

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom - Happiness**

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**CHARTER OF**  
**VINCOM RETAIL JOINT STOCK COMPANY**

**Hanoi, 10 May 2022**



## PREAMBLE

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

This Charter comprises of 54 Article, included in 19 Chapters, which will regulate the whole activities of the Company (the “**Charter**”).

This Charter is ratified by the General Meeting of Shareholders of the Company on 10 May 2022 and takes effect from the date of signing for promulgation.

## CHAPTER I. DEFINITIONS

### Article 1. Definitions

1. Unless the terms or context of this Charter otherwise provide, the following terms shall have the meanings as described to them hereunder:
  - 1.1 *Manager* refers to the Chief Executive Office, Deputy Chief Executive Office, the Chief Accountant and other Manager of the Company as approved by the BOD.
  - 1.2 *Executive* refers to the Chairperson or member of the BOD, Chief Executive Office, Deputy Chief Executive Office, and other Executive of the Company as approved by the BOD.
  - 1.3 *Company* means Vincom Retail Joint Stock Company.
  - 1.4 *Subsidiary* means any company in which the Company (i) holds more than 50% of the Charter Capital or total issued ordinary shares, or (ii) has the right to directly or indirectly decide on appointment of a majority or all of members of the BOD or Chief Executive Office, or (iii) has the right to decide the amendment of or addition to the charter of that company.
  - 1.5 *Shareholder* means an individual or organization that owns at least one share of the Company;
  - 1.6 *Major shareholder* means a shareholder defined in Article 4.18 of the Law on Securities.
  - 1.7 *Authorized Representative* means any person who is authorized in writing by a Shareholder being organization to exercise such Shareholder’s rights in accordance with the Law.
  - 1.8 *Related persons* are the organizations and individuals defined in Article 4.46 of the Law on Securities and Article 4.23 of the Law on Enterprises.
  - 1.9 *GMS* means the General Meeting of Shareholders of the Company.
  - 1.10 *BOD* means the Board of Directors of the Company.
  - 1.11 *SVB* means the Supervisory Board of the Company.
  - 1.12 *CEO* means the Chief Executive Office of the Company.
  - 1.13 *Law on Enterprises or the Law on Enterprises 2020* means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, takes effect from 01 January 2021.

- 1.14 *Law on Securities* means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, takes effect from 01 January 2021.
- 1.15 *Establishment Date* is 11 April 2012, the date on which the Company's first Enterprise Registration Certificate is issued;
- 1.16 *Stock Exchanges* means the official stock exchange(s) in respect of shares, bonds and other securities on which the Company's shares are listed.
- 1.17 *Shareholder Register* means the register of Shareholders of the Company, which is established and maintained in accordance with this Charter, Law on Securities and the Law on Enterprises.
- 1.18 *Vietnam* means the Socialist Republic of Viet Nam.
- 1.19 *VND* or Vietnamese Dong means the legal currency of Viet Nam.
- 1.20 *Charter Capital* means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 7 of this Charter.

**Article 2. Rules of interpretation**

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

**CHAPTER II**

**GENERAL PROVISIONS**

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

- 3.1 Name of the Company:

Vietnamese name: **CÔNG TY CỔ PHẦN VINCOM RETAIL**

Transaction name in English: **VINCOM RETAIL JOINT STOCK COMPANY**

Abbreviated name: **VINCOM RETAIL JSC**

- 3.2 The Company is a joint stock company with the independent juridical person status in accordance with the Law on Enterprises and applicable laws and regulations. In the course of its operation, the Company shall comply with the Law and the provisions mentioned in this Charter. Shareholders are liable for the debts and other property obligations of the Company to the extent of the amount of capital contributed to the Company. The Company being a separate legal entity shall not be liable for the debts or any other liabilities of the Shareholders, unless otherwise expressly agreed. The Company shall operate on the principle of independent economic management in conformity with the present Charter, the Law and the Enterprise Registration Certificate.
- 3.3 The Company's registered head office: **7 Bang Lang 1 Road, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam.**  
Tel: (+84) 24 3974 9999

- 3.4 The Company may establish subsidiaries, branches, representative offices, and business locations in accordance with the laws and the Company's business activities, to pursue goals and objectives of the Company.
- 3.5 The Company has three (03) legal representatives, consisting of the Chairperson of the BOD, the CEO and the Deputy CEO/Director/Head of Department in charge of security, safety and fire prevention, in which:
- a) The Chairperson of the BOD, without prejudice to other rights and obligations under this Charter, shall have the right to represent the Company in transactions within the jurisdiction of the GMS;
  - b) The CEO has the rights and obligations of the legal representative in accordance with this Charter and relevant laws, except for the rights and obligations as legal representatives of the Chairperson of the BOD and the Deputy CEO in charge of security, safety and fire prevention;
  - c) The Deputy CEO/Director/Head of Department in charge of security, safety and fire prevention shall have the rights and obligations to represent the Company as follows:
    - Taking legal responsibility in activities and operations of the Company relating to security, safety and fire prevention of the Company and all of its branches and business locations.
    - Representing the Company in the capacity as plaintiff, defendant, and person with related interests and obligations before the arbitration or court relating to security, safety and fire prevention matters.
    - Approving, on behalf of the Company, and representing the Company in transactions related to security, safety and fire prevention whose value falls below 30% of the total assets recorded in the latest audited consolidated financial statement of the Company.

The BOD will assign specific responsibilities for each legal representative in accordance with business requirements.

- 3.6 The operational term of the Company shall be unlimited. The Company may amend its operational term in accordance with a resolution of the GMS.
- 3.7 The seal of the Company:
- a) The BOD shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices from time to time.
  - b) The CEO shall be responsible for use and manage the seals in accordance with applicable regulations of law.

**Article 4. Objectives of Activities**

4.1 The Company's business lines:

No.	Sector	Sector Code (VSIC)
1.	Real estate consultancy and brokerage and auctioning, land use right auctioning Details: Real estate consultancy and brokerage	6820 (Major)

2.	Plumbing, heat and air-conditioning installation	4322
3.	Other specialized construction activities	4390
4.	Retail sale of hardware, paints, glass and other construction installation equipment in specialized stores Details: Excluding goods which are not committed under the WTO Commitments.	4752
5.	Retail sale of carpets, rugs, wall and floor coverings in specialized stores Details: Excluding goods which are not committed under the WTO Commitments.	4753
6.	Retail sale of electrical household appliances, furniture and the like, lighting equipment and other household appliances not classified in specialized stores Details: Excluding goods which are not committed under the WTO Commitments.	4759
7.	Retail sale via mail order houses or via Internet Details: Excluding goods which are not committed under the WTO Commitments.	4791
8.	Other retail forms not classified in any other category Details: Excluding goods which are not committed under the WTO Commitments.	4799
9.	Activities auxiliary to financial service activities not classified in any other category Details: - Investment consulting activities; - Fiduciary and supervisory services on a fee and contract basis.	6619
10.	Electrical installation	4321
11.	Preschool education (for infants from the age of three years to six years) Details: Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	8512
12.	Primary education Details: Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	8521
13.	Commission agents, brokers and auction agents Details: : Commission agents' services (excluding goods which are not committed under the WTO Commitments and on the list to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute)	4610

14.	Construction of residential buildings Details: Construction of high-rise buildings	4101
15.	Construction of non-residential buildings	4102
16.	Construction of other civil engineering projects Details: Construction of civil engineering projects	4299
17.	Water collection, treatment and supply Details: Production and sale of clean water	3600
18.	Provision of food services based on contractual arrangements with the customer Details: Foods supply services	5621
19.	Architectural and engineering activities and related technical consultancy Details: Architectural services, technical consultancy services, synchronous technical consulting services (excluding services related to topographic survey, engineering geology, hydrogeology, environmental survey, technical survey for urban-rural development planning, sector development planning).	7110
20.	Building completion and finishing	4330
21.	Construction of railways	4211
22.	Construction of roads	4212
23.	Construction of electrical works	4221
24.	Construction of water supply and drainage works	4222
25.	Construction of telecommunications and communication constructions	4223
26.	Construction of other utility projects	4229
27.	Demolition	4311
28.	Site preparation	4312
29.	Preschool education (for infants from the age of three months to three years) Details: Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	8511
30.	Intermediate-level training Details: Foreign-invested vocational training institutions must apply for the certificate of vocational education registration in accordance with the Decree No. 48/2015/ND-CP of the Government dated 15 May 2015 on guidelines for Law on vocational education.	8532
31.	College-level training Details: Foreign-invested vocational training institutions must apply for the certificate of vocational education registration in accordance with the Decree	8533

	No. 48/2015/ND-CP of the Government dated 15 May 2015 on guidelines for Law on vocational education.	
32.	Lower secondary education Details: Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	8522
33.	Upper secondary education Details: Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	8523
34.	Motion picture projection activities Details: Film projection businesses must satisfy the requirements prescribed by the Law on Cinematography	5914
35.	Creative, arts and entertainment activities Details: Entertainment activities (excluding activities prohibited by the State)	9000
36.	Basic-level training Details: Foreign-invested vocational training institutions must apply for the certificate of vocational education registration in accordance with the Decree No. 48/2015/ND-CP of the Government dated 15 May 2015 on guidelines for Law on vocational education.	8531
37.	Management consultancy activities Details: Investment consultancy activities	7020
38.	Trading of own or rented property and land use rights Details: Trading of real estate (excluding activities of the business lines which are prohibited to foreign investors)	6810
39.	Cultivation service activities Details: Services related to agriculture (Excluding services relating to investigation, evaluation and exploitation for natural forest including exploitation of woods and wild, rare and precious animals hunting and trapping, aerial photographing, aerial seed planting and aerial chemicals spraying and dusting, micro-bial plant, animal genetic resource in agriculture). Access to certain geographic areas may be limited.	0161
40.	Water drainage and wastewater treatment Details: Wastewater treatment services	3700
41.	Treatment and disposal of non-hazardous waste Details: Waste treatment services (Excluding waste collection directly from the households. Only permitted to provide services at the waste collection	3821

	points designed by the local authorities at the provincial and municipal levels)	
42.	Other construction installation Details: Construction and Installation	4329
43.	Non-specialized wholesale trade Details: Exercising wholesale right of goods distribution in accordance with the law (excluding goods which are not committed under the WTO Commitments, and goods on the list, to which foreign investors and foreigninvested economic organizations do not have the right to export, import or distribute)	4690
44.	Other retail sale of new goods in specialized stores Details: Exercising goods distribution right in retail format (establishment of retail outlets) in accordance with the law (excluding goods which are not committed under the WTO Commitments and goods on the list, to which foreign investors and foreigninvested economic organizations do not have the right to export, import or distribute)	4773
45.	Short-term accommodation activities Details: Hotel lodging services	5510
46.	Beverage serving activities Details: Beverage supply services	5630

