Article 10 of this Charter requests for convening the General Meeting by a written request. *The written request shall contain the following contents: full name, contact address, nationality and number of legal personal papers for the shareholder being an individual; name, corporate code, number of legal papers and head office address of the shareholder being an organization; number of shares and time for share subscription of each shareholder, total shares of the group of shareholders and ownership on total shares of the Company, bases and reasons for request for convening the general meeting, enclosed to documents and proofs of breaches of the BODs, breach limit or decisions beyond the authority. The written request shall bear signatures of relevant shareholders* (the written request may be made into multiple copies with signatures of relevant shareholders);
 - e. The BOS requests to convene a general meeting if the BOS has a reason to believe that (i) a manager has committed a serious breach of their obligations stipulated in *Article 165 of the Law on Enterprise* or (ii) that the BODs acts or intends to act outside the scope of its powers. and
 - f. Other cases as stipulated by the Law and this Charter.
4. Responsibility to convene an extraordinary meeting of the General Meeting of Shareholders
- a. The BODs must convene a meeting of the General Meeting within thirty (30) days after the date on which the number of members of the BODs *or the BOS* is not as stipulated in paragraph c, Clause 3 of this Article or as from the date of receiving the request as stated in paragraph d, Clause 3 or paragraph 3, Clause 3 of this Article. Where the BODs fails to convene a meeting of the General Meeting as stipulated in paragraph a, Clause 4 of this Article, within the next thirty (30) days, the BOS must, in place of the BODs, convene the General Meeting;
 - b. Where the BOS fails to convene a meeting of the General Meeting as stipulated, the BOS must be responsible to the laws and compensate for damages to the Company under *Clause 3, Article 140 of the Law on Enterprise*;
 - c. Where the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders in accordance with Point b Clause 4 of this Article, then within the next thirty (30) days, the requesting Shareholder or groups of Shareholders as stipulated in Point d Clause 3 shall have the right to convene, in place of the Board of Directors and the Board of Supervisors, a meeting of the General Meeting of Shareholders. In this case, the Shareholder or group of Shareholders convening the meeting of the General Meeting of Shareholders, if they consider it necessary, shall have the right to request the Enterprise Registration Certificate Issuing Body or other competent bodies in accordance with the Law to supervise the formality and

procedures for convening the meeting and making decisions of the General Meeting of Shareholders.

- d. The convener shall prepare a list of shareholders entitled to attend the General Meeting; provide information and settle complaints relating to the list of shareholders; prepare the program and agenda of the meeting; prepare documents for the meeting; *draft the resolution of the General Meeting; the list and detailed information of members in the case of election of members of the BODs or supervisors*; determine the time and venue of the meeting; and send the meeting invitation to each shareholder entitled to attend the meeting.
5. All expenses for convening and conducting a meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses born by the shareholders for attending the General Meeting of Shareholders, including travel and accommodation costs.

Article 13. Rights and Duties of the General Meeting of Shareholders

1. The Annual General Meeting shall have the right to discuss and approve the following issues:
 - a. Annual business plan of the Company;
 - b. Audited annual financial statements;
 - c. Reports of the BODs on administration and performance of the BODs *and each of its members*;
 - d. Report of the BOS on business performance of the Company, *performance of the BODs and of the General Director* and report on self-assessment of performance of the BOS *and its members*;
 - e. Reports of the General Director;
 - f. Dividend per share of each class; dividend rate paid annually per share in accordance with the Law on Enterprise and rights attached to such class of shares; *Such rate of dividends must not be higher than the rate proposed by the BODs after consulting the shareholders at the General Meeting*;
 - g. Short-term and long-term development plans of the Company.
2. The General Meeting of Shareholders in an annual and extraordinary meeting shall make decision by way of passing resolutions on the following matters:
 - a. The level of dividends to be paid annually for each class of shares in accordance with the Law on Enterprises and the rights associated with such shares. This dividend rate is not higher than the level proposed by the Board of Directors after consulting with Shareholders at the General Meeting of Shareholders;
 - b. Number of members of the Board of Directors and the Board of Supervisors;
 - c. Selection of independent auditing organizations;
 - d. Election, dismissal, removal and replacement of members of the Board of Directors and the Board of Supervisors;
 - e. Total remuneration of the members of the BODs *and the BOS* and reports on remuneration of the BODs *and the BOS*;

- f. Ratification of policy on remuneration payment to the members of the BODs *and the BOS*;
 - g. Supplement and amendment of the Company Charter;
 - h. Approval of business line of the Company;
 - i. Decision on change of Charter Capital of the Company, including the decrease of Charter Capital;
 - h. Classes of shares and number of newly issued shares for each class of shares;
 - j. Division, separation, consolidation, merger or conversion of the Company;
 - k. Re-organization and dissolution (liquidation) of the Company and appointment of liquidators;
 - l. Inspection of and dealing with breaches by the Board of Directors or the Board of Supervisors which cause loss and damage to the Company;
 - m. Decision on *investments or* transactions of investment/ selling assets of the Company or its branches with a value of thirty five (35) percent or more of the total value of assets of the Company or its branches recorded in the latest audited financial statements;
 - n. Redemption of ten percent (10%) or more of any one class of issued shares by the Company;
 - o. The Company or its branches signs a contract or conducts a transaction with the entities stipulated in Clause 1, *Article 167 of the Law on Enterprise* with a value of thirty-five (35) percent or more *or transactions leading to total value within twelve (12) months as from the date of the first transaction with a value of thirty five (35) percent and more* of the total value of assets of the Company or its branches recorded in the latest audited financial statements;
 - p. Contracts and transactions on lending and selling the assets with a value of more than ten (10) percent of the total value of assets recorded in the latest audited financial statements between the Company and its shareholder holding at least fifty-one (51) percent of total voting shares or such shareholder's related person.
 - q. Issuance of bonds, bonds convertible into shares, and securities rights which allow the owner to purchase shares at a pre-determined price;
 - r. Approve the regulations on internal corporate governance, regulations on operations of the BODs and regulations on operations of the BOS;
 - s. Other matters as stipulated in this Charter and other regulations of the Company *and the Laws*.
3. All resolutions and matters included in the agenda must be discussed and voted at the General Meeting of Shareholders.

Article 14. Authorized Representative; Proxy

- 1. A Shareholder being an organization shall have the right to appoint one or more Authorized Representative(s) to exercise the Shareholder rights of such Shareholder in accordance with the Law. In case where more than one (01) Authorized Representative is appointed, then the number of votes authorized to each representative must be

specified. The appointment, termination or change of an Authorized Representative must be notified in writing to the Company at the earliest possible time.

The notification must contain the following main contents:

- a. Name, permanent residence address, nationality, number and date of decision or business registration of the Shareholder;
 - b. Number of shares, classes of shares;
 - c. Full name, contact address, nationality, number of People's Identity Card, Passport or other lawful personal identification of the Authorized Representative;
 - d. Number of the authorized representatives and ratio of share ownership; number of shares authorized;
 - e. Term of the authorized representative, *specifying the start date of authorization*;
 - f. Full name and signature of the Authorized Representative and the legal representative of the Shareholders.
2. Shareholders entitled to attend the General Meeting of Shareholders in accordance with the Law shall directly attend or authorize Proxies to attend. A Proxy shall not be required to be a Shareholder.
3. Documents appointing the proxy must be made in writing *as stipulated in the Civil Code and specify name of authorized individual or organization, number of authorized shares and signed by the authorizer and the proxy*. A proxy to attend the General Meeting must submit the written authorization *upon registration of the meeting*.
- a. If an individual Shareholder is the principal, the power of attorney must be signed by such Shareholder and the Proxy;
 - b. If the Authorized Representative of a Shareholder being an organization is the principal, the power of attorney must be signed by the legal representative of the Shareholder and the Proxy; and.
- Any Proxy to attend the General Meeting of Shareholders must submit the written power of attorney prior to entering the meeting room.
4. In case of re-authorization, the proxy must present the letter of initial authorization or its valid copy of the Shareholder, the authorized representative of the shareholder being an organization (if it was not registered with the Company). If this Article is not followed, appointment of the proxy shall be invalid.
5. The voting card of the proxy within the scope of authorization shall remain effective in any one of the following cases:
- a. The principal died, or his capacity for civil acts is lost or is restricted;
 - b. The principal has rescinded the appointment of authorization;
 - c. The principal has rescinded the authority of the person carrying out the authorization. However, this Clause shall not be apply in a case where the Company receives a notice of one of the above cases within twenty four (24) hours prior to the time of opening of the meeting of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

Article 15. Change of Rights

1. Change or cancellation of any special right attached to a class of preference shares shall take effect *when it is approved by the shareholders that represent at least 65% of the votes of all the participating shareholders. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of approval of the resolution in writing.*
2. The organization of a meeting of the Shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (02) Shareholders (or their proxies) are present and hold at least one-third (1/3) of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be re-organized within a period of thirty (30) days after that and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present directly or via proxies shall be deemed to constitute the quorum. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via proxies may request a secret ballot. Each share of the same class shall have the equal voting rights at the meeting mentioned above.
3. The procedures for conducting such a separate meeting shall be implemented in the same way as stipulated in Article 17 and 18 of this Charter.
4. Unless otherwise stipulated in the terms of issue of shares, special rights attached to various classes of shares with preference rights in respect to some or all issues relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 16. Convening the General Meeting of Shareholders, Agenda and Notice of meeting of the General Meeting of Shareholders

1. The Board of Directors will convene a meeting of the General Meeting of Shareholders, except in the cases stipulated in Article 12.4b or 12.4c of this Charter.
2. The convener of a meeting of the General Meeting of Shareholders must carry out the following duties:
 - a. Prepare a list of shareholders satisfying all conditions for attending and voting at the General Meeting of Shareholders *no later than ten (10) days* prior to the date of sending the notice of invitation to the meeting. *The Company shall disclose information on this list at least twenty (20) days before the deadline for registration;*
 - b. Prepare the agenda and content of the General Meeting;
 - c. Prepare documents for the General Meeting;
 - d. Draft resolutions of the General Meeting of Shareholders according to the proposed content of the meeting;
 - e. Determine time and venue for the meeting;
 - f. Announce and send notice of General Meeting of Shareholders to all Shareholders;
 - g. Other issues for the General Meeting.
3. The notice of meeting of the General Meeting shall be sent to all shareholders *by means to ensure the shareholders' contact address* and at the same time shall be announced

on the websites of *the State Securities Commission*, the Stock Exchange and of the Company. This notice must *be sent at least 21 days before the opening date of the General Meeting*, calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox. The agenda of the General Meeting and data relating to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the website of the Company. If no data is attached to the notice of the General Meeting, then the notice of invitation to the meeting must *contain the URL for these documents* which can be accessed by shareholders.