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

### CHAPTER III

#### RIGHTS AND RESPONSIBILITIES OF THE COMPANY

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

The Company shall have the following rights:

- 5.1 To manage, use capital contributed by the Shareholders and other sources in order to carry out tasks, responsibilities, and business strategy of the Company.
- 5.2 To grant credit to its Subsidiaries and other companies in the form of loans to support the capital needs for the business development strategies of the Company, including the development of real estate projects in accordance with the Law.
- 5.3 To organize the management apparatus, set up the salary regulations, and direct the performance of business units in the light of the objectives and tasks of the Company.
- 5.4 To do business in the areas that are not prohibited by the Law and expand the scope of business activities according to the ability of the Company and market demand.
- 5.5 Based on the Charter and other internal regulations of the Company, to re-structure, dissolve the Subsidiaries; develop the production business of the Company; to divide and adjust resources amongst Subsidiaries in accordance with the Law in order to ensure the business efficiency
- 5.6 To set-up branches, representative offices of the Company within the country, or overseas in accordance with the Law, open bank account(s) in Vietnam and overseas.



- 5.7 To divide, merge, invest, participate in joint-ventures or partnerships or business corporation contract, purchase shares, buy in full or in part the assets of other companies as provided for by the Law and in line with the objectives for development of the Company.
- 5.8 To search for markets and select customers; directly transact and enter into contracts with domestic and foreign customers; is permitted to undertake import activities to meet all the requirements of business operations of the Company.
- 5.9 To select, employ and use employees according to the requirements of business activities, including foreign experts if needed as so stipulated by the Law. Choose suitable method of salary payment, distribute income, and decide on the level of salary of the employees in accordance with the Law.
- 5.10 To reject and refuse all requests for provision of financial sources not stipulated by Law from any individual, company or organization, except voluntary contributions for humanitarian purposes and the public interest.
- 5.11 To decide on the purchase price, sales price of different kinds of material, equipment, products and services except the case where the price of certain products and services must be decided by the Government.
- 5.12 To use capital and funds of the Company to serve the purposes of business activities on the principle of capital preservation and profit earning.
- 5.13 To choose method of capital mobilization from domestic and international capital sources. To issue shares, bonds in compliance with the Law. Subject to the scope of business operations of the Company and in accordance with the Law, the Company may list or delist its shares on the Stock Exchanges.
- 5.14 To liquidate, transfer, replace, rent, lease, mortgage, pledge assets, guarantee, and contribute capital with the land use rights and other property rights in conformity with the Law and in the principle of capital preservation.
- 5.15 To decide on the use and distribution of the profit to Shareholders after the discharge of all obligations toward the State and allocation to funds in accordance with provisions of the Law and decisions of the GMS.
- 5.16 To apply for and enforce intellectual property rights.
- 5.17 To commence or defend itself in legal proceedings.
- 5.18 To retain lawyers, accountants, consultants, agents, advisors, architects, engineers and contractors to assist the Company.
- 5.19 To enjoy and request favorable tax regime as so prescribed by the Law.
- 5.20 To do all other lawful things and execute all other lawful agreements, documents and instruments as may be necessary or desirable for the purposes of the Company or its business.
- 5.21 Other rights as stipulated by the Law.

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

The Company's obligations include:

- 6.1 To complete business registration and do business according to the registered scope of activities; bear responsibilities before (i) its Shareholders for the business results of the



- Company, and (ii) its customers and Law for the products and services provided by the Company.
- 6.2 To establish a development strategy, investment plan, business plan suitable with the functions and duties of the Company as well as the demands of the market place.
  - 6.3 To sign and organize the implementation of various contracts executed with its partners.
  - 6.4 To perform its obligations toward the employees in accordance with the Labor Code, to pass the labor collective agreement and other regulations.
  - 6.5 To comply with the Law on protection of natural resources, environment protection, state security, fire prevention and fighting.
  - 6.6 To perform statistics and accounting regimes, prepare periodical reports as so required by the State and extraordinary reports at request of the GMS, and be responsible for the accuracy and truthfulness of such reports.
  - 6.7 To be subject to the examination of State management bodies in accordance with the Law.
  - 6.8 To comply with provisions on inspection by competent State authorities.
  - 6.9 To properly perform the regime and regulations on financial statement, accounting-statistics, auditing and other regulations as stipulated by the Law, be responsible for the accuracy and truthfulness of the financial statements of the Company.
  - 6.10 To preserve and develop the capital and funds of the Company.
  - 6.11 To satisfy the requirements regarding the receivable and payable items specified in the balance sheet of the Company.
  - 6.12 To disclose the annual financial statement, the true and objective information about the activities of the Company in accordance with resolutions of the GMS and the Law.
  - 6.13 To pay taxes, contribute to the State Budget and perform other obligations as so required by the Law.
  - 6.14 To comply with all the Articles specified in the Charter and take responsibility within the scope of the Charter Capital of the Company.

#### **CHAPTER IV**

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

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

7.1 The Charter Capital of the Company is **VND 23,288,184,100,000**.

*(In words: Twenty-three thousand two hundred and eighty-eight billion one hundred and eighty-four million one hundred thousand dong).*

The Charter Capital is divided into 2,328,818,410 shares with par value of VND 10,000 (ten thousand Vietnamese Dong), including:

- Ordinary shares: 2,328,818,410 shares
- Preference shares: 0 share

Details of the Charter Capital of the Company is specified in details at Appendix 1 attached to this Charter. The Charter Capital may be increased or decreased from time to time pursuant to the approval of the GMS in accordance with the Law. In such circumstances,

Appendix 1 shall be adjusted accordingly to reflect such increase or decrease of the Charter Capital.

- 7.2 The Charter Capital is formed by various assets contributed as cash, shares, convertible foreign currencies, gold, land use right (LUR), intellectual property rights, technologies, technical secrets, and other assets as provided by laws.
- 7.3 The number of shares of the Company authorized to be offered for sale is the total number of shares decided by the GMS to be offered for raising capital from time to time and as recorded in relevant resolutions of the GMS. The BOD shall decide the timing, method and offering price. The offering price of the Shares must not be lower than the market price at the time of offer or the latest book value of Shares, except for the following cases:
- a) Where the Shares are offered to all Shareholders pro rata to their shareholding proportion in the Company;
  - b) Where the Shares are offered to the brokers or underwriters/securities companies. In this circumstance, the specific discount amount or the discount rate must be approved by GMS;
  - c) Where the Shares are issued to the employees under the Employee Stock Ownership Plan (ESOP) as approved by the GMS; or
  - d) Other cases as in accordance with the Resolutions of the GMS.
- 7.4 Unless otherwise decided by the GMS, any new ordinary shares proposed to be issued shall first be offered to existing Shareholders in proportion to the number of the ordinary shares held by them respectively at the time being. The offer of such new ordinary shares to existing Shareholders shall be made in accordance with the laws on securities. Shareholders shall be entitled to transfer their preferential subscription right to other persons. The BOD may make decision on shares which have not been registered for subscription. The BOD may offer or allocate the call options to parties, on such terms and in such manner as they think fit, provided that such shares shall not be disposed of on terms which are more favorable to the subscriber than the terms on which they were first offered to the existing Shareholders, unless otherwise approved by the GMS.
- 7.5 The Company may redeem its issued Shares in any manner regulated in this Charter and prevailing laws.
- 7.6 The Company may issue other securities in accordance with the applicable laws.
- 7.7 Under no circumstances shall the Charter Capital be used to pay dividends to Shareholders. In case of the early dissolution of the Company, the relevant provisions of the Law shall be apply
- 7.8 Apart from ordinary shares, from time to time, upon the approval of the GMS, the Company may issues preference shares as prescribed by law. Preference shares can be converted into ordinary shares in accordance with the resolutions of the GMS. Ordinary shares cannot be converted into preferred shares.

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

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



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

#### **Article 9. Founding Shareholders**

As being converted from a limited liability company into a joint stock company, there are no founding shareholders in the Company.

## **Article 10. Ordinary Shareholders**

10.1 The owners of ordinary shares shall be called Ordinary Shareholders.

10.2 The Ordinary Shareholders shall have the following rights:

- a) To attend and express opinions at the GMS and to exercise the right to vote directly or through an Authorized Representative. Each ordinary share shall carry one vote;
- b) To receive dividends at the rate decided by the GMS;
- c) To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each shareholder holds in the Company;
- d) To freely transfer their Shares to other persons as stipulated in this Charter and the Law;
- e) To sight, look up and make an extract of information about names and addresses in the list of Shareholders having the voting rights and to request amendment of incorrect information;
- f) To sight, look up and make an extract of Charter, meeting minutes and GMS' resolutions;
- g) In the case of dissolution of the Company, receive part of the remaining assets in proportion to their holdings in the Company;
- h) To demand the Company to redeem their Shares in the circumstances set out in Article 132 of the Law on Enterprises;
- i) To receive equal treatment;
- j) To access to periodic and extraordinary information disclosed by the Company as prescribed by law;
- k) To have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the BOD in accordance with the Law on Enterprises;
- l) Other rights prescribed by the Charter and the Law on Enterprises.

10.3 A Shareholder or a group of Shareholders owning 5% or more of the ordinary shares shall have the following rights:

- a) To request the BOD to convene the GMS in accordance with Article 115.3 and Article 140 of the Law on Enterprises;
- b) To sight, look up and make an extract of the minutes, resolutions and decisions of the BOD, semi-annual and annual financial statements, reports of the SVB, contracts and transactions subject to approval by the BOD and other documents, except documents relevant to the Company's trade secrets;
- c) To request the SVB to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of Shareholders that are individuals; or names, enterprise/organization ID numbers and headquarters addresses of Shareholders that are organizations; quantity of shares and share subscription time of each Shareholder, total shares of the group of Shareholders and their holdings; the issues that need to be inspected and purposes of the inspection;

- d) To propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 05 working days before the date of opening. The proposal shall specify the Shareholder's name, quantity of each type of shares being held by the Shareholder and the proposed issues;
- e) Other rights prescribed by the Charter and the Law on Enterprises.

10.4 A Shareholder or a group of Shareholders owning 10% or more of the ordinary shares is entitled to nominate candidates to the BOD and the SVB.

Candidates shall be nominated as follows:

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

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

- a) To make payment in full and on time for the subscribed Shares;
- b) Not to withdraw the capital contributed by ordinary shares from the Company in any form, unless these shares are repurchased by the Company or other persons. Where a Shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such Shareholder and individual having related benefits in the Company must be jointly liable for debts and other property obligations of the Company within the value of shares withdrawn and damage caused.
- c) To comply with the Charter and other regulations on internal governance of the Company;
- d) To execute decisions, resolutions of the GMS, the BOD;
- e) To safeguard information provided by the Company in accordance with the Charter and the applicable laws; only use the provided information to exercise and protect their lawful rights and interests; shall not copy, provide, or circulate the information provided by the Company to any other organizations and individuals.
- f) To participate in the GMS and exercise the right to vote in the following manners:
  - (i) To attend and vote in person at the meeting;
  - (ii) To authorize other organizations and individuals to attend and vote at the meeting;
  - (iii) To participate and vote at online meeting; cast electronic votes or in other electronic forms;
  - (iv) To send voting ballots by mail, fax or email;
  - (v) To send voting ballots using other means to the person in charge of corporate governance of the Company.



- g) Take personal responsibility when taking any of the following acts in the name of the Company:
  - (i) To commit any violations of law;
  - (ii) To carry out any business activity and other transaction for personal gain or serving the interests of other organizations and individuals;
  - (iii) To pay undue debts when the Company might be facing financial risks.
- h) To fulfill other obligations as provided by applicable law.

**Article 11. Change of rights**

- 11.1 Any changes or cancellation of the special rights attached to a preferred share shall only be effective if approved by Shareholders holding at least 65% of the ordinary shares attending the meeting. A resolution of the GMS on any item which results in an adverse change of rights and obligations of a preference shareholder is only passed if it is agreed by the number of attending preference shareholders of the same type owning 75% or more of the total number of preference shares of such type or if it is agreed by the preference shareholders of the same type owning 75% or more of the total number of preference shares of such type if such resolution is passed by way of collection of written opinions.
- 11.2 The organization of any meeting of Shareholders holding the same kind of preferred shares to approve any change of rights attached to such type of preferred shares is only valid when it is attended by Shareholders (or their Authorized Representatives) own shares that represent at least one-third of the total value of the issued shares of that type. If the meeting convened in accordance with this clause does not have sufficient attending Shareholders as stipulated, it shall be convened for a second time within the next thirty (30) days. In this case, the meeting shall be conducted if having Shareholders owning such type of preferred shares (not depending on the number of Shareholders and number of shares) attend or authorize other to attend. In such meeting, Shareholders or their authorized representatives can request to use secret ballot to vote. Each share in the same kind shall have equal voting right at the meetings as aforementioned.
- 11.3 The procedures for organizing such separate GMS are similar to procedures for organizing other meetings of GMS as provided in this Charter.
- 11.4 Unless the terms of share issuance are otherwise regulated, the special rights attached to the preferred shares related to some or all matters of profit or asset distribution of the Company will not be changed when the Company issues additional shares of that class.

**Article 12. Shares and Shareholders Register**

- 12.1 A share certificate is a certificate issued by the Company, book entries or electronic data that certifies the ownership of one or more shares of the Company. A share certificate shall contain all contents provided in Article 121.1 of the Law on Enterprises.
- 12.2 The Company issues share certificates for its Shareholders in accordance with the corresponding quantity and type of shares.
- 12.3 If some of registered Shares comprised in a share certificate are transferred, the certificate shall be immediately cancelled and replaced by a new certificate showing the new balance of shares.
- 12.4 Errors in the content and form of a share certificate issued by the Company shall not affect the rights and interests of its owner. The Company's legal representative shall be responsible for any damage caused by such errors to the Company.

- 12.5 Where a share certificate is lost, torn, or otherwise destroyed in another form, the Shareholder shall be reissued with a share certificate at the request of such Shareholder
- a) Information about the lost or damaged certificate;
  - b) The commitment to take responsibility for disputes caused by its reissuance.
- 12.6 All forms of share certificate, bonds or other securities of the Company (other than letters of offer, temporary certificates and other similar documents), unless the terms and conditions for the time being relating thereto otherwise provide, shall be issued with a seal and signature of the legal representative of the Company.
- 12.7 With respect to the preferred shares, in addition to the above-mentioned regulations, the certificate must specify class of preference of such shares and/or other contents as provided in Articles 116, 117, and 118 of the Law on Enterprises.
- 12.8 The Shareholder Register of the Company or the list of Shareholders is registered with and archived at Vietnam Securities Depository (VSD).
- 12.9 In case of having any change to the content of the Shareholder Register relating to any Shareholder, such Shareholder shall be responsible to notify the Company and/or the securities company to which the Shareholder deposits his/its shares so that the Company and/or the securities company may revise information of the Shareholder in the Shareholder Register or the list of Shareholders.

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

## **CHAPTER V**

### **TRANSFER AND REDEMPTION OF SHARES**

#### **Article 13. Transfer of shares**

- 13.1 Except as specified in Article 13.7 of this Charter or as otherwise stipulated by Law, all shares shall be freely transferred
- 13.2 The transfer of shares shall become effective upon the record of the said transfer in the Shareholder Register/list of Shareholders or on the date of a book entries on the custody account for securities at VSD. Only Shareholders named in the Shareholder Register/list of Shareholders are recognized as legal Shareholders of the Company.
- 13.3 Any shares listed on a Stock Exchange shall be transferred in compliance with the applicable laws and the regulations of the Stock Exchange on which the relevant Shares are listed.
- 13.4 The BOD shall have the power to refuse registration of any Shares which has not been fully paid.
- 13.5 In case of the death of a Shareholder that is an individual, his/her heir at law or designated by a will shall become a Shareholder of the Company. If a Shareholder that is an individual dies without an heir or the heir refuses the inheritance or is disinherited, his/her shares shall be settled in accordance with civil laws.



- 13.6 When a Shareholder being a legal entity or an organization, is dissolved, bankrupted, merged, divided, changed into another form of legal entity, all the rights and responsibilities in relation to the shares of this Shareholder shall be settled in accordance with the Law.
- 13.7 A share that not fully paid may not be transferred and be entitled to relevant rights such as right to receive dividends, receive newly issued shares to increase the share capital from owner's equity, to purchase newly issued shares.

**Article 14. Redemption of shares at the request of Shareholders**

- 14.1 A Shareholder voting against decisions on reorganization of the Company or on the changes in the rights and obligations of Shareholders stipulated in this Charter are entitled to demand the Company to redeem its Shares. Such demand must be made in writing and specify the name, address of that Shareholder, number of share of each type, the intended selling price, and reasons for such demanding redemption. The request must be sent to the Company within ten (10) days from the date on which the GMS approved the resolution on the matters specified in this Clause.
- 14.2 The Company will redeem shares at the request of Shareholders in accordance with Clause 14.1 of this Article within ninety (90) days from the date of receipt of the request, unless the Company is not allowed to redeem shares in accordance with the law of securities. Shares will be redeemed at the market value at that point in time, or if the market price cannot be determined, the purchase price will be determined at least equal to the purchase price of the shares.
- 14.3 Where there is disagreement relating to the price, parties may consult with a specialized auditor or an appropriate entity for the price valuation in accordance with the Laws on valuation of prices. The redemption price shall be determined based on the latest approved and audited financial statements of the Company. Within five (5) days from the date of notice of the appraisal expert, if the related Shareholder does not oppose the price suggested by the appraisal expert, the price will be deemed to be accepted. In case of objection, such Shareholder shall send a written objection to the Company. Notwithstanding the receipt of such an objection, the Company is still entitled to make payment at the determined price and terminate all the rights and responsibilities of such Shareholder with respect to the Company. Within ten (10) days from the date of receipt of the objection, if both parties fail to reach an agreement, the Shareholder may refer the matter to the Vietnam International Arbitration Centre pursuant to Article 52 of the Charter.

**Article 15. Redemption of shares at request of the Company**

The Company may redeem no more than 30% of the total number of ordinary shares, or part or all of the dividend preference shares sold. The redemptions of shares at request of the Company shall be carried out in accordance with the Law on Securities, Law on Enterprises, and its implementing regulations.

**Article 16. Conditions of payment and dealing with redeemed shares**

- 16.1 The Company may make the payment to the Shareholders for shares redeemed in accordance with Articles 14 and 15 hereof only if it is still able to fully pay its debts and other liabilities after the shares are fully paid for.
- 16.2 All shares redeemed in accordance with Articles 14 and 15 hereof shall be deemed as unsold shares according to Article 112.4 of the Law on Enterprises. Within 10 days from

payments for redeemed shares are paid in full, the Company shall register the decrease of the Charter Capital, which is equal to the total face value of redeemed shares.