4. A shareholder or group of shareholders referred to in Clause 3, Article 10 of this Charter has the right to propose any issue to be included on the agenda of the General Meeting. The proposal must be made in writing and sent to the Company *at least three (03) business days before the opening* of the General Meeting. The proposal must contain full names of the shareholders, number and class of shares held by them, and the contents proposed to be included in the agenda.
5. The convener of the General Meeting of Shareholders will only have the right to reject any proposal mentioned in Clause 4 of this Article in the following cases:
 - a. The proposal is not sent *as stipulated in Clause 4 of this Charter*;
 - b. At the time of the proposal, the shareholder or the group of shareholders *do not hold at least five (5) percent of the ordinary shares as stipulated in Clause 3, Article 10 of this Charter*;
 - c. The proposal contains no necessary information as stipulated in Clause 4 of this Article *and paragraph e, Clause 3, Article 10 of this Charter*; and
 - d. The proposed issues do not fall within the authority of the General Meeting of Shareholders for discussion and approval.
6. *The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.*
7. The Board of Directors must prepare the draft resolutions for each issue on the agenda.
8. Where all shareholders representing one hundred (100) percent of the voting shares attend the General Meeting directly or via proxy, any decision which is unanimously approved by the General Meeting of Shareholders shall be deemed to be *legal and valid event when the sequence and procedures of convening the meeting and approval of such resolutions violate the Law on Enterprise and this Charter.*

Article 17. Conditions for conducting a meeting of the General Meeting of Shareholders and preparation the Meeting Minutes of the General Meeting of Shareholders

1. The Chairman of the Board of Directors shall act as Chairman of all meetings of the General Meeting of Shareholders convened by the Board of Directors. In case where the Chairman is absent or is temporarily unable to work, then the remaining members of the Board of Directors shall elect one of them to act as the Chairman of the meeting. In other cases, the person who signed the document convening the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a Chairman of the Meeting and the person with the highest number of votes shall act as the

Chairman of the meeting. In the event of election of a Chairman, the name of the elected Chairman and the number of votes for the Chairman must be announced.

The chairman appoints one or several people to act as secretary of the meeting.

2. Except for the cases as stated in Clause 3 of this Article, the GMS's resolutions shall be approved by most of the shareholders *representing at least fifty (50) percent of total voting shares* of the shareholders who are in person or through a proxy to attend the General Meeting; or *by the number of the shareholders representing more than fifty (50) percent of total voting shares of all the shareholders* who approve (in case of approval in writing).
3. *Resolutions relate to class of shares and total number of shares of each class; changes in business lines; changes in organizational structure of the Company; transactions on purchase and sale of the assets of the Company or its Branches with a value of at least thirty-five (35) percent of total value of the assets of the Company recorded in the latest audited financial statements; and merger, restructure and dissolution of the Company; are approved with at least sixty-five (65) percent of total votes of the shareholders who approve.*

Voting to elect members of the Board of Directors and of the Board of Supervisors must be implemented by the method of cumulative voting, under which each Shareholder shall have his/her total votes corresponding to the total shares he or she owns multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and each Shareholder shall have the right to accumulate all of his or her votes for one or more candidates.

The method of cumulative voting shall be set forth in the Regulations on Corporate Governance by the Board of Directors.

The elected members of the Board of Directors or of the Board of Supervisors shall be determined based on the number of votes calculated in descending order, starting from the candidates winning the highest number of votes until a sufficient number of members are obtained under the Charter of the Company.

In case two (02) or more candidates obtain the same number of votes for the position of the last member of the Board of Directors or the Board of Supervisors, these candidates will be re-elected in a poll among them or will be selected based on the standards in the regulation of election or in the Charter of the Company.

In case the number of members of the Board of Directors or the Board of Supervisors shall not reach the sufficient quantity, the General Meeting of Shareholders shall conduct the re-election until the quantity of members is obtained.

Voting form may be sent to the Board of Directors through registered letters, which the head of Voting Counting Committee shall be entitled to open voting form. Such voting form shall be valid even if they do not comply with formality.

4. *Minutes of the General Meeting, list of registered participating shareholders, approved resolutions and relevant documents enclosed to the invitations to the meeting (if any) shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's headquarters.* The minutes of the General Meeting must be published on the website of the Company within twenty four (24) hours and must be sent to all shareholders via email or fax within fifteen (15) days from the end of the General Meeting. The minutes of the General Meeting of

Shareholders shall be considered authentic evidence of work conducted at the General Meeting unless an objection to the contents of the minutes is provided in accordance with the stipulated procedures within a time-limit of ten (10) days from the date of sending the minutes. The minutes must be in Vietnamese, must be signed for certification by the Chairperson of the meeting and the Secretary, and must be made in accordance with the Law on Enterprises and this Charter. *In case a chairperson or a secretary of the meeting refuses to sign the minutes, the minutes shall be still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in the Law on Enterprise and this Charter. The minutes shall specify that the chair or secretary refuses to sign it.* All records, minutes, books of signatures of attending shareholders and documents authorizing to attend the meeting must be kept at the head office of the Company.

5. The General Meeting and approve the resolutions shall be held when the quorum is present. The quorum shall be the number of the shareholders and their proxies representing *more than fifty (50) percent of total voting shares*. Where the quorum is insufficient within thirty (30) minutes after the stipulated time for opening the meeting, the convener shall cancel the meeting. The GMS must be reconvened within a period of thirty (30) days from the intended date of holding the first GMS. The re-convened GMS shall be conducted only when the attending members are shareholders and their proxies representing *at least thirty three (33) percent of the voting shares*. Where a meeting convened for the second time is not able to be conducted due to an insufficient quorum within thirty (30) minutes after the stipulated time for opening the meeting, the GMS may be convened for a third time within twenty (20) days from the intended date of conducting the second meeting; and in such case, the meeting shall be conducted irrespective of the number of attending shareholders or their proxies, and shall be deemed valid and have the right to make decisions on all issues proposed to be passed at the first general meeting.
6. On the date of the meeting of the General Meeting of Shareholders, the Company must carry out procedures to register its Shareholders and must implement such registration until all Shareholders who are entitled to attend the meeting and present have been fully registered.

Shareholders are considered attending and voting at the General Meeting of Shareholders in the following cases:

- a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend and vote at the meeting;
 - c. Attend and vote via online conferences, electronic voting or other electronic forms;
Send votes to the meeting by mail, fax, email.
7. Upon registration of Shareholders, the Company shall issue a voting card to each Shareholders or Proxies with voting rights which shall indicate registration number, full name of Shareholder, full name of Proxies and number of votes of such Shareholder. When conducting voting at the meeting, the voting cards for a resolution shall be collected first, then the voting cards against, and finally the overall number of votes for and against shall be counted to make the decision. The total number of the votes for, against and abstentions or that are invalid in respect of each issue shall be announced by the Chairman of the meeting immediately after voting on such issue. The General Meeting of Shareholders shall elect person who shall be responsible to count the votes

or supervise the counting of votes at the request of the Chairman. The number of members of the Vote-Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman but must not exceed the number stipulated by applicable law. To facilitate the Voting Counting Committee to carry out its rights and duties, Voting Counting Committee may establish an assistant committee to support the Voting Counting Committee.

8. Any Shareholder or Proxy who arrives after the opening of the meeting of the General Meeting of Shareholders shall be registered immediately and shall have the right to participate and vote at the meeting. However, the Chairman shall not be responsible to delay the Meeting so that such late Shareholders may register, and the effectiveness of any voting which has already been conducted before the late Shareholders attend shall not be affected.
9. The Chairman has the right to decide the formality, procedures and issues arising outside the meeting agenda of the General Meeting of Shareholders.
10. Without consulting the GMS, the Chairperson may at any time *postpone* the General Meeting with the quorum *no more than three (03) working days as from the expected opening date of the meeting or change the place of the meeting to another time and in a place* decided by the Chairperson in the following cases: (a) The participating members does not have convenient seats in the place of the General Meeting; (b) There is a participant that *disrupts the order and threatens to obstruct the fair and legal progress of the meeting*; or (c) *means of communication in the place of the meeting do not ensure participation, discussion and voting of the shareholders*. The adjourned General Meeting shall not *further* consider any matter other than the agenda of the meeting should have been solved in the previously adjourned General Meeting.

Where the Chairman adjourns or postpones a meeting of the General Meeting of Shareholders contrary to the provisions in this Clause, the General Meeting of Shareholders shall elect another person from the attendees to replace the Chairman in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting shall not be affected. Method of electing the Chairman of the General Meeting of Shareholders shall be implemented in the order as specified in Clause 1 of this Article.