- 16.3 The share certificates of the redeemed shares shall be cancelled immediately after the shares are fully paid for. The Chairperson of the BOD and the CEO shall be jointly responsible for any damage caused by the failure to or delay in cancelling the share certificates.
- 16.4 After all redeemed shares are fully paid for, if the total assets in the Company's accounting books is reduced by more than 10%, the Company must inform all the creditors of such reduction within fifteen (15) days from the date on which the redeemed shares are fully paid for.

## **CHAPTER VI**

### **STRUCTURE OF ORGANISATION, MANAGEMENT AND CONTROL**

#### **Article 17. Organizational structure, administration and control**

Organizational structure, administration and control of the Company include:

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

## **CHAPTER VII**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **Article 18. Rights and obligations of the GMS**

- 18.1 The GMS has following rights and obligations:
  - a) To pass the development direction of the Company;
  - b) To make decisions on the types of shares and total number of shares of each class entitled to be offer for sale; to make decisions on the rate of annual dividend for each type of shares;
  - c) To make decisions on the number of members of the BOD and members of SVB; to elect, dismiss or discharge members of the BOD and members of the SVB;

- d) To make investment decisions or decisions on sale of assets valued at 50% or more of the total value of assets recorded in the most recent financial statement of the Company;
- e) To make decisions on amendments of and supplements to the Charter;
- f) To approve annual financial statements;
- g) To make decisions on redemption of more than 10% of the total number of shares of each class already sold;
- h) To consider and deal with breaches by BOD's members, SVB members which cause damage to the Company and its Shareholders;
- i) To make decisions on re-organization and dissolution of the Company;
- j) To make decision on the budget or total remunerations, bonuses and other benefits of the BOD and the SVB;
- k) To approve internal regulations on governance of the Company, regulations on operation of the BOD and the SVB;
- l) To approve the list of accredited auditing companies; to allow the accredited auditing company to inspect the Company's operation; dismiss accredited auditing company where necessary;
- m) To approve contracts, transactions as provided in Article 38.3 and Article 38.4 of this Charter;
- n) Other rights and obligations stipulated in the Law and the Charter.

18.2 The regular meeting of the GMS shall discuss and approve the following issues:

- a) The Company's annual business plan;
- b) The annual financial statements;
- c) The report of the BOD on governance and performance of the BOD and each BOD's member;
- d) The report of the SVB on the Company's business performance, performance of the BOD, the Chief Executive Officer;
- e) The self-assessment report on performance of the SVB and its members;
- f) Amount of dividend payable on each type of share;
- g) Other matters within its authority and in accordance with Law and this Charter.

18.3 All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

#### **Article 19. General Meeting of Shareholders**

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

The BOD shall convene the annual GMS and choose a suitable location. The AGM shall decide matters prescribed by the Law and the Charter. Members of the BOD and SVB must attend AGM and respond to questions of Shareholders during the meeting, except for force

majeure cases provided that such members shall provide the BOD and SVB with a written report. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representative of the accredited auditing company that audited the Company's financial statements to participate in the AGM. The invited representative of the audit organization has the responsibility to participate in the AGM.

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

19.2 The BOD must convene an extraordinary meeting of the GMS in the following cases;

- a) The BOD considers it necessary to do so in the interests of the Company;
- b) The number of the remaining members of the BOD, SVB is less than the number of members required by Law;
- c) Upon request by a Shareholder or a group of Shareholders as stipulated in Article 10.3 of the Charter; the request shall be made in writing and specifies reasons for and the objectives of the meeting, and shall be dully signed by all relevant Shareholders. The request may have certain counterparts provided that they collect signatures of all relevant Shareholders;
- d) Upon demand by the SVB;
- e) In other cases stipulated by the Law and the Charter.

19.3 Convening the extraordinary GMS:

- a) The BOD shall convene the GMS within 30 days as from the date on which the number of remaining members of the BOD, the remaining independent members of the BOD, or the remaining members of the SVB is less than the number required by the Law or from the date of receipt of the request stipulated in Article 19.2 (c)(d) of this Charter.
- b) Where the BOD fails to convene a GMS as stipulated in Article 19.3(a) of this Charter, then within the following thirty (30) days the SVB shall replace the BOD in convening the GMS in accordance with Article 140.3 of the Law on Enterprises.
- c) If the SVB fails to convene a meeting as stipulated in Article 19.3(b) above, the Shareholder or group of Shareholders stipulated in Article 19.2(c) of this Charter shall have the right to demand the Company's representative in convening the GMS in accordance with the Law on Enterprises.

In this case, the Shareholder or group of Shareholders convening the GMS may request the business registration office to supervise the convening and conduct of the meeting, as wekk as the decision making process of the GMS.

19.4 The expenses for convening and conducting a meeting of the GMS shall be reimbursed by the Company. The reimbursed amount does not cover expenses Shareholders spent to attend the meeting, including meals, accommodation, and traveling expenses.

## **Article 20. Authorizing participation in GMS**

20.1 Shareholders being individuals or Authorized Representatives of Shareholders which are organizations, may attend the GMS in person or through one of means provided in Article

144.3 of the Law on Enterprises, or authorize another person / organization in writing to do so.

- 20.2 The authorization for a representative to attend the GMS as provided in Article 20.1 of the Charter must be made in writing on the form stipulated by the Company or civil laws. The authorization shall (i) specify the name of the authorizing Shareholder, name of the authorized individual or organization, the number of authorized shares, authorization content, scope of authorization, duration of authorization, signature of authorizing party and authorized party
- 20.3 The written authorization shall be either submitted by the authorized participant when registering their attendance at the GMS or sent by the Shareholder to the Company or to the location specified in the written invitation at least 48 hours before the opening of the GMS. If the authorized person authorizes another person to participate the GMS, the meeting participant shall also submit the original written authorization issued by the shareholder or by Authorized Representative of the Shareholder that is an organization (if it is yet to be registered with the Company).
- 20.4 Votes casted the authorized participants within authorization scope shall be effective unless:
- a) The principal passed away, or his capacity for civil acts is lost or is restricted;
  - b) The principal terminates the authorization;
  - c) The authorizing person has cancelled the authority of the authorized participant.

This provision does not apply if the Company receives a notification of any of the aforementioned events before the time of opening of the GMS or before the GMS is reconvened.

#### **Article 21. Convening, agenda and invitations to the GMS**

- 21.1 The convener of the GMS shall carry out the following tasks:
- a) To prepare a list of shareholders entitled to attend the meeting and to vote. This list shall be produced at least 10 days before the day on which the invitation to the GMS is sent. The Company shall announce the formation of this list at least 20 days before the deadline for registration;
  - b) To fix the time and location of the meeting;
  - c) To prepare the program and contents of the meeting;
  - d) To prepare documents for the meeting;
  - e) To draft resolutions in accordance with the draft program, list and details of each candidates in case of electing members of the BOD, SVB;
  - f) To notify and send written invitation to all Shareholders entitled to attend the meeting;
  - g) To perform other tasks serving the general meeting.
- 21.2 The invitations to attend the GMS shall be sent to mailing addresses of all Shareholders by express mail and published on the websites of the Company, State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered. The convener shall send invitations to all Shareholders on the list of Shareholders eligible to attend the GMS at least 21 days before the opening day of the GMS. The agenda of the GMS and

documents relevant to the matters to be voted on at the GMS shall be sent to the Shareholders and/or published on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for the following documents:

- a) The meeting agenda and documents to be used during the meeting;
  - b) List and details of candidates in case of election of members of the Board of Directors and members of the Supervisory Board;
  - c) Voting ballot;
  - d) Draft resolution on each matter mentioned in the meeting agenda.
- 21.3 A Shareholder or group of Shareholders mentioned in Article 10.3 of this Charter may recommend items to be included in the agenda of the GMS. The recommendation must be made in writing and be sent to the Company no later than five (05) working days prior to the date of opening. The recommendation must specify the name of Shareholder(s), the number of shares of each class of Shareholder, and the items recommended to be included in the agenda.
- 21.4 The convener of the GMS may only refuse the recommendation stipulated in Article 21.3 of this Charter in any of the following cases:
- a) The recommendation is not sent in accordance with Article 21.3 above;
  - b) At the time of making recommendations, the Shareholder or group of Shareholders does not own 5% or more of the total number of the ordinary shares as provided in Article 10.3 of this Charter;
  - c) The item recommended does not fall within the decision-making authority of the GMS;
  - d) Other cases stipulated by the Law and this Charter.
- 21.5 The convener of the GMS must accept and include the recommendations stipulated in Article 21.3 above into the draft program and agenda for the meeting, except in the cases stipulated in Article 21.4 above; the recommendation shall be officially added to the program and agenda for the meeting if it is approved by the GMS.

## **Article 22. Conditions and procedures for opening the GMS**

- 22.1 The GMS shall be conducted where the number of attending Shareholders represents at least 50% of the voting shares of the Company.
- 22.2 Where the first meeting cannot take place because the condition stipulated in Article 22.1 is not satisfied, the meeting may be convened for a second time within thirty (30) days of the intended opening of the first meeting. The GMS which is convened for a second time shall be conducted where the number of attending shareholders represents at least 33% of the voting shares.
- 22.3 Where a meeting convened for a second time cannot take place because the condition stipulated in Article 22.2 is not satisfied, invitation to the third meeting must be sent within twenty (20) days from the date of the intended opening of the second meeting. In this case, the GMS shall be convened irrespective of the number of voting rights of shareholders attending the meeting.