11. The Chairperson of the general meeting shall be *entitled to take necessary and reasonable measures* so as to control the meeting in order, adheres to the approved agenda or reflect expectation of almost attending shareholders.
 - a. *Arrange seats at the meeting location;*
 - b. *Ensure safety of the participants;*
 - c. *Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures including issuance of entry permits or use of other options.*
12. *The person who convenes or chairs the General Meeting shall have the rights of requesting the shareholders or their proxies under control or other lawful and reasonable security measures. If a shareholder or his/her proxy fails to comply with regulations on inspection or security measures, the person who convenes or chairs the General Meeting may, after carefully considering, refuse or expel such shareholder or his/her proxy and/or request the competent agency to maintain the order of the meeting.*

13. If the GMS takes any of the above measures, then *the Chairperson or the convener of the meeting* may, when determining the venue of the meeting:
 - a. Notify that the meeting shall be conducted at the venue in the notice and the Chairman of the meeting shall be present there (the “main location of the Meeting”);
 - b. Arrange for Shareholders or Proxies who are unable to attend the meeting in accordance with this Article or the persons who want to attend the meeting of the General Meeting of Shareholders at a venue different from the Office Venue of the Meeting can attend the meeting at the same time.
 - c. The notice on holding the Meeting shall not be required to state the detailed organizational measures in accordance with this Article.
14. In this Charter (unless where the context otherwise requires), all Shareholders and Proxies (if any) shall be considered to attend the meeting at the main location of the Meeting.
15. The Company shall hold the meeting of the General Meeting of Shareholders at least once per year. The Annual General Meeting shall not be held by way of collecting written opinions.
16. The GMS shall approve decisions in its authority by voting in the meeting or collecting written opinions or electronically voting *or other electronic form in accordance with the Law on Enterprise and this Charter. In case the Company applies modern technology to organize the online general meeting, the Company shall ensure the shareholders or their proxies to attend and vote by electronic voting or other electronic forms as stipulated in Article 144 of the Law on Enterprise and Clause 3, Article 273 of Decree No.155/ND-CP dated 31/12/2020 of the Government detailing implementation of a number of articles of the Securities Law.*

Article 18. Authority and procedures for shareholders’ approval in writing in order to approve a resolution of the General Meeting of Shareholders

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

1. The BODs shall have the right of collecting shareholders' written opinions in order to pass a resolution of the GMS if considered necessary in the interests of the Company for all issues as stated in *Clause 1, Article 13 of this Charter*. Specifically:
 - a. Approve the annual financial statements;
 - b. Dividend to be paid annually for each type of shares in accordance with the Law of Enterprises and the rights associated to such shares. The Board of Directors is responsible for proposing specific dividend when taking written opinions of the General Meeting of Shareholders;
 - c. Number of members of the Board of Directors, Board of Supervisors;
 - d. Select independent audit firms; *approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company’s operation where necessary;*
 - e. Elect, remove, dismiss and replace members of the Board of Directors and the Board of Supervisors;

- f. Total remuneration of the members of the BODs *and the BOS* and reports on remuneration of the BODs *and the BOS*;
 - g. Ratification of policy on remuneration payment to the members of the BODs *and the BOS*;
 - h. Supplement and amend the Company Charter;
 - i. Approve the business lines of the Company;
 - j. Decide to change the Charter Capital of the Company, including the decrease of the Charter Capital;
 - k. Type of shares and the number of new shares to be issued for each class of shares;
 - l. Implement the division, splitting, consolidation, merger or conversion of the Company;
 - m. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - n. Inspect and handle violations of the Board of Directors or the Board of Supervisors causing damage to the Company;
 - o. Decision on transactions of investment/selling assets of the Company or its branches with a value of thirty five (35) percent or more of the total value of assets of the Company or its branches recorded *in the latest financial statements*;
 - p. The Company acquires more than ten (10)% of a class of issued shares;
 - q. The Company or its branches signs a contract or conducts a transaction with the entities stipulated in Clause 1, *Article 167 of the Law on Enterprise* with a value of thirty-five (35) percent or more *or transactions leading to total value within twelve (12) months as from the date of the first transaction with a value of thirty five (35) percent and more* of the total value of assets of the Company or its branches recorded in the latest financial statements;
 - r. *Contracts and transactions on lending and selling the assets with a value of more than ten (10) percent of the total value of assets recorded in the latest audited financial statements between the Company and its shareholder holding at least fifty-one (51) percent of total voting shares or such shareholder's related person.*
 - s. Issue bonds convertible into shares and warrants allowing owners to buy stocks at a predetermined price;
 - t. Other issues as stipulated in this Charter and other regulations of the Company.
2. The BODs shall prepare written opinion forms, a draft of the resolution of the General Meeting, and other explanation documents. The written opinion forms enclosed to a draft of the resolution and explanation documents must be sent to each shareholder's registered address. The BODs must ensure it sends and announces the documents to the shareholders within a reasonable period for their review and voting *no later than ten (10) days prior to the expiry date for receipt of written opinion forms. Requests and manners for sending the written opinion forms and attachments shall be according to Clause 3, Article 16 of this Charter.*
 3. The written opinion form must contain the following basic details:
 - a. Name, head office address, number and date of issuance of the Enterprise Registration Certificate; place of business registration of the Company;
 - b. Purpose of collecting written opinions;
 - c. Full name, *contact address*, nationality and number of people's identity card, citizenship card, passport or other lawful personal identification of a shareholder being an individual; and name, enterprise code or number of the establishment decision, and head office address of a shareholder being an organization or the full

name, *contact address*, nationality and number of people's identity card, citizenship card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; and number of shares of each class and number of votes of the shareholder;

- d. Issue to be obtained opinions in order to pass the resolution;
 - e. Voting options, comprising agreement, non-agreement, or abstention with respect to each issue to be obtained opinions;
 - f. Time-limit within which the completed written opinion form must be returned to the Company;
 - g. *Full name and signature of the Chairperson of the BODs.*
4. Shareholders may send completed answer form to the company in one of the following:
- a. Mailing. The completed written opinion form must be signed by individual shareholder, the authorized representative or the legal representative of shareholder being an organization. The opinion form sent to Bamboo Capital Joint Stock Company must be kept in a sealed envelope and no one is allowed to open before counting votes;
 - b. Send by fax or email. Opinion form sent to the company via fax or email must be kept secret until the time of counting votes.

Opinion forms returned to the company after the expiry date as specified in content of the opinion form or have been opened in case of mailing and disclosed in case of sending via fax, email shall be invalid. The unreturned form is considered as not participating in the vote.

5. The Board of Directors shall conduct the vote-counting and shall prepare minutes of the vote-counting in the presence of the Board of Supervisors or of Shareholders not holding a managerial position in the Company. The vote-counting minutes shall contain the following basic details:
- a. Name, head office address, number and date of issuance of the Enterprise Registration Certificate; and place of business registration of the Company;
 - b. Purpose of collection of written opinions and issues to be obtained opinions in order to pass a resolution;
 - c. Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and including an appendix as a list of the Shareholders having participated in the vote;
 - d. Total number of votes for, against and abstentions on each issue voted on;
 - e. Decisions passed *and proportional voting ratio*;
 - f. *Full name and signature of the Chairperson of the BODs, of the person who supervised the vote counting and of the person who counts votes.*

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

6. The minutes on vote counting shall be sent to all shareholders within 15 days after completion of the vote count; if Bamboo Capital Joint Stock Company has a website,

then the minutes may be sent by their publication on such website of the Company *within twenty four (24) hours after completion of the vote count.*

7. Written opinion forms which were returned, the vote-counting minutes, the full text of the resolution which was passed and any related documents sent with all of the written opinion forms must be kept as archives at the head office of the Company.
8. A *resolution* which is passed by way of collecting shareholders' written opinions must be approved by the shareholders representing *more than fifty (50) percent* of the total number of voting shares and shall have the same validity as a *resolution* passed at the General Meeting.
9. *Upon voting, a shareholder may vote through written form or electronic form. If it considers necessary, the person convening the General Meeting shall be entitled to deploy one of the above forms or combine both forms or collect other shareholders' opinions in the principle of conforming to actual situation, complying with the laws and the Charter and ensure publicity and transparency as well as the shareholder's legitimate rights and interests.*

Article 19. Demand for cancellation of resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of the General Meeting or the minutes of vote counting results and forms of written opinion of the GMS, a shareholder and a group of shareholders as stipulated in *Clause 2, Article 115 of the Law on Enterprise* shall have the right to request a court or an arbitrator to review and cancel a resolution or a part of the resolution of the GMS in the following cases:

1. Sequence and procedures for convening the General Meeting do not comply with the Law on Enterprises and the Charter of Bamboo Capital Joint Stock Company, except in the cases set out in *Clause 8, Article 16 of this Charter.*
2. Content on the Resolution of law violation or the Charter of Bamboo Capital Joint Stock Company.

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

VII. BOARD OF DIRECTORS

Article 20. Composition and Term of the Board of Directors

1. The BODs shall have between five (05) and eleven (11) members. The term of office of members of the BODs must not exceed five (05) years and the members may be re-elected for an unlimited number of terms. *An individual may only be elected as an independent member of the BODs of a company for up to 02 consecutive terms. In case the term of office of all members of the BODs ends at the same time, they shall remain members of the BODs until new members are elected and take over the works.*
2. *At least one third (1/3) of the members of the BODs of the Company shall be non-executive members.*

3. *The total number of independent members of the BODs shall satisfy the following requirements:*
- a) At least 01 independent member if the BODs has 03 – 05 members;*
 - b) At least 02 independent members if the BODs has 06 – 08 members;*
 - c) At least 03 independent members if the BODs have 09 – 11 members.*

The independent members of the BODs shall fully meet conditions under the laws. The members of the BODs may not be the shareholders of the Company and not Vietnamese and/ or not residing in Vietnam.

4. Standards and conditions of the members of the BODs

Any acquirer or competitors or their representatives against the Company shall not be nominated to the BODs.

The members of the BODs shall not be the members of the BODs of more than five (05) other companies, except for members of the BODs of the companies in the same Group or the companies operating in the group of companies, including parent – subsidiary, economic group or representative of the fund management company or the securities investment company.

Individual/ organization nominated to the member of the BODs must ensure some conditions as follows:

- a. Have sufficient civil capacity and be not forbidden to establish and manage the enterprises as stipulated in *Clause 2, Article 17 of the Law on Enterprise*.
 - b. Have qualification at least at regular system of university level (bachelor's degree), have experience in business management, having held a senior management position (Deputy General Director, General Director, Chairman of the Company)) in enterprises with total assets of over VND 200 billion, with a minimum period of 5 years, and over 30 years old.
 - c. Healthy personal financial condition, no bad or latent bad debts arising in the next 12 months from the time of candidacy to members of the Board of Directors, not use loans to invest in BCG shares for the purpose of acquiring the enterprise.
 - d. Not related to “hostile acquisition” transactions of other enterprise in the past.
 - e. Not related to “securities manipulation” behaviors in the past.
5. Candidacy and nomination of members of the BODs. *A shareholder or a group of shareholders representing at least ten (10) percent of total number of ordinary shares shall have right to gross the voting rights of nomination and candidacy of members of the BODs.*

A shareholder or a group of shareholders representing from ten (10) percent to less than twenty (20) percent *of total number of ordinary shares* shall nominate one (01) members of the BODs; from twenty (20) percent to less than thirty (30) percent *of total number of ordinary shares* to nominate no more than two (02) members; from thirty (30) percent to less than forty (40) percent *of total number of ordinary shares* to nominate no more than three (03) members; from forty (40) percent to less than fifty (50) percent *of total number of ordinary shares* to nominate no more than four (04) members; from fifty (50) percent to less than sixty (60) percent *of total number of ordinary shares* to nominate no more than five (05) members; from sixty (60) percent to less than seventy (70) percent *of total number of ordinary shares* to nominate no more than six (06) members; from seventy (70) percent to less than eighty (80) percent

of total number of ordinary shares to nominate no more than seven (07) members; and from eighty (80) percent to less than ninety (90) percent *of total number of ordinary shares* to nominate no more than eight (08) members.

The formality and procedure for nominating the Board of the Management member shall be carried out in accordance with the election regulations of the Company.

Where the number of candidates to the Board of Directors by way of standing for election or nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated by the Company in the Regulation on Corporate Governance. The mechanism for nomination or the method of nominating candidates to the Board of Directors by the incumbent Board of the Management must be clearly announced and must be approved by the General Meeting of Shareholders before commencing the nomination.

6. The status as a member of the Board of Directors shall be terminated in the following cases:
 - a. Such member is ineligible to be a member of the Board of Directors in accordance with the Law on Enterprises or is prohibited from being a member of the Board of Directors by Law;
 - b. Such member sends a written application for resignation to the head office of the Company *and obtains consent*;
 - c. Such member (i) has his/her civil act capacity lost or restricted or (ii) has violated the law and has been detained by the competent State bodies in accordance with the Law on criminal procedure; and (iii) other members of the Board of Directors unanimously decide to terminate the members of the Board of Directors.
 - d. Such member fails to attend any meeting of the BODs for a *consecutive* period of six (6) months without consent of the BODs, and the BODs decides that the position of such member is vacated;
 - e. The member is dismissed, removed from the Board of Directors by a resolution of the General Meeting of Shareholders.
 - f. That member is concurrently the Collector and the Competitor or the representative of a Competitor of the Company.
 - g. Provide incorrect personal information when sending to the Company as a candidate of the Board of Directors.
7. The appointment of members of the Board of Directors must be disclosed in accordance with the Laws on securities and securities market.

Article 21. Powers and Duties of the Board of Directors

1. Business activities and affairs of the Company must be supervised and directed by the BODs. The BODs is the body with full powers *to make decisions on and* exercise all rights *and obligations* on behalf of the Company, excluding authority which belongs to the GMS.

A shareholder *who is an individual or an organization represented by the Chairperson of the BODs, a member of the BODs, a Head of the BOS, General Director, Executive manager (or Deputy General Director), Chief Accountant and equivalent managers*

elected by the GMS or appointed by the BODs and a majority shareholder being related person of the above persons shall commit to continuously hold one hundred (100) percent of the votes he/she holds for six (06) months as from the first share trading date on the Stock Exchange and fifty (50) percent for a consecutive period of six (06) next months.

2. The Board of Directors shall be responsible for supervising the General Director and the Senior Managers under the mechanism as mentioned in the Regulations on Corporate Governance.
3. The rights and obligations of the Board of Directors shall be stipulated by the Law, this Charter, the Regulations on the Corporate Governance, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
 - a. *Make decision on medium-term development strategies and plans, annual business development plans and annual budget plans;*
 - b. To determine the operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;
 - c. *Elect, dismiss and remove the Chairperson of the BODs; Appoint, dismiss and remove, sign and terminate contracts for (i) General Director or (ii) any executive manager of the Company at the request of the General Director; make decision on salaries, remuneration, bonuses and other benefits of such persons; decide on appointment, dismissal and removal from office of the authorized representative to exercise ownership of shares or contributed capital in another organization/enterprise; make decision on remunerations and other benefits of such persons;*
 - d. *Approve agenda, contents and documents of the General Meeting; convene the General Meeting or collect comments for the GMS to ratify its resolutions*
 - e. To make decisions on bond issuance;
 - f. *Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;*
 - g. To resolve claims of the Company against Managers as well as to make decisions on selecting a representatives of the Company to resolve relating to legal proceedings against such Managers;
 - h. Propose classes of shares to be issued and total shares to be offered of each class;
 - i. To propose issuance of bonds, converting bonds into shares, and warrants which entitle owners to purchase shares at a pre-determined price;
 - j. To determine the prices of bonds, shares and convertible securities offered for sale;
 - k. Make decisions on investments worth less than thirty-five (35) percent of total value of the Company's assets recorded in the latest audited financial statements;
 - l. *Propose annual dividends; pay dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;*
 - m. To propose the re-organization or dissolution of the Company.
 - n. To publicize benefits. Any member of the Board of Directors, one way or another, direct or indirectly, benefits from a contract or transaction signed or intended to be signed with the Company and is aware that he/she has an interest in such contract

or transaction, he/she shall be responsible to disclose the nature and content of such interest at the meeting where the Board of Directors considers signing such contract or transaction for the first time if this member already knows that he/she has an interest thereof or he/she can disclose it at the first meeting of the Board of Directors held after such member knows that he/she has interests or will have interest in related transactions or contracts.

- o. To decide organizational structure, regulations on internal management of the Company, decide the Establishment, separation, merger, consolidation, conversion or dissolution of Subsidiaries of the Company, set up branches, representative offices, and contribute capital and purchase shares of other enterprises;
 - p. Within the scope of *Clause 2 Article 153 of the Law on Enterprise* and except for the case stipulated in *Clause 3 Article 167 of the Law on Enterprise* in which the approval of the GMS is required, the BODs shall from time to time make decisions on the performance, amendment or cancellation of large contracts of the Company or its Branches and subsidiaries (including contracts on purchase, sale, mergence, acquisition and joint venture with a value of at least fifty (50) percent of total value of the assets as recorded in the latest financial statements);
 - q. Appointment and removal of any person who are authorized by the Company to act as commercial representatives and Lawyers of the Company;
 - r. (i) Borrowing and (ii) implementation of any warranties and compensations of the Company with the value stipulated in the Regulations on Corporate Governance;
 - s. *Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;*
 - t. *Approve contracts on purchase, sale, lending and other contracts and transactions that are worth at least thirty-five (35%) of the total assets recorded the Company's latest financial statement, except for contracts and transactions in the authority of the GMS as stipulated in paragraph d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprise;*
 - u. Valuation of non-cash assets contributed to the Company and relating to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
 - v. Purchase or recover by the Company no more than ten (10) percent of the shares of each class *sold for twelve (12) months; Make decision on price of purchasing or recovering the Company's shares;*
 - w. Any other business issues or transaction which require approval as decided by the Board of Directors within the scope of its power and responsibilities based on the regulations on corporate governance;
 - x. *Submit audited annual financial statements to the GMS;*
 - y. Other rights and obligations prescribed by the Law on Enterprises, the Securities Law, other regulations of law and the Company's Charter.
4. The BODs shall submit reports on its performance *pursuant to Article 280 of Decree No.155/2020/ND-CP dated 31/12/2020*, in particular the supervision of the BODs in respect of General Director and other managers within a financial year.

5. Unless otherwise stipulated by Law and the Charter, the Board of Directors may authorize Managers to deal with work on behalf of the Company.
6. Members of the Board of Directors shall be entitled to remunerations for their assignments in their capacity as members of the Board of Directors. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders and shall be distributed to members of the Board of Directors in accordance with the Regulations on Corporate Governance.

The total remuneration paid to each member of the Board of Directors shall be included in business expenses of the Company in accordance with the Law on corporate income tax and must be itemized in the annual report of the Company.

The total amount of money paid to each member of the Board of Directors comprises remuneration, expenses, commission, right to purchase shares and other benefits conferred by the Company, its subsidiaries and affiliated companies and other companies in which a member of the Board of Directors is the capital contributor representative must be detailed in the annual report of the Company..

7. Any member of the Board of Directors who holds any executive position or who works in sub-committees of the Board of Directors or who performs other work which is, in the opinion of the Board of Directors, beyond the scope of the normal tasks of a member of the Board of Directors, may be paid extra remuneration in the form of a lump sum wage on each time, or salary, commission, profit percentage or other form as per remuneration policies for the member of the Board of Directors.
8. Members of the Board of Directors shall be entitled to reimbursement of all costs of meals, accommodation and travel and other reasonable expenses paid by them when performing their responsibilities as a member of the Board of Directors, including expenses arising out of attending at the meetings of the Board of Directors or sub-committees of the Board of Directors, or the General Meeting of Shareholders.

Article 22. Chairman of the Board of Directors

1. The BODs must select one of the members of the BODs to elect one (01) Chairperson. Election of the Chairperson shall be according to the Regulations on Corporate Governance. *The Chairperson of the BODs must not concurrently hold the position of General Director of the Company.*
2. The Chairman of the Board of Directors shall have the following rights and duties:
 - a. To prepare working plans and programs of the Board of Directors;
 - b. To prepare or organize the preparation of, the programs, agenda and documents for the meetings of the Board of Directors; to convene and preside over the General Meeting of Shareholders and the meetings of the Board of Directors;
 - c. The Chairman of the Board of Directors is responsible to ensure that the Board of Directors submit annual financial reports, operational reports of the Company, its audit and inspection reports to the Shareholders at the meeting of the General Meeting of Shareholders;
 - d. To sign resolutions, decisions of the Board of Directors on behalf of the Board of Directors;
 - e. Monitor and check the process of implementation of *resolutions and* decisions of the BODs;

- f. Propose the BODs on appointment, dismissal and removal from office of the General Director; *represent the BODs to sign labor contract with the General Director.*
 - g. Where necessary, the Chairman of the Board of Directors may suspend decisions of the General Director to reduce losses. After that, it must be approved by the Board of Directors to obtain an official decision within fifteen (15) days from the date of issuance of such decision on suspension;
 - h. *Organize the ratification of resolutions and decisions of the BODs;*
 - i. Other rights and duties stipulated in the Law on Enterprises and this Charter.
3. The Chairman of the Board of Directors must convene and preside over the meetings of the General Meeting of Shareholders and meetings of the Board of Directors. Where the Chairman has notified the Board of Directors of his/her absence, or of his/her absence due to force majeure, or his/her inability to carry out his/her duties, a Board of Directors member who is authorized by the Chairman shall carry out the Board of Directors Chairman's rights and duties. In case of no proxy, the Board of Directors may appoint, on the principle of simple majority, another person among them to temporarily execute the duties of the Chairman.
 4. Where the Chairman resigns or is dismissed or removed, the Board of Directors must elect any replacement within a period of ten (10) days from the date of the Company's receipt of any resignation letter from the date of the Board of Management's decision on removal, dismissal of the Board of Directors Chairman.