- 22.4 Procedure for conducting the GMS: Prior to the opening of a meeting, the Company shall carry out and maintain procedures for registration for attendance until Shareholders with the right to attend the meeting completes the registration in following order:
- a) Where a Shareholder is registered, the Company shall grant each Shareholder, Authorized Representative a voting card which states the Shareholder's code, full name of the Shareholder, and the number of votes of such Shareholder. The voting card may be encoded to support the vote counting by using the computer software. The GMS shall discuss and vote on each issue in the agenda for the meeting. Voting shall be conducted by collecting votes which 'agree', 'disagree', and 'abstain'. The results of the vote counting shall be announced immediately prior to the closing of the meeting.
  - b) Shareholders, Authorized Representatives or authorized participants who arrives after the opening of the meeting have the right to register to attend the meeting, and then have the right to participate and vote. The Chairperson shall not delay the meeting so that late attendees may register; in such a case, the effectiveness of any voting which has already been conducted shall not be affected.
- 22.5 The election of the Chairperson, secretary and vote counting committee of the General Meeting of Shareholders shall be regulated as follows:
- a) The Chairperson of the BOD shall act or authorize another member of the BOD to act as the Chairperson of the GMS convened by the BOD. In a case where the Chairperson is absent or is temporarily incapable of working, the remaining members of the BOD shall elect one person among themselves (by a majority vote) to chair the meeting. In a case a Chairperson is not elected, the head of the SVB shall arrange for the GMS to elect the Chairperson of the meeting from amongst the people attending the meeting and the person with the highest number of votes shall act as Chairperson of the meeting;
  - b) In other cases, the person who signed the document convening the GMS shall arrange for the GMS to elect a Chairperson of the meeting and the person with the highest number of votes shall act as Chairperson of the meeting.
  - c) The Chairperson shall elect one or more people to act as secretary of the GMS.
  - d) The GMS shall elect a vote counting committee to be comprised of one or more people in accordance with the proposal of the Chairperson of the meeting.
- 22.6 The agenda and contents of the meeting must be approved by the GMS in the opening session. The agenda must specify in detail the time applicable to each issue in the contents of the agenda for the meeting.
- 22.7 The Chairperson of the GMS shall have the right to take the necessary measures to direct the conduct of the meeting in an appropriate and orderly manner, correctly in accordance with the agenda as approved and so that it reflects the wishes of the majority of attendees, including:
- a) To arrange suitable seating for all attendees in meeting locations;
  - b) To conduct necessary security measure to ensure safety for attendees;
  - c) To facilitate Shareholders to participate (or continue participating) the GMS. The convener has the right to change, adjust any of the above measure, as well as apply any necessary measure.

- 22.8 The convener or the Chairperson of the GMS shall have the following rights:
- a) To require all people attending the meeting to be checked or subject to other legal and necessary security measures;
  - b) To request a competent body to maintain order during the meeting; to expel from the GMS anyone who fails to comply with the Chairperson's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting or who fails to comply with a request to undergo a security check.
- 22.9 The Chairperson shall have the right to adjourn the GMS for which sufficient attendees have registered. The maximum time for any adjournment of a meeting shall be three days as from the date of the proposed opening of the meeting. The Chairperson can only change the time and location of the meeting in following cases:
- a) The location for the meeting does not have sufficient seating for all the attendees;
  - b) The media at the meeting location is of sufficient quality for Shareholder to attend the meeting, discuss and vote;
  - c) There is an attendee who obstructs the meeting or disrupts order, and there is a risk that the meeting might not be conducted fairly and legally.
- In case the Chairperson postpones or suspends the GMS in contravention of this Clause, the GMS shall elect another person from among the attendees to replace the Chairperson to preside the meeting until the end. In this case, all Resolutions passed at that meeting are effective for implementation
- 22.10 A GMS make take place in a form of in-person or online meetings provided that all Shareholders at different locations are able:
- a) To see and listen to the Chairperson and other attendees' opinions;
  - b) To directly communicate or use telephone or other technology means to communicate with the Chairperson and other Shareholders.
- 22.11 The participation and voting of the Shareholders shall be considered as attendance at the meeting and voting using measures provided in Article 10.5 (f) of this Charter.

**Article 23. Conditions for resolutions of the GMS to be approved**

- 23.1 The GMS shall approve resolutions which fall within its power by way of voting in the meeting or collecting written opinions.
- 23.2 Resolutions on the following issues shall be passed if they receive at least 65% affirmative votes from all attending and voting shareholders, except for the cases specified in Article 23.3, Article 23.6(g) and Article 11.1 of the Charter:
- a) Types of shares and the total number of shares in each type;
  - b) Change of business lines;
  - c) Changes of the Company's organizational structure;
  - d) Decisions on investments or the sale of assets valued at equal to or more than 50% of the total assets recorded in the most recent financial statements of the Company;
  - e) Reorganization or dissolution of the Company;
  - f) Other circumstances as provided in the Charter.



- 23.3 Pursuant to Article 26.6 and Article 34.5 of the Charter, a resolution on the election of the member of BOD or the member of the SVB by the method of cumulative voting shall comply with Article 148.3 of the Law on Enterprises.
- 23.4 Except for matters specified in Article 23.2, Article 23.3, Article 23.6(g), and Article 11.1 of this Charter, a resolution for other matters shall be passed if it is proved by a number of shareholders representing at least 50% of the total voting shares of all attending and voting shareholders.
- 23.5 Resolutions passed by the GMS with the number of shareholders directly or by authorized persons participating which represents 100% of the total number voting shares shall be legal and effective even when the order and procedures for convening and passing such resolutions violate the Law on Enterprises and the Company Charter.
- 23.6 Procedures for collection of written opinions of Shareholders: The Chairperson of the BOD shall have the right to collect written opinions if it is deemed necessary for the interests of the Company and Shareholders. The solicitation of written opinions of Shareholders shall be carried out as follows:
- a) The BOD shall prepare and send ballot forms, a draft of the resolution of the GMS and other documents explaining the draft resolution to the shareholders with voting rights at least 10 days before the deadline for submission of the written opinion form. The preparation of the list of Shareholders, the delivery of the ballot form and other relating documents to the Shareholders shall be carried out in accordance with Article 21.2(a), Article 21.2 of this Charter. The ballot form shall specify address where documents are published, and method for which the completed ballot can be returned to the Company.
  - b) The ballot form must contain the following basic particulars: The enterprise's name, headquarters address, identification number;
    - (i) Name, head office address, business code of the Company;
    - (ii) Full name, mailing address, nationality, number of lawful personal identification in respect of a Shareholder being an individual; name, enterprise/organization ID number and headquarters address of the Shareholder being an organization; or full name, mailing address, nationality, number of lawful personal identification of the Authorized Representative of the Shareholder being an organization; quantity of shares of each type and the number of votes of the Shareholder;
    - (iii) Matters to be included in the ballot form in order to pass a resolution;
    - (iv) Voting options comprising "agree", "disagree" and "abstain" for each matter for which the opinion is collected;
    - (v) Deadline for which the completed ballot form must be returned to the Company;
    - (vi) Full name and signature of the Chairperson of the BOD.
  - c) The Chairperson of the BOD shall direct the counting of the votes and the preparation of minutes of vote-counting in the presence of the SVB or of a Shareholder who does not hold a management position in the Company.
  - d) The minutes of vote-counting shall contain the following:
    - (i) Name, head office address, business code of the Company;

- (ii) Purpose of solicitation of written opinions and issues on which it is necessary to obtain written opinions in order to pass a resolution
- (iii) Number of Shareholders with total numbers of votes who have participated in the vote, classifying the votes into valid and invalid, the method to return the written opinions, and including an appendix being a list of the shareholders who participated in the vote;
- (iv) Total number of votes for, against and abstentions on each matter voted upon;
- (v) Resolutions which have been passed and their corresponding voting rates.
- (vi) Full name and signature of the Chairperson of the BOD, of the person who counted the votes, and of the person who supervised the counting of votes.

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

- e) The minutes of vote counting results and resolutions of the General Meeting of Shareholders must be posted to the Company's website within 24 hours after vote counting is completed;
- f) The returned ballots, the minutes of vote-counting, the approved resolution and related documents attached to the ballots must be archived at the head office of the Company;
- g) A resolution shall have passed by collecting written opinions if it is approved by a number of shareholders representing at least 50% of the total voting shares. A resolution which is passed by the form of collecting written opinions of Shareholders shall have the same validity as a resolution passed by the GMS.

#### **Article 24. Minutes of meetings of the GMS**

24.1 The GMS shall be recorded in the minutes and may also be recorded or archived in other electronic forms. Minutes must be prepared in Vietnamese and may also be in a foreign language, and must contain the following:

- a) Name, head office address, business code of the Company;
- b) Time and location of the GMS;
- c) Agenda, and contents of the meeting;
- d) Summary of developments of the meeting and of opinions stated in the GMS on each matter set out in the contents of the meeting agenda;
- e) Number of Shareholders and total number of votes of attending Shareholders, appendix listing registered Shareholders and representatives of Shareholders attending the meeting with their total number of shares and the corresponding total number of votes;
- f) Total number of votes for each matter voted on, specifying the voting method, the number of votes, for, against, and abstentions; and the corresponding percentage on the total number of votes of Shareholders attending the meeting;
- g) The matters ratified and the respective percentage of affirmative votes

- h) Full names and signatures of the Chairperson and secretary. Where the Chairperson or secretary refuses to sign the minutes, the minutes shall become effective if it contains all contents listed above and is duly signed by all shareholders attending the meeting. The minutes of the meeting shall clearly state the refusal to sign the minutes of the meeting by the Chairperson or secretary.
- 24.2 The minutes of the GMS must be completed and approved prior to the closing of the meeting. The Chairperson and secretary of the meeting or another person whose signature is on the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
- 24.3 Minutes which are prepared in Vietnamese and minutes which are prepared in a foreign language shall be of equal legal validity. In a case of having any difference between the Vietnamese and foreign language version, the Vietnamese version shall prevail.
- 24.4 Resolutions, minutes of the GMS, the appendix listing the Shareholders registered to attend the meeting, authorization documents, documents attached to the minutes (if any), other relevant documents attached to the invitation to the meeting must be disclosed in accordance with the law on information disclosure on the stock market, and be archived at the head office of the Company.

**Article 25. Request for cancellation of a resolution of the GMS**

- 25.1 Within 90 days from the date the resolution or minutes of the GMS or minutes of the results of counting of votes being written opinions are posted on the Company's website, a Shareholder or group of Shareholders specified in Article 10.3 of the Charter is entitled to request the court or an arbitrator to consider and cancel a resolution or a part of the resolution in the following cases:
  - a) The order and procedures for convening the GMS and passing the resolution breach the Law on Enterprises and the Charter, except for circumstances specified in Article 23.4 of the Charter;
  - b) The content of the resolution breaches the Law or the Charter.
- 25.2 If any of circumstances specified in Article 25.1 above occurs, the validity of the relevant resolutions shall remain until the court or arbitration decides otherwise, except for the circumstance where a competent authority decides to apply temporary emergency measures.

**CHAPTER VIII  
BOARD OF DIRECTORS**

**Article 26. Nomination/self-nomination of candidate to the BOD, members of the BOD**

- 26.1 After candidates to BOD are identified, the Company shall publish information about these candidates at least 10 days before the opening day of the GMS on the Company's website for the Shareholders to study their profiles before voting. Each candidate shall undertake in writing that (i) his/her published information is correct, and (ii) if being elected, he/she will exercise the delegated duties honestly, prudently, and for the best interests of the Company. Candidate's information published on the website shall include:
  - a) Full name, date of birth;
  - b) Qualifications;
  - c) Working experience;

- d) Other managerial positions (including positions in the board of directors of other companies);
- e) Interests relevant to the Company and the Company's related parties;
- f) Other information (if any) specified in the Charter;

The Company shall publish information about the companies in which the candidates are serving as a member of the board of directors, and other Managerial positions and their interests in these companies (if any).

- 26.2 A Shareholder or group of Shareholders owning 10% or more of total ordinary shares has the right to nominate candidates for the BOD in accordance with the Law on Enterprises and the Charter.
- 26.3 In case the number of candidates is less than the minimum number specified in Article 115.5 of the Law on Enterprises, the incumbent BOD shall nominate additional candidates or organize the nomination in accordance with the Company's internal regulations on corporate governance. This additional nomination must be announced before the voting to elect members of the BOD as prescribed by the Laws.
- 26.4 Members of the BOD shall satisfy the criteria and conditions provided in Article 155.1 and Article 155.2 of the Law on Enterprises. Members of the BOD need not to be a Shareholder of the Company.
- 26.5 The BOD shall have three to eleven members. The term of office of members of the BOD shall not exceed five years and members may be re-elected for an unlimited number of terms. One individual shall only be elected as an independent member of the BOD for no more than two consecutive terms of office. If the term of office of all members of the BOD expires at the same time, such members shall continue to be members of the BOD until new members are elected as replacements and take over the work.

Total number of independent numbers shall meet the following conditions:

- a) If the BOD has three to five members, it shall include at least one independent members;
  - b) If the BOD has six to eight members, it shall include at least two independent members;
  - c) If the BOD has nine to eleven members, it shall include at least three independent members.
- 26.6 The voting to elect members of the BOD may be implemented by the method of normal voting or cumulative voting in accordance with the Election Regulation passed by the GMS.
  - 26.7 A member of the BOD shall be discharged, dismissed, or replaced by the GMS and his/her status as a member of the BOD shall end in the following cases:
    - a) Failure to satisfy the criteria and conditions stipulated in Article 155 of the Law on Enterprises;
    - b) Upon written notice of resignation which is approved;
    - c) Failure to participate in activities of the BOD for six consecutive months, except for cases of force majeure;
    - d) Other cases as stipulated in the GMS's resolution.



26.8 The change of the BOD's members shall be disclosed in accordance regulations on information disclosure on the stock market.

#### **Article 27. Rights and obligations of the BOD**

27.1 The BOD is the body managing the Company and has full authority to make decisions in the name of the Company and to exercise the rights and perform the obligations of the Company, except for those within the authority of the GMS.

27.2 Rights and obligations of the BOD are stipulated by the Laws, the Charter, and the BOD's resolutions. The BOD has the following rights and obligations:

- a) To make decisions on medium term developmental strategies and plans, and on annual business plans of the Company;
- b) To recommend the types of shares and total number of shares of each class which may be offered;
- c) To make decisions on selling unsold shares within the number of shares of each type which may be offered for sale; to make decisions on raising additional funds in other forms;
- d) To make decisions on the selling price of shares and bonds of the Company;
- e) To make decisions on redemption of shares in accordance with the provisions in Article 133.1 and Article 133.2 of the Law on Enterprises.
- f) To make decisions on investment plans and the sale of assets valued from 10% to less than 50% of the total assets recorded in the most recent financial statement of the Company.
- g) To approve contracts for purchase, sale, borrowing, lending, mortgage, pledge, guarantee, collateral transaction, compensations, and other contracts and transactions valued at 35% or more of the total assets recorded in the most recent financial statements of the Company, except for contracts and transactions within the decision making authority of the GMS.
- h) To approve contracts, transaction listed in Article 38.3 and Article 38.5 of the Charter.
- i) To make decisions on solutions for market expansion, marketing and technology.
- j) To elect, dismiss or discharge the Chairperson of the BOD; to appoint, discharge, and sign contracts or terminate contracts with the CEO, Deputy CEO, and the chief accountant, CFO of the Company; to make decisions on salaries, remuneration, bonuses and other benefits of such managers.
- k) To appoint authorized representatives to participate boards of partners or boards of directors of other companies, and to make decisions on the level of remuneration and other benefits of such persons.
- l) To supervise and direct the CEO and other Managers in their work of conducting the day-to-day business of the Company.
- m) To make decisions on the organizational structure and the regulations on internal governance of the Company, to make decisions on the establishment of subsidiary companies, branches and representative offices and the capital contribution to or purchase of shares of other enterprises.

- n) To approve the agenda and contents of documents for the meetings of the GMS; to convene meetings of the GMS.
- o) To submit annual audited financial statements to the GMS.
- p) To propose the rates of dividend payment, to make decisions on the timeline and procedures for payment of dividends or for dealing with losses incurred in the business operations.
- q) To recommend re-organization or dissolution of the Company, or to request bankruptcy of the Company.
- r) To make decisions on the issuance of the regulations on operation of the BOD, the internal regulations on corporate governance of the Company after it is passed by the GMS, regulations on information disclosure of the Company, and other regulations within the BOD's authority.
- s) Other rights and obligations in accordance with the Law on Enterprises, Law on Securities, other Laws, the Charter, and GMS's resolutions as applicable from time to time.

27.3 The BOD shall report its performance at AGM as required at Article 139.3(c) of the Law on Enterprises, and shall include the following contents:

- a) Remunerations, operation costs and other benefits of the BOD and each of its members in accordance with Article 163.3 of the Law on Enterprises.
- b) Summaries of BOD's meetings and decisions.
- c) Reports on transactions between (i) the Company and its subsidiaries, (ii) any company in which the Company controls above 50% of the charter capital and any member of the BOD or related person thereof, and (iii) the Company and any company in which any member of the BOD is also the founding member or holds managerial position in the company within the last three recent years before the time of transaction.
- d) Performance of the independent members of the BOD and their assessment of the business operation of the BOD.
- e) Performance of other committees under the BOD (if any).
- f) Results of the supervisions of the performance of the CEO and other Managers.
- g) Plans of the BOD (if any).

27.4 Remunerations, bonuses and other benefits of members of the BOD:

- a) The Company is entitled to pay remuneration and bonuses to members of the BOD based on the business results and efficiency.
- b) Members of the BOD are entitled to remuneration for work and bonuses. Remuneration for work is calculated on the basis of the working days which are necessary to fulfil the duties of the members of the BOD and the daily rate of remuneration. The BOD shall estimate the remuneration for each member on the principle of agreement. The total amount of remuneration and bonuses for the BOD shall be decided by the GMS at the annual meeting.
- c) The remuneration of each member of the BOD shall be included in the business expenses of the Company in accordance with the law on corporate income tax, and

shall be presented as a separate item in the annual financial statements of the Company and must be reported to the GMS at its annual meeting.

- d) A member of the BOD who serves as a manager of the Company or a member of any committee under the BOD or performs other duties falling outside the normal scope of work of a BOD's member shall be entitled to receive additional remunerations in the form of service fee, salary, commissions, percentage of profit, or other in accordance with the BOD's resolutions.
- e) Members of the BOD are entitled to reimbursement of expenses for meals, accommodation and travel and other reasonable expenses in order to fulfil their delegated duties, including their expenses for participating meetings of the BOD, GMS.
- f) Upon the GMS's approval, the Company may purchase liability insurances for BOD's members provided that such insurances do not cover liability related to violations of the Law and the Charter committed by any member.

**Article 28. Chairperson, Vice Chairperson and members of the BOD**

- 28.1 The Chairperson of the BOD shall be elected, dismissed or discharged by the BOD among members of the BOD. The Chairman of the Board of Directors will select a number of Vice Chairpersons (if necessary) and must be approved by the Board of Directors.
- 28.2 The Chairperson of the BOD shall not concurrently be the CEO of the Company.
- 28.3 The Chairperson of the BOD has the following rights and obligations:
  - a) To prepare working plans and programs of the BOD;
  - b) To prepare the program, agenda and documents for meetings of the BOD; to convene, preside over and chair meetings of the BOD;
  - c) To carry out necessary procedures to obtain approval for the resolutions and decisions of the BOD;
  - d) To organize the collection of written opinions of Shareholders where necessary;
  - e) To sign resolutions of the GMS and BOD for issuance;
  - f) To monitor the implementation of resolutions and decisions of the BOD;
  - g) To chair meetings of the GMS;
  - h) Other rights and obligations in accordance with this Law and the Charter.
- 28.4 Upon written notice of resignation, discharge, or dismissal of the Chairperson, the BOD shall elect a new Chairperson within 10 days from the receiving date of the written notice of resignation, dismissal or discharge date.
- 28.5 Where the Chairperson of the BOD is absent or is not able to perform his or her duties, he or she must authorize in writing another member to exercise the rights and perform the obligations of the Chairperson of the BOD. Where no person is authorized or the Chairperson of the BOD passes away, goes missing, is temporarily detained in prison, serves a prison sentence, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, absconds from his or her place of residence, has limited or incapable of civil acts, has cognitive difficulties or difficulties with behavioral control, or is prohibited by a court from assuming a certain position or practicing or doing certain work, then the remaining members shall select one

of them to hold the position of the Chairperson of the BOD in accordance with the principle that the majority of the remaining members agree until there is a new decision of BOD.