Article 23. Meetings and committees, sub-committees of the Board of Directors

A- Meetings of the Board of Directors

1. Initial meeting of the office term of the Board of Directors. If the Board of Directors elects the Chairman, then the initial meeting of a term of the Board of Directors in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of seven (07) working days from the date of completing the election of the Board of Directors for that term. Such meeting shall be convened by the member who obtains the highest number of votes. If one (01) or more members obtain the same highest number of votes, such members shall elect a person amongst them to convene the meeting by a majority vote.
2. Regular Meeting. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, prepare the meeting agenda, determine the appropriate time and venue of the meetings at least five (05) days before the proposed date of such meetings. The Chairman may convene a regular meeting of the Board of Directors whenever necessary, but there must be at least one (01) meeting every quarter.
3. Extraordinary Meeting: Chairman of the Board of Directors must convene a meeting of the Board of Directors which shall not be delayed without a legitimate reason, when any of the following subjects makes a written request specifying the purpose of the meeting and the issues to be discussed:
 - a. At the request of the Board of Supervisors or independent members of the Board of Directors;
 - b. At the request of the General Director or at least five (05) Senior Managers;

- c. At the request of at least two (02) members of the Board of Directors;
 - d. An independent auditor who requests discussion of the audit report and the status of the Company.
4. Meetings of the Board of Directors stipulated in Clause 3 of this Article must be conducted within seven (07) working days after the request for the meeting is made. If the Chairman of the Board of Directors does not accept to convene a meeting as requested, then the Chairman must be liable for any damage caused to the Company; the person making the request as referred to in Clause 3 of this Article may himself or herself convene a meeting of the Board of Directors.
 5. Meeting Venue. Meetings of the Board of Directors as prescribed at Clause 1, 2 and 3 of this Article shall be conducted at the registered address of the Company or at another address in Vietnam or abroad as proposed by the Chairman of the Board of Directors and unanimously approved by the Board of the Management.
 6. Notice and agenda of the meeting: The notice of a meeting of the BODs must be sent to the members of such Board and the members of the BODs *at least three (03) working days* before holding the meeting; the members of the BODs may refuse the notice of invitation in writing and such refusal may take retroactive effect. The notice of the meeting of the BODs must provide complete information on agenda, time and venue of the meeting, accompanied by necessary documents regarding issues to be discussed and voted on at the meeting and voting cards for the members of such Board.

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

7. Meeting of the Board of Directors shall be conducted when having three-fourths (3/4) of total members or more attending the meeting. Where the meeting convened under this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half (1/2) of the Board members attend the meeting.

Members of the Board of Directors are considered attending and voting at the meeting in the following cases:

- a. Attend and vote directly at the meeting;
 - b. Authorize others to attend the meeting *if approved by a majority of members of the Board of Directors.*
 - c. To attend and vote at an online meeting, *or to send an electronic vote* or to vote by some other electronic means;
 - d. Send votes to the meeting via mail, fax, or email.
8. Voting:
 - a. Except for Point b of this clause, each member of the Board of Directors or his/her Proxy who is present in his/her capacity as an individual at the meeting of the Board of Directors shall have one (01) vote;
 - b. A member of the Board of Directors shall not be permitted to vote on any contract or transaction or proposal in which such member or any Related Person of such member has interests which conflict or possibly conflicts with the interests of the

Company. A member of the Board of Directors shall not be included in quorum required to be present to hold a meeting of the Board of Directors regarding resolutions on which the member does not have the voting right;

Any member of the Board of Directors who benefits from any contract stipulated in Clause 4 of Article 30 of the Charter shall be deemed to have a considerable interest in such contract.

- c. According to Point b of this Clause, when an issue arise at a meeting of the Board of Directors, relating to the interest of a member of the Board of Directors or the voting right of such member, which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Directors, then such issue shall be referred to the meeting Chairman for decision. The Chairman's decision on such issue shall be final, except where the nature or scope of the interest of the relevant member of the Board of Directors has not been fully announced.
9. The Board of Directors shall pass decisions/resolutions based on majority consent of the members of the Board of Directors present (more than fifty per cent – 50%). Where the number of votes for and against are equal, then Chairman of the Board of Directors or authorized person by the Board of Directors shall cast his/her vote as the deciding vote.
 10. Declaration of interests. Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and aware that he/she has an interest in such contract or transaction is responsible to disclose the nature and contents of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time. Where a member of the Board of Directors is not aware that such member and his/her Related Person have interest at the time a contract or transaction is signed with the Company, such member must publicly announce his/her related interests at the first meeting of the Board of Directors to be held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.
 11. Voting of the person who is absent from the meeting of the BODs. The absent members of the BODs may vote on resolutions/ decisions of the BODs by writing vote cards. The vote cards must be contained in sealed envelopes and delivered to the BODs at least one (01) hour before the opening of the meeting. *The votes shall only be opened in the presence of the meeting participants.*
 12. Meetings by telephone or by other forms. A meeting of the Board of Directors may be conducted by way of a conference call between members of the Board of Directors when all or a number of members are at different places that each attending member is able to:
 - a. Listen to each other member of the Board of Directors expressing their opinions in the meeting;
 - b. Express his/her opinions to other attending members at the same time.

The communication among the members may be implemented directly via telephone or by any other means of communication (including use of such means at the time of approving the Charter or thereafter) or by a combination of such means. The members of the Board of Directors who attend such meeting shall be deemed physically present at such meeting. The meeting venue to be held in accordance with this provision shall be the venue where the largest group of members of the Board of Directors gathers, or

shall be the venue where the Chairman of the meeting is present if there is no such a group.

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

13. Written resolutions. A resolution by way of collection of written opinions shall be approved based on majority consent of members of the Board of Directors who have voting rights. Such resolution shall have the same effect and validity as a resolution passed by the members of the Board of Directors at the meeting which is convened and held in accordance with the normal practice.
14. Minutes of the meeting: The Secretary of the BODs shall responsible to deliver the minutes of a meeting of the BODs to the members, and such minutes shall be authentic evidence of the work carried out at such meeting unless there is an objection of the contents of the minutes provided within a time-limit of ten (10) days from the date of delivery. The minutes of the meeting of the BODs must be prepared in Vietnamese and must bear the signatures of all attending members of the BODs and *the person recording the minutes of the meeting*. In case the members of the BODs may use Vietnamese, the contents of the minutes of the meeting of the BODs may be translated into English and such members must sign the minutes in English and Vietnamese. *The contents shall be approved by the participating members in the meeting of the BODs which is prepared into the Resolutions.*

The time-limit of filing the minutes of the meeting of The Board of Directors is implemented in accordance with the Regulations on Corporate Governance.

15. Persons inviting the meeting on probation: *The Chairperson of the BODs or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the BOS. Members of the BOS are entitled to attend meetings of the BODs; they are entitled to discuss but must not vote.* General Director, executive managers and experts may attend the meeting of the BODs in the invitation of the BODs but not vote.

B- Committees and Sub-committees of the Board of Directors

1. The Board of Directors may set up committees and sub-committees such as HR Sub-committee, Investment Committee and others basing on actual requirement to support operation of the Board of Directors.
2. The Board of Directors shall be required to set up other special sub-committees after the approving resolutions of the General Meeting of Shareholders.
3. As stipulated by Clause 1, 2 of this Article, the Board of Directors may authorize sub-committees to act and make decisions within its authority.

The members of sub-committees may consist of one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. During the course of performance of the authorized powers, the sub-committees must abide by the regulations issued by the Board of Directors. Such regulations may govern or permit the admission of additional persons who are not members of the Board of Directors to the afore said sub- committees and may permit such persons to vote in the capacity as members of the sub-committee, but (i) must ensure that the number of the external members is less than half of the total members of the sub-committee, and (ii) the resolutions of the sub-committee shall take effect only when there are more than

fifty percent (50%) members of the Board of Directors under such the sub-committees attending and voting at the meeting.

4. The resolution implementation of sub-committees under the Board of Directors or of any person as a member of sub-committees of the Board of Directors shall be deemed to be legally valid even in case of a possible faulty appointment of a member of a sub-committee.
5. The Board of Directors shall provide detailed regulations on establishment of and responsibilities of the sub-committees and each member.

VIII. GENERAL DIRECTOR, OTHER SENIOR MANAGERS AND SECRETARY OF THE COMPANY

Article 24. Organization of the management apparatus

The managerial system of the Company must ensure that the managerial apparatus shall be liable to the Board of Directors and shall be under the leadership of the Board of Directors. The Company shall have one (01) General Director, some Executive Directors (or Deputy General Director) and one (01) Chief Financial Officer (CFO) appointed by the Board of Directors. The appointment, removal or dismissal of said positions i must be implemented by a duly approved resolution of the Board or Management. Accordingly:

1. The Executive Director (or Deputy General Director) mean person who assists the General Director to implement one or more duties assigned and authorized by the General Director; shall be responsible for the scope of such assigned and authorized tasks to the General Director, the Board of Directors and the Law.
2. The Chief Accountant means the person who assists the General Director to direct, implement operations in terms of accounting, finance, statistics; shall be responsible for finance and accounting management n in accordance with the Law.

Article 25. Senior Managers

1. At the General Director's request and upon approval of the Board of Directors, the Company will recruit a certain numbers of senior management positions necessary and in compliance with the managerial system and practice of the Company as determined by the Board of Directors from time to time.
2. Salary, remuneration, benefits and other terms in an employment contract with the General Director shall be decided by the Board of Directors and employment contracts with other Senior Managers shall be decided by the Board of Directors after consulting with the General Director.

Article 26. Appointment, dismissal, removal, Duties and Powers of the General Director

1. Appointment. The Board of Directors shall appoint a member of the Board or another person to be the General Director and shall enter into a contract which shall specify the salary, remuneration, benefits and other terms related to the recruitment. The information about salary, allowances and benefits of the General Director must be reported at the Annual General Meeting and must be itemized in the annual report of the Company.