- 28.6 The Chairperson is entitled to authorize on regular or extraordinary basis Vice Chairpersons to (i) sign documents on the Chairperson's behalf, and (ii) exercises rights and duties of the Chairperson provided that such authorization is necessary and does not constitute any breach of the Law. Authorized Vice Chairpersons shall be responsible before the Chairperson for their performance of the authorized work.

#### **Article 29. Meetings of the BOD**

- 29.1 The Chairperson of the BOD shall be elected at the initial meeting of the BOD within seven working days from the date of completion of the election of the BOD. Such meeting shall be convened and chaired by the member who obtains the highest number of votes or the highest percentage of votes. If two or more members obtain the same highest number of votes or the same highest percentage of votes, the members shall elect by a majority vote to select a person amongst them to convene the meeting.

- 29.2 Meetings of the BOD shall be held at least once every quarter and may be held on an extraordinary basis.

The BOD may pass a solution, decision by a way of voting at meetings or collecting the opinions in writing. Each member of the BOD has one vote.

- 29.3 The Chairperson of the BOD shall convene a meeting of the BOD in the following circumstances:

- a) Upon request of the SVB or an independent member of the BOD;
- b) Upon request of the CEO or upon request of at least five other Managers;
- c) Upon request of at least two members of the BOD;
- d) When it is deemed necessary for the interests of the Company and Shareholders.

The request prescribed in provision must be made in writing and must specify the objectives and issues which require to be discussed, and decisions within the authority of the BOD.

- 29.4 The Chairperson of the BOD must convene a meeting of the BOD within seven working days from the date of receipt of a request stipulated in Article 29.3 above. If a meeting of the BOD is not convened pursuant to a request, the Chairperson of the BOD shall be liable for loss caused to the Company. The person making the request stipulated in Article 29. has the right to convene a meeting of the BOD in place of the Chairperson of the BOD

- 29.5 The Chairperson of the BOD or the convener of the meeting of the BOD must send a notice of invitation to attend the meeting at least five days prior to the date of meeting. The notice of invitation must specify the time and location of the meeting, the agenda and matters to be discussed, and decisions. The notice must enclose documents to be used at the meeting and voting forms for the members.

The notice of invitation to a meeting of the Board of Management may be sent in the form of a letter of invitation, or by telephone, fax, electronic mail or other method to ensure that the invitation can reach the contact address of each member of the BOD as registered with the Company.



29.6 The Chairperson of the BOD or the convener shall send the notice of invitation to attend the meeting together with the enclosed documents to all SVB's members in the same manner as to the members of the BOD.

SVB's members have the right to attend meetings of the BOD and to discuss issues but not to vote.

29.7 A meeting of the BOD shall be conducted where three quarters (3/4) or more of the total members are in attendance. If the meeting convened in accordance with this clause does not have sufficient attending members as stipulated, it shall be convened for a second time within seven days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the number of members of the BOD attend the meeting.

29.8 A member of the BOD shall be deemed to attend and vote at the meeting in the following cases:

- a) Such member attends and votes at the meeting in person;
- b) Such member authorizes another person to attend and vote at the meeting;
- c) Such member attends and votes via an online conference, by casting an electronic vote or by other electronic forms;
- d) Such member sends his or her written vote to the meeting by mail, fax or email;
- e) Such member sends his or her written vote by other means to the Chairperson of the BOD or the secretary of the Company.

Where a written vote is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairperson of the BOD at least one hour prior to the opening of the meeting. Written votes shall be opened only in the presence of all persons attending the meeting.

29.9 Members must participate in all meetings of the BOD. A member may authorize another person to attend and vote at a meeting if the majority of members of the BOD agrees.

29.10 A resolution or decision of the BOD shall be passed when it is agreed by the majority of the members in attendance; in the case of a tied vote, the final decision shall be made in favor of the vote of the Chairperson of the BOD.

29.11 A meeting of the BOD may take place in form of online meeting or others provided that all members from different locations are able:

- a) To see and listen to other attendees' opinions;
- b) To concurrently communicate and share their opinions to others.

A resolution or decision of the BOD in an online meeting or other form of meeting shall be passed when it is agreed by the majority of the members in attendance; and shall have the same validity as it is passed at an in-person meeting.

29.12 Collection of written opinions of BOD's members: the Chairperson of the BOD may collect written opinions of BOD's members to decide matters within the authority of the BOD. The collection of written opinion shall comply with the following regulations:

- a) The ballot form, relevant documents, the draft Resolution shall be sent to the members of the Board of Directors;
- b) Members of the BOD vote at the request of the Chairman of the BOD and return the completed ballots prior to the deadline stated in the ballot;

- c) Chairman of the BOD assigns the Vote Counting Committee to check the voting results of the members of the BOD and prepare the Minutes of Vote Counting;
- d) Based on the results of the vote counting, the Chairman of the BOD on behalf of the Board of Directors signs to issue a resolution of the BOD on matters approved by the members of the BOD.

The resolution of the BOD in the form of written opinions shall have the same effectiveness and validity as a resolution passed by the members of the BOD at the meetings convened and organized in accordance with applicable regulations.

- 29.13 Meetings minutes of the BOD: Meetings of the BOD must be written in the minutes and may be recorded, noted down and archived in other electronic forms. The minutes must be made in Vietnamese and may also be made in a foreign language which shall hold the same legal effect. In case of any discrepancy between the minutes in Vietnamese and in a foreign language, the Vietnamese version of the minutes shall prevail.

The minutes of a meeting of the Board of Directors have the following contents:

- a) Name, head office address, corporate identification number of the Company;
  - b) Time and location of the meeting;
  - c) Purpose, agenda and content of the meeting;
  - d) Full name of each participant or authorized participant attending the meeting and method of participation; full names of members who did not attend the meeting and reasons (if any);
  - e) Matters discussed and voted on at the meeting;
  - f) Summary of the opinions of each attending member according to the order of the meeting progress;
  - g) Minutes of voting results which clearly states the number of votes for, against and abstentions;
  - h) The matters approved and the corresponding rate of approval;
  - i) Full names, signatures of the Chairperson of the meeting and minutes taker.
- 29.14 Where the Chairperson of the meeting or the person writing the minutes refuses to sign the minutes of the meeting, the minutes shall become effective if the minutes are signed by all other members of the BOD who attend the meeting and contain all the contents stipulated in sub-clauses (a) to (h) of Article 29.13 above.
- 29.15 The Chairperson and the minutes taker are jointly responsible for the accuracy and truthfulness of the minutes of the meeting. Minutes and documents used at the meeting shall be archived at the head office of the Company.
- 29.16 Any resolution of the BOD which is passed by 100% of the BOD's members who directly attend or authorize others to attend the BOD meeting (in whatever form such as in person meeting, online meeting or others) is lawful and effective even when the sequence and procedures for convening the meeting, program of the meeting, procedure for conducting the meeting breaches any law.

## CHAPTER IX

### CHIEF EXECUTIVE OFFICE, MANAGERS, AND PERSON IN CHARGE OF CORPORATE MANAGEMENT OF THE COMPANY

#### Article 30. Organization of the managerial apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the BOD in the daily business of the Company. The Company consists of CEO, Deputy CEO, Chief Accountant, a person in charge of corporate governance and other Managerial positions appointed by the BOD. The appointment, dismissal, and removal of the above positions must be approved by resolutions and decisions of the BOD.

#### Article 31. CEO, other Managers, and the person in charge of corporate governance

- 31.1 The CEO shall be elected, dismissed or discharged by the BOD. The CEO manages the day-to-day business operations of the Company; is supervised by the BOD, and is responsible to the BOD and before the law for the exercise of his or her delegated powers and the performance of his or her delegated obligations. The CEO shall meet qualifications and conditions prescribed in Article 162.5 of the Law on Enterprises.
- 31.2 The term of the CEO shall not exceed five years and the CEO may be re-appointed for an unlimited number of terms. If the term of office of the incumbent CEO expires and the new CEO has not been elected, the term of office of the incumbent CEO shall be extended until the new CEO is elected.
- 31.3 The CEO has the following rights and obligations:
- a) To make decisions on all matters relating to the day-to-day business operations of the Company which do not fall within the authority of the BOD;
  - b) To organize the implementation of resolutions and decisions of the BOD;
  - c) To organize the implementation of business plans and investment plans of the Company;
  - d) To make recommendations with respect to the plan on organizational structure and the regulations on internal governance of the Company;
  - e) To appoint, dismiss and discharge managerial positions in the Company, except for those under the scope of authority of the BOD;
  - f) To make decisions on salary and other benefits for employees of the Company, including managers who may be appointed by the CEO;
  - g) To recruit employees;
  - h) To make recommendations on plans on dividends payment and on handling business losses;
  - i) To make decisions on investment plans or sale of assets valued at less than 10% of the total assets recorded in the most recent financial statement of the Company, except for the cases provided in the Article 38.5(c);
  - j) To make decisions on contracts for purchase, sale, borrowing, lending, mortgage, pledge, guarantee, collateral transaction, and other contracts and transactions valued less than 35% of the total value of assets recorded in the most recent

financial statements of the Company, except for contracts and transactions within the decision making authority of the GMS and BOD.