2. Conditions and standards:

The General Director is not forbidden to hold the positions under the Law *as stipulated in Clause 2, Article 17 of the Law on Enterprise*, i.e. (i) Minors; persons whose civil act capacity is restricted or lost; (ii) persons who are sentenced or imprisoned; (iii) persons who serve for military forces and the State agencies; and (iv) persons who are forbidden to manage enterprises and cooperatives under the decisions of the State agencies, including owner of the private enterprises and member of the joint venture company;

- a. Director (General Director), Chairperson and members of the BODs, the Member Council of the enterprise, Head and members of the cooperative executive committee are declared to go into bankruptcy, except that the enterprises and the cooperatives are declared to be bankruptcy for force majeure causes;
- b. *The persons are relatives to the managers and supervisors of the Company; representatives of state capital and representatives of the company's capital;*
- c. *Persons are qualified and experienced in business administration of the Company.*

Office term: The office term of the General Director shall be five (5) years and may be re-appointed. The re-appointment may become invalid pursuant to the regulations in the employment contract.

3. Powers and Duties. The General Director has the following powers and responsibilities:

- a. Organize the implementation of *resolutions and* decisions of the Board of Directors;
- b. *Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the Board of Directors;*
- c. Recommend the number and position of managers that the Company needs to recruit for appointment, dismissal or *removal from office* by the BODs if necessary *for positions within the jurisdiction of the BODs; recommend organizational structure and regulations on internal management of the Company and consult the BODs to decide salaries, remuneration, benefits and other terms of the labor contracts of the executive managers;*
- d. Consult the BODs to make decisions on the number of employees, wage rates, allowances, benefits, appointment, dismissal, and other terms of their labor contracts; Appoint, dismiss and *remove* managerial positions in the Company, except for those within the jurisdiction of the BODs and the GMS;
- e. On November 30th in each year, the General Director must submit to the Board of Directors a detailed business plan for the next fiscal year for its approval on the basis of satisfying the requirements of the appropriate budget;
- f. Organize implementation of the Company's annual business plan *and investment plan* approved by the BODs and the GMS;
- g. To propose measures to improve the operation and management of the Company;
- h. To prepare long-term, annual and quarterly budget estimates of the Company (hereinafter referred to as an estimated) to serve long-term, annual and quarterly management activities of the Company in accordance with the business plans. The annual budget estimate (including the proposed balance sheet, profit and loss statement and cash flow statement) for each fiscal year must be submitted to the Board of Directors for its approval and must contain the information as per the Company's regulations which issued by the Board of Directors.

- i. To make recommendations on methods of paying dividends and dealing with losses in business;
- j. The General Director shall be the representative of the Company or authorize the executive managers to recruit and sign the labor contracts. *Decision on salaries and other benefits for the employees in the Company, including managers, is within the jurisdiction of the General Director.*
- k. Within the scope of his/her duties and power, the General Director may authorize other individuals and/or organizations to perform the work related to his/her duties and rights depending on the demand from time to time.
- l. To manage the day-to-day business operations of the Company in accordance with the provisions of the Law, this Charter and the regulations of the Company, the resolutions of the Board of Directors and his/her employment contract signed with the Company.

If his/her management is contrary to those provisions, and causes damages to the Company, the General Director shall be responsible before the Law (if any) and shall compensate the Company for the damages.

- 4. Report to the Board of Directors and Shareholders. The General Director shall be responsible before Board of Directors and the General Meeting of Shareholders for implementing of the assigned duties and powers, and must report to such bodies if so required.
- 5. *Removal from office and dismissal. The BODs may remove or dismiss the General Director with approval of at least two-third (2/3) of the member of the BODs and appoint another General Director.*

The General Director may be removed by the Board of Directors in the following cases:

- a. Due to the business demand, the personnel transfer and rotation of the Company;
- b. Due to his or her health that may be insufficient for his or her continued performance of his or her tasks.

The General Director may be dismissed by the Board of Directors in the following cases:

- a. Due to any failure to complete his/her duties, or his or her infringement upon the internal regulations or rules of the Company;
- b. Infringement upon of the laws that is not serious to the extent of taking criminal responsibility or mandatory termination of the labor contract.

Article 27. Secretary of the Company

- 1. The BODs shall appoint one (01) or more secretary of the Company for the term of office and the terms under the decision of the BODs. The BODs may at any time remove the Secretary in conformity with the applicable Labor Code. Roles and duties of the Company's Secretary *in charge of corporate governace* include:
 - a. *Provide consultancy for the BODs in organizing the GMS and performance of relevant tasks between the Company and its shareholders;*
 - b. To prepare and organize meetings of the Board of Directors and the Board of Supervisors and, the General Meeting of Shareholders as requested by the Board of Directors Chairperson or the Board of Supervisors;

- c. To attend and prepare meeting minutes;
 - d. To provide advice on meeting procedures;
 - e. To provide financial information, copies of minutes of meeting of the Board of Directors and other information to the members of the Board of Directors and the Board of Supervisors; and
 - f. *Supervise and report to the BODs disclosure;*
 - g. *Provide consultancy on procedures for making resolutions of the BODs in conformity with the laws;*
 - h. *Assist in contact between parties with relevant interests;*
 - i. Ensure resolutions of the Board of Directors to comply with the Law.
2. The secretary of the Company shall be responsible to keep information confidential in accordance with the Law and this Charter.

IX. BOARD OF SUPERVISORS

Article 28. Board of Supervisors

1. The BOS and its members shall have powers and responsibilities under *Article 170 of the Law on Enterprise and this Charter*, mainly the following powers and responsibilities:
 - a. The BOS shall supervise *financial position of the Company and compliance with the laws of the BODs*, the General Director and the executive managers in management and direction of the Company; take responsibility to the BODs for performing the assigned tasks;
 - b. To inspect the reasonableness, legality, truthfulness and prudence in terms of management and administration of the business activities, in terms of organization of statistic and accounting work and preparation of financial statements;
 - c. The BOS shall appraise *adequacy, legitimacy and truthfulness of income statement and annual, mid-year and quarterly financial statements of the Company*, report on management assessment of the BODs; submit report on appraisal of financial statements, report on annual business of the Company and report on management assessment of the BODs to the GMS at the annual meeting; *Review contracts and transactions with related persons within the authority to approve of the BODs or the GMS; offer recommendations concerning these contracts and transactions to be approved by the BODs or the GMS;*
 - d. *Review, inspect and evaluate efficiency and effectiveness of the internal control, audit, risk management and early warning of the Company;*
 - e. To review books of accounts and other documents of the Company, the management and administration of the corporate operations whenever necessary or pursuant to a resolution of the General Meeting of Shareholders or at request of a Shareholder or a group of Shareholders stipulated in Article 10.3 of this Charter;
 - f. At the request of a Shareholder or a group of Shareholders stipulated in Article 10.3 of this Charter, the Board of Supervisors shall carry out an inspection within a period of seven (7) working days from the date of receipt of the request. The Board of Supervisors must submit a report on the issues under inspection requirement to the

Board of Directors and the requesting Shareholder or a group of Shareholders within a period of fifteen (15) working days from the date of completion of the inspection. Such inspections stipulated in this Clause shall not disrupt the normal activities of the Board of Directors and shall not interrupt the management of normal corporate operations;

- g. To recommend to the Board of Directors any changes, supplements, improvements of the corporate organizational structure;
- h. If a member of the BODs and the General Director is found to be violating obligations as the Company's manager as stipulated in the Law on Enterprise and Article 29 and Article 30 of this Charter, it shall be promptly send a notice in writing to the BODs *within forty-eight (48) hours*, requesting the violator to stop the violation and take remedial measures;
- i. The BOS shall have right to use an independent consultant *and an internal audit division of the Company* to perform the assigned duties;
- j. In terms of accounting and auditing activities of the Company, the Board of Supervisors shall have the following powers and responsibilities:
 - j1. The BOS shall propose and select an independent audit firm, audit fees and all relevant matters; *decide on the list of accredited audit organizations; decide whether to allow accredited audit firms to inspect the Company's operations; dismiss accredited auditors where necessary;*
 - j2. Discussing the nature and scope of audit with the independent auditor before audit commencement;
 - j3. Discussing difficulties and outstanding issues discovered from the mid-term or final-term audit results as well as issues which the independent auditors wish to discuss;
 - j4. Reviewing the management letter of the independent auditor and the feedback from the Company's management board;
- k. Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but have no right to vote;
- l. *The BOS may consult with the BODs before submitting its reports, conclusions and proposals to the GMS.*
- m. *Report in the general meeting under Article 290 of Decree No.155/2020/ND-CP dated 31/12/2020 of the Government detailing implementation of a number of articles of the Securities Law.*
- n. *Cooperate with the BODs, the General Director and shareholders;*
- o. *Have right to access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during working hours.*
- p. The BOS shall exercise vested powers and perform other assigned duties under this Article and Article 170, Article 171 and Article 173 and other regulations of the Law on Enterprise and Article 288 of Decree No.155/2020/ND-CP dated 31/12/2020 of the Government detailing implementation of a number of articles of the Securities Law.

2. Candidacy and nomination of members of the BOS. A shareholder or a group of shareholders representing *at least ten (10) percent* of the ordinary shares to *gross the voting rights of candidacy and nomination of members of the BOS*.

A Shareholder or a group of Shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total number of voting shares shall be entitled to nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) to nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) to nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) to nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) to nominate up to five (05) candidates.

The formality and procedure for nominating the Board of Supervisors members shall be carried out in accordance with the election regulation of the Company.

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

3. Members of the Board of Directors, the General Director and other Managers must provide all information and documents relating to the corporate operations at the request of the Board of Supervisors. The Secretary of the Company must ensure that all copies of financial and other information are provided to members of the Board of Directors and those of the meetings of the Board of Directors are provided to the Board of Supervisors at the same time as they are provided to the Board of Directors.
4. The BOS shall include no less than three (03) members and more than five (05) members. A specific number of members of the BOS shall be submitted by the BODs and approved by the GMS as stipulated in *paragraph g Clause 1, Article 13 of this Charter. The members of the BOs must meet standards and conditions under Article 169 of the Law on Enterprise, Article 286 of Decree No.155/2020/ND-CP and other regulations of this Charter*. The members of the BOS shall not be the ones of the accounting and financial division of the Company and not the shareholders or the ones contributing capital or the employees of the independent audit firms *having conducted the audit the Company's financial statements for 03 preceding years*. The BOS must have at least one (01) member who holds the position of accountant or auditor. The members of the BOS shall not be the related persons with the members of the BODs, the General Director and its executive managers. The members of the BOS may not be the shareholders of the Company and not Vietnamese and/ or not residing in Vietnam but more than a half of the members of the BODs must reside in Vietnam. The BOS shall elect one (01) member among them as a Head of the BOS.
 - a. To convene meetings of the Board of Supervisors and to function as the Chairman of the meeting;
 - b. To request the Board of Directors, General Director and Senior Managers to provide the relevant information in order to report to members of the Board of Supervisors; and

- c. To prepare and sign the Board of Supervisors's reports after consulting with the Board of Directors, and to submit the same to the General Meeting of Shareholders.
5. The total remuneration of the Board of Supervisors shall be decided by the General Meeting of Shareholders. The members of the Board of Supervisors shall be entitled to reimbursement of travel, hotel cost and other expenses arising reasonably when they attend the meetings of the Board of Supervisors or carry out other activities of the Board of Supervisors.
6. After consultation of the BODs, the BOS may issue regulations on organization and operation of the BOS. The BOS shall organize a meeting at least twice a year with at least two-third (2/3) of its participating members. *Minutes of these meetings of the BOS must be detailed, bear the signatures of the minute taker and the participating members. All minutes of meetings of the BOS must be retained in order to attribute responsibility of each member.*
7. Members of the Board of Supervisors shall be elected by the General Meeting of Shareholders and shall have a maximum office term of five (05) years and may be re-elected with unlimited number of office terms.
8. A member of the Board of Supervisors will no longer have his or her status as member in the following cases:
 - a. Member is forbidden from being a member of the Board of Supervisors by the Law;
 - b. Such member shall send a written application for resignation to the Company's head office *with a consent*;
 - c. The member is affected by a mental disorder and other members of the Board of Supervisors have medical evidence showing that such member has lost his capacity for civil acts;
 - d. The member is absent from meetings of the Board of Supervisors six (06) consecutive months without permission from the Board of Supervisors, and the Board of Supervisors has resolved that the position of such member is vacated.
 - e. The member is dismissed from the Board of Supervisors by a decision of the General Meeting of Shareholders.

X. DUTIES OF MEMBER OF THE BOARD OF DIRECTORS, MEMBER OF BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER SENIOR MANAGERS

Article 29. Responsibility to be prudent

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other senior Managers are responsible to perform their duties including those as a members of sub-committees under the Board of Directors in bona fide for the best interests of the Company and with an extent of prudence expected from any prudent peer under similar circumstances.

Article 30. Responsibility to be honest and avoid conflicts of benefits

1. Members of the BODs, members of the BOS, General Director and other executive managers shall be not permitted to use business opportunities profitable to the Company for personal purposes; and concurrently are not permitted to use information obtained by virtue of their positions for their personal interests or for the interests of other

organizations or individuals; *disclose their relevant interests in accordance with the Law on Enterprises and relevant legislative documents.*

2. Members of the BODs, members of the BOS, General Director and other executive managers shall be obliged to notify the BODs of any interest which may conflict with the interests of the Company and which they may be entitled to via other economic legal entities, transactions or individuals, *including transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the BODs in accordance with regulations of the Law on Securities on information disclosure.* Contents of the notice include:

- a. Name, address of the head office, business lines, issuance number and date of the Enterprise Registration Certificate, place of business registration of any enterprise in which they own contributed capital or shares; ratio and date of owning such contributed capital or shares.
- b. Name, head office address, business lines, number and date of the Business Registration Certificate, place of business registration of the enterprise whose related persons separately or jointly hold shares or contributed capital of more than *ten (10) percent of the charter capital.*

The declaration stipulated in this clause must be made within a time-limit of seven (07) working days from the arising date of any relevant interest; any amendment or addition must be reported to the Company within seven (07) working days from the date of such amendment or addition.

The declaration stipulated in this Clause shall be reported to the Annual General Meeting, and be displayed and retained in the head office of the Company. Shareholders, their authorized representatives, members of the Board of Directors, members of the Board of Supervisors, and the General Director shall have the rights to review the declared contents whenever necessary.

Any Board of Directors member, any Board of Supervisors member and the General Director must, if performing work in any form in his/her name or on behalf of others within the scope of business of the Company, must report the nature and content of that work to the Board of Directors and the Board of Supervisors, and must only be permitted to perform [the work] if the majority of the remaining members of the Board of Directors approve; if the work is performed without reporting or without the approval of the Board of Directors, all income arising from such activity shall belong to the Company.

3. The Company shall not provide any loan or guarantee to any member of the BODs, member of the BOS, the General Director, other executive managers *who are not the shareholders* or their related persons or to a legal entity in which the above-mentioned persons have financial interests, except where (i) the Company and the organization related to such member are companies within the same Group or companies operating in accordance with a group of companies, parent company – subsidiary, or an economic group; (ii) GMS approves and (iii) specialized branch law contains some other provision.
4. Under *Article 167 of the Law on Enterprise*, a contract or a transaction between the Company and the followings:

- 4.1. Shareholders or their authorized representative holding *more than ten (10) percent of total ordinary shares* of the Company and their related persons; or
- 4.2. Members of the BODs, General Director or their related persons; or
- 4.3. Enterprise having members of the BODs, members of the BOS, General Director or executive managers *who must be declared under Clause 2, Article 164 of the Law on Enterprise*.
- 4.4 *Transactions between the Company with* member of the BODs, member of the BOS, General Director and executive managers *and their related persons*, shall be invalid; if
 - a. for contracts or transactions worth less than thirty-five (35) percent of total value of the assets of the Company and its branches recorded in the latest audited financial statements and contents of the contract or main contents of such transactions are notified and approved by the GMS;
 - b. for contracts or transactions worth at least thirty-five (35) percent of total value of the assets of the Company and its branches *or contracts or transactions within twelve (12) months as from the first transaction date leading to total value of at least thirty-five (35) percent of total value of the assets* recorded in the latest audited financial statements and other contracts or transactions beyond the authority of the BODs and contents of the contract or main contents of such transactions are notified and approved by the GMS.

Members of the Board of Directors, members of the Board of Supervisors, the General Director, other senior Managers and their Related Persons must not use the Company information which have not yet been permitted to be disclosed, or must not disclose information to others in order to implement related transactions.
5. Neither member of the Board of Directors, nor the General Director, nor any Senior Manager, nor any Related Person of his or hers shall be allowed to purchase or sell or deal with shares of the Company or its subsidiaries in any form at any time when they have sensitive information that definitely will affect the price of such shares while other Shareholders are not aware of the information.

Article 31. Responsibility for loss and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and Senior Managers who breach the obligations and responsibilities for honestly and prudence or fail to fulfill their obligations with due diligence and professional capability must be responsible for any damages caused by their breaches.
2. The Company shall pay compensation to any person who has been, is, or is likely become a related party in any claim, suit, or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Directors, members of the Board of Supervisors, the General Director, the Senior Managers, the employee of the Company or an Authorized Representative of the Company, or such person acted or is acting at the request of the Company in the capacity as a member of the Board of Directors, members of the Board of Supervisors, the General Director, the Senior Managers, the employee of the Company or an Authorized Representative of the Company provided that such person acted honestly, prudently and diligently in the best interests or without countering the best interests of the Company in compliance with Law and that there is no evidence

that such person committed a breach of his/her responsibilities. When implementing functions, duties or work authorized by the Company, the members of the Board of Directors, members of the Board of Supervisors, the General Director, the Senior Managers, the employee of the Company or an Authorized Representative of the Company, shall be entitled to compensation paid by the Company when they become a related party in any claim, suit or legal proceeding (excluding legal actions initiated by the Company) in the following cases:

- a. They acted honestly, prudently and diligently in the interests of the Company and without conflicting with the interests of the Company;
 - b. They complied with law and there is no evidence that they failed to perform their responsibilities.
3. The expenses for compensation shall comprise arising expense (including lawyer's fees), judgment expenses, fines and payable actually arising or deemed reasonable when dealing with such cases within the framework permitted by Law.

The Company may purchase liability insurance for such persons as stipulated in Clause 2 of this Article in order to cover the said responsibilities for compensation, subject to the followings:

- a. The General Meeting of Shareholders shall approve the purchase of liability insurance for the members of the Board of Directors and the Board of Supervisors;
- b. The Board of Directors shall approve the purchase of liability insurance for the General Director and the Senior Managers; and
- c. The General Director shall decide the purchase of liability insurance for the cases outside the framework of Points a, b of this Clause.

XI. RIGHT TO INVESTIGATE BOOKS AND DOCUMENTS OF THE COMPANY

Article 32. Right to investigate books and documents

1. *An ordinary shareholder shall be entitled to examine the books and documents as follows:*
 - a. *Ordinary shareholders are entitled to access, examine and extract information on names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, minutes and resolutions of the GMS;*
 - b. *A shareholder or a group of shareholders representing at least five (05) percent of ordinary shares shall be entitled to examine, access extract the minutes, resolutions and decisions of the BODs, biannual and annual financial statements, reports of the BOS, contracts and transactions subject to approval by the BODs and other documents, except documents relevant to the Company's trade secrets;*
 - c. *Request for inspection of the shareholder's authorized representative shall be enclosed to the letter of authorization or a notarized copy of such letter of authorization.*
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers shall have the right to inspect the Company's Register of Shareholders, the list of Shareholders and other books and records of the Company for any purposes relating to their positions on the condition that the information must be treated as confidential.

3. The Company must archive this Charter and its amendments and additions, the Business Registration Certificate, rules, documents proving ownership of assets, *resolutions*, minutes of the GMS and of the BODs, *reports of the BODs*, *reports of the BOS*, annual financial statements, accounting books and any other documents stipulated by law at the head office of the Company.
4. The Charter must be posted on the Company's website.

XII. EMPLOYEES AND THE TRADE UNION

Article 33. Employees and the Trade Union

1. The General Director must prepare a plan for the Board of Directors to approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and discipline applicable to employees and other managers.
2. The General Director must prepare a plan in order for the Board of Directors to approve the matters relating to the relationship between the Company and trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the regulations of the Company, and applicable law.

XIII. PROFIT DISTRIBUTION

Article 34. Profit Distribution

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the method of annual dividend payment from the Company's retained profits.
2. As stipulated by the Law on Enterprises, the Board of Directors may decide mid-term dividends advances upon considering such advance payment in conformity with the Company's profitability.
3. The Company shall not pay interest on dividend payments or on payments relating to any class of shares.
4. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends by shares, and the Board of Directors shall be the body implementing such decision.
5. Where any dividend payment or other payments relating to one class of shares shall be made in cash, the Company must make such payment in Vietnamese dong. The payment may be made directly or via banks based on the bank details provided by the Shareholders. If the Company makes a bank transfer based on the exact banking detail provided by a Shareholder but such Shareholder cannot receive money, the Company shall not be liable for amount which it has transferred to the Shareholder entitled to such amount.
6. With approval of the Shareholders at the General Meeting of Shareholders, the Board of Directors may decide and announce that the owners of ordinary share certificates shall have the right to choose to receive their dividends in ordinary shares instead of dividends in cash. These additional shares will be recorded as paid-up shares of which the buying prices are determined equivalent to the cash amounts payable for cash dividends paid in cash according to the most accurate computations.
7. According to the Law on Enterprises, the Law on Securities, the Board of Directors shall approve a resolution determining a specific date to close the list of Shareholders.

Based on such date, any person who has registered as a Shareholder or owner of other securities shall be entitled to receive dividends, interest, profit distribution, receive share certificates, notices or other documents.

8. Other matters relating to profit distribution shall be implemented in accordance with the Law.

XIV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 35. Bank accounts

1. The Company will open bank account(s) at one or more Vietnamese banks or at the branches of the foreign banks permitted to operate in Vietnam.
2. Subject to the prior approval from the competent authority, the Company may open a bank account in a foreign country in accordance with the Law, if necessary.
3. The Company will make all payments and accounting transactions via its Vietnamese dong accounts or foreign currency accounts at the bank where the Company opened such accounts.

Article 36. Reserve fund

Annually, the Board of Directors shall determine the reserve fund from the Company's after-tax profit, including: (i) a deduction from financial reserve fund. This amount shall not exceed five (05)% of after-tax profits of the Company and shall be continually deducted until the Financial Reserve Fund equal to ten (10)% of the Company's Charter Capital; (ii) 15% to establish the Reward and Welfare Fund. The percentage (%) to set up such funds may be changed at the proposal of the Board of Directors and approved by the General Meeting of Shareholders.

Article 37. Fiscal year

The Company's fiscal year shall begin from the first day of January each year and shall end on the 31st day of December of the same year. The first fiscal year shall begin on the Date of Establishment and shall end on the 31st day of December of the same year, as prescribed by the Law.

Article 38. Accounting system

1. The accounting system used by the Company shall be Vietnamese Accounting System (VAS) or another accounting system approved by the Minister of Finance.
2. The Company shall prepare accounting books in Vietnamese. The Company will keep the accounting records in accordance with the form of business operations in which the Company shall be engaged. These records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.
3. The Company uses the Vietnamese Dong as the official currency in accounting.

XV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE AND PUBLIC ANNOUNCEMENT

Article 39. Annual, semi-annual and quarterly financial statements

1. The Company must prepare an annual financial statement in accordance with the provisions of the Law as well as those of the State Securities Commission and such statement must be audited in accordance with Article 41 of this Charter, and within 90 days from the date of ending each fiscal year, must submit annual financial statements which have been approved by the General Meeting of Shareholders to the competent taxation authority, the State Securities Commission, the Stock Exchange and the business registration authority.
2. The annual financial statements must include reports on the results of business and production activities which reflect honestly and objectively the profit and loss situation of the Company in the fiscal year and a Balance Sheet which reflects honestly and objectively the activities of the Company up to date of preparing such report. A cash flow statement and explanatory notes to the financial statements. If the Company is a parent company, the annual financial statement must also contain the separate financial report of the Company and a consolidated financial statement on the operation of the Company and its subsidiaries at the end of each fiscal year.
3. The Company must formulate and publish semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and the Stock Exchange and submit them to the relevant taxation authority and the business registration authority in accordance with the Law on Enterprises.
4. Audited financial statements (including the auditor's opinions) and semi-annual and quarterly reports of the Company must be posted on the Company's website.

Article 40. Information Disclosure and Public Announcement

Information Disclosure and Public Announcement of the Company shall be conducted in accordance with the Law.

XVI. COMPANY AUDIT

Article 41. Auditing

1. The Annual General Meeting shall appoint an independent auditing company of shall approve the list of independent auditing companies and authorize the Board of Directors to decide to select one of such companies to conduct the Company audit for the next fiscal year on the basis of the terms and conditions as agreed with the Board of Directors.

The independent auditing company performing the Company audit must be approved by the State Securities Commission.
2. The Company must prepare and submit an annual financial statement to the independent auditing company after the end of each fiscal year.
3. The independent auditing company shall inspect, certify and make a report on the annual financial statements which reflects the income and expenditure of the Company, and shall prepare an audit report and submit the same to the Board of Directors within two (02) months from the end of a fiscal year.
4. A copy of the audit report must be sent with the annual financial statement of the Company.
5. The representative of the independent auditing company providing audit service to the Company shall be invited to attend all meetings of the General Meeting of Shareholders

and shall be entitled to receive notifications and other information relating to any meeting of the General Meeting of Shareholders where any Shareholder has the right to receive and also has the right to express his or her opinions at the General Meeting of Shareholders regarding audit-related matters.

XVII. SEAL

Article 42. Seal

1. *Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.*
2. *The BODs shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices;*
3. The Board of Directors, the General Director shall use and manage the seal in accordance with Law and the Regulation on Corporate Governance.

XVIII. TERMINATION OF OPERATION AND LIQUIDATION

Article 43. Dissolution of the Company

1. The Company may be dissolved or terminated in the following cases:
 - a. *The operating period specified in the Company's Charter expires without a decision on extension;*
 - b. *A competent court of Vietnam declares the Company bankrupt in accordance with the applicable Law;*
 - c. *Early dissolution of the Company as resolved and decided by the GMS*
 - d. *The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;*
 - e. *Other cases as stipulated by Law.*
2. The early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be notified to, or must be approved by (if so required) the competent body in accordance with the regulations.
3. *The BODs shall convene the GMS at least seven (7 months) before the expiry of the operating period for shareholders to vote on extension of the operating period of the Company at the request of the BODs.*
4. *The operating period shall be extended if the extension is voted for by a number of shareholders that represent at least sixty-five (65%) of the votes of all participating shareholders.*

Article 44. Cases of deadlock between members of the Board of Directors and Shareholders

The Shareholders holding half of the outstanding shares with voting rights in the election of members of the Board of Directors shall have the right to lodge an application to a Court for dissolution based on one or more of the following grounds:

1. Members of the Board of Directors failed to reach a consensus on management of the Company which results in their failure to obtain the required number of votes for their acts.
2. Due to the Shareholders' failure to agree, the required number of votes cannot be obtained in order to proceed with election of Members of the Board of Directors.
3. There is an internal disagreement within the Company and two or more factions of Shareholders are divided so that dissolution is the option in the best interests of all the Shareholders.

Article 45. Liquidation

1. At least six (06) months before the expiry of the Operation Term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) of these members shall be appointed by the General Meeting of Shareholders and one (01) shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall formulate its own operational regulations. The members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to the Company's other debts.
2. The Liquidation Committee shall be responsible to report its dates of establishment and commencement of operation to the business registration authority. From such point of time, the Liquidation Committee will represent the Company in all work relating to the liquidation before a Court and the administrative authorities.
3. Proceeds from the liquidation shall be disbursed in the following order:
 - f. Expenses of liquidation;
 - g. Wages and insurance costs for employees;
 - h. Taxes and other payables to the State;
 - i. Loans (if any);
 - j. Other debts of the Company;
 - k. After all the debts from (a) to (e) above have been paid, the balance shall be distributed to Shareholders. Payment of the preferential shares shall be given priority (if any).

XIX. INTERNAL DISPUTE RESOLUTION

Article 46. Internal dispute resolution

1. When a dispute or complaint relating to the Company work or the Shareholders' rights arises out of this Charter or any rights or obligations stipulated in the Law on Enterprises or the other laws or the administrative regulations, between:
 - a. Shareholder and the Company; or
 - b. Shareholder and the Board of Directors, the Board of Supervisors, the General Director or other managers;

The concerned parties will try to resolve such dispute through reconciliation. Except where such dispute concerning the Board of Directors or the Chairman of the Board of Directors, such Chairman will preside over any meeting for dispute resolution and shall

require each party to present the actual factors relating to the dispute within ten (10) working days from the date of the arising. If the conflict concerns the Board of Directors or the Chairman of the Board, either party may request appointment of an independent expert who shall act as an arbitrator for the dispute resolution.

2. If no reconciliation is reached within six (06) weeks from the beginning of the reconciliation process or if a decision of the mediator is not accepted by the parties, then either party may refer the dispute to a competent Court for resolution.
3. Each party will bear its own costs relating to procedures for negotiation and reconciliation. Payment of the court expenses shall be made in accordance with the judgment of the Court.

XX. SUPPLEMENT AND AMENDMENT TO THE COMPANY CHARTER

Article 47. Supplement and Amendment of the Charter

1. Supplement and Amendment of the Charter must be considered and decided by the General Meeting of Shareholders.
2. Where any legal provision relating to the Company's operation has not been mentioned in this Charter or where any new legal provision is different from the terms of this Charter, such provision of Law shall automatically apply, and shall govern the Company's operation.

XXI. EFFECTIVE DATE

Article 48. Effective date

1. This Charter includes twenty-one (21) Chapters, forty-nine (49) Articles, effective from **October 01st, 2021**.
2. This Charter is made into ten (10) originals with similar legal validity, of which:
 - a. One (01) original shall be submitted to the State Notary Office in the locality;
 - b. Five (05) originals shall be registered with an authority in accordance with regulations of the People's Committee of Ho Chi Minh City;
 - c. Four (04) originals shall be filed in the head office of the Company;
3. This Charter is the unique and official Charter of the Company.
4. Copies and extracts of this Charter are valid only when they bear the signature of the Chairman of the Board of Directors or the signature of at least half (1/2) of the total number of members of the Board of Directors.

Article 49. Signatures of the Legal Representative

**LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF
DIRECTORS**

Nguyen Ho Nam