- k) To authorize the CEO's subordinates or other person to exercise one or a number of his or her duties. The CEO shall be responsible to the law and the BOD for tasks performed by his or her authorized person.
- l) To exercise other powers and obligations within the CEO's authority in accordance with the Charter, GMS's resolutions, BOD's resolutions, employment contract of the CEO, and the Law.

31.4 Other managers: Upon CEO's recommendations and BOD's approval, the Company may recruit other Managers. The number of managers and qualifications of managers shall be consistent with managerial structure and business operation of the Company. Managers shall assist the Company in achieving planned targets in organization and operation.

31.5 The salary of managers shall be included in the business expenses of the Company in accordance with the law on corporate income tax, and shall be presented as a separate item in the annual financial statements of the Company and must be reported to the GMS at its annual meeting.

31.6 Person in charge of corporate governance:

The BOD elects one (01) person in charge of corporate governance to assist corporate management matters of the Company. Such person may concurrently be the secretary of the Company in accordance with Article 156.5 of the Law on Enterprises. The person in charge of corporate management shall not concurrently work for the accredited auditing company which is in charge of auditing financial statements of the Company.

The person in charge of corporate management shall have the following rights and obligations:

- a) To provide advice to the BOD in organizing meetings of GMS and in performing related work between the Company and Shareholders;
- b) To prepare meetings of BOD, SVB, and GMS as required by the BOD or SVB;
- c) To provide advice on meeting's procedures;
- d) To attend meetings;
- e) To provide advice on procedures for drafting resolutions of BOD in accordance with applicable laws;
- f) To provide financial information, copies of minutes of meetings of the BOD and other information to BOD's members and the SVB's members;
- g) To supervise and report to the BOD on the Company's information disclosure;
- h) To be the contact person with person having relevant interests;
- i) To safeguard confidential information of in accordance with the Laws and the Charter;
- j) To exercise other rights and obligations prescribed by the laws.

## **Article 32. Employment**

32.1 The BOD makes the decisions on the total number of employees and payroll of the Company. The CEO shall, within his or her authority, have the right to recruit employees

according to the requirements of the Company. With respect to important positions identified by the BOD, the CEO shall obtain BOD's approval before electing or entering into labour contract with the candidate.

- 32.2 Salary, bonuses, allowances and other interests of employees shall be decided by the CEO in accordance with the regulations on salary policy approved by the BOD.
- 32.3 The BOD shall comply with labor regulations. The BOD shall have the right to draft the internal regulations of the Company which shall be binding on all employees of the Company. To be enforceable, these internal regulations shall be approved by the BOD.

## **CHAPTER IX SUPERVISORY BOARD**

### **Article 33. Nomination and self-nomination of SVB's members.**

- 33.1 The nomination and self-nomination of members of the SVB shall be carried out in accordance with Article 26.1 and Article 26.2 of the Charter.
- 33.2 In a case where the number of candidates is less than the minimum number, the incumbent SVB may nominate more candidates or organize the nomination in accordance with the Company's internal regulations on governance and the regulations on the operation of the SVB. This additional nomination must be announced before the GMS votes to elect members of the SVB as prescribed by the Laws.

### **Article 34. Members of the SVB**

- 34.1 The SVB shall have from three to five members. The term of a member shall be not more than five years, and a member may be re-elected for an unlimited number of terms.
- 34.2 Members of the SVB shall meet qualifications and conditions prescribed in Article 169 of the Law on Enterprises, and shall not consist of:
- a) Any person working for financial, accounting department of the Company;
  - b) Any person who is also a member or employee of any independent auditing company auditing financial statements of the Company in the last three recent year.
- 34.3 A member of the SVB may be discharged in the following circumstances:
- a) Such member no longer meets conditions and qualifications prescribed in Article 34.2 above.
  - b) Written notice of resignation of such member is approved.
- 34.4 A member of the SVB may be dismissed in the following cases:
- a) Failing to fulfil his or her assigned duties or work;
  - b) Not exercising his or her rights and obligations in six consecutive months, except for cases of force majeure;
  - c) Committing a number of serious breaches of the obligations of SVB's members as stipulated in the Law on Enterprises and the Charter;
  - d) Other cases pursuant to a resolution of the GMS.
- 34.5 The election of SVB's members shall be implemented by way of normal voting or cumulative voting as stipulated in the election regulations passed by the GMS from time to time.

- 34.6 The head of the SVB shall be elected by the SVB from among its members; the election, dismiss or discharge shall be implemented on the principle of majority vote. More than half of the SVB's members must reside permanently in Vietnam. The head of the SVB must have a university or higher graduation degree in one of the following specialties: economics, finance, accounting, auditing, law, business management or in a specialized faculty relating to the business activities of the Company.
- 34.7 The head of the SVB shall have the following rights and obligations:
- a) To convene meetings of the SVB;
  - b) To request BOD, CEO, and other Managers to provide relevant information in order to report to the SVB;
  - c) To prepare reports of the SVB, consult the BOD prior to signing and submission of such report to the GMS.

**Article 35. Rights and obligations of SVB**

- 35.1 In addition to powers and duties as stipulated in Article 170 of the Law on Enterprises, the SVB has the following rights and obligations:
- a) To make recommendations on the list of auditing companies accredited to audit financial statements of the Company; to make decision to allow the accredited auditing company to inspect the Company's operation; dismiss accredited auditing company where necessary;
  - b) To be responsible to Shareholders for its supervisions.
  - c) To supervise financial status of the Company, to supervise the compliance of BOD's members, CEO, and other Managers with applicable laws during their performance.
  - d) To co-ordinate with BOD, CEO, and Shareholders.
  - e) To report in writing to the BOD within 48 hours if any breach of laws or breach of this Charter by any BOD's member is detected, CEO, or other Managers of the Company. To request such individual to terminate the breach and remedy consequences (if any).
  - f) To develop regulations on the operation of the SVB and submit it to the GMS for approval.
  - g) To submit the report on the activities of the SVB to the GMS at annual meeting. The report on the activities of the SVB shall contain the following contents:
    - (i) Remunerations, operation costs and other benefits of the SVB and each of its members in accordance with Article 172 of the Law on Enterprises and the Charter;
    - (ii) Summaries of SVB's meetings, conclusions and decisions of the SVB (if any);
    - (iii) Results of supervision of the Company's operational and financial performance;
    - (iv) Reports on transactions between (i) the Company and its subsidiaries, (ii) any company in which the Company controls above fifty (50) percent of the charter capital and any BOD's member, CEO, manager of the Company or



related person thereof, and (iii) the Company and any company in which any member of the BOD, CEO, manager of the Company is also the founding member or the manager of the company within the last three recent years before the time of transaction;

- (v) Results of the supervision of performance of BOD, CEO, other Managers of the Company;
  - (vi) Comments on the co-ordination among the SVB and the BOD, CEO, and Shareholders.
  - h) To access files and documents of the Company archived in the head office, branches and other locations; have the right to access the workplace of managers and employees of the Company during working hours.
  - i) To request the BOD, BOD's members, CEO, and other Managers to provide in full, accurately and on time all information and documents relating to the management, administration and business operations of the Company.
  - j) Other rights and obligations as prescribed by law.
- 35.2 Salaries, remuneration, bonuses and other benefits of members of the SVB.
- a) Members of the SVB shall be paid salaries, remuneration, bonuses and other benefits as decided by the GMS's resolutions. The GMS shall decide on the total salaries, remuneration, bonuses and other benefits and annual operating budget of the SVB.
  - b) Members of the SVB shall be reimbursed for expenses for meals, accommodation, travel and for use of independent consultancy services at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the SVB approved by the GMS, unless otherwise decided by the GMS;
  - c) Salaries and operating costs of the SVB shall be included in business expenses of the Company in accordance with the law on corporate income tax and other relevant laws, and must be presented in a separate item in the annual financial statements of the Company.

#### **Article 36. Meetings of the SVB**

- 36.1 The SVB shall organize at least two meeting per year. A meeting of the SVB shall be conducted where at least two thirds ( $\frac{2}{3}$ ) of the total number of members of the SVB attend. Minutes of these meetings must be detailed and signed by the minutes taker and attending members. All meeting minutes of the SVB must be archived in order to determine responsibility of each member.
- 36.2 The SVB has the right to request members of the BOD, CEO, and representatives of the accredited audit company to attend meeting and clarify raised issues.

#### **CHARTER XI**

#### **RESPONSIBILITY OF MEMBERS OF THE BOD, MEMBERS OF THE SVB, CEO AND OTHER MANAGERS**



**Article 37. Responsibility for honesty and prevention of conflict of interest**

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

**Article 38. Transactions between the Company and related persons, between the Company and Shareholders, managers of the Company, or related person thereof**

- 38.1 The Company shall not provide loans or guarantees to any Shareholder being an individual and his/her related person being an individual.
- 38.2 The Company shall not provide loans or guarantees to any Shareholder being an organization and its related person being is an individual, unless the Shareholder is a subsidiary whose share or stakes are not held by the State and has contributed capital or purchased the shares of the public company before 1 July 2015.
- 38.3 The Company shall not provide loans or guarantees to any related person of Shareholder being an organization, except where the Company and Shareholder's related person are companies in the same group or companies operating in a group of companies, including the parent company - subsidiary company, economic group and this transaction must be approved by the GMS or BOD. The transaction valued at 35% or more of the total assets recorded in the latest financial statements of the Company shall be approved by the GMS. The transaction valued at less than 35% of the total assets recorded in the financial statements shall be approved by the BOD.
- 38.4 The following transactions shall be approved by the GMS in advance:
- a) Granting loans or guarantees to any member of the BOD, member of the SVB, CEO, other Managers other than Shareholders, and related individual and organizations thereof.

In a case when the related organization of the member of the BOD, member of the SVB, CEO, and other Managers of which the Company and that organization are companies in the same group or companies operating in a group of companies, including the parent company - subsidiary company, economic group, the



transaction shall be approved in advance by the GMS if it is valued at 35% or more of the total assets recorded in the most recent financial statements of the Company.

- b) Contracts, transactions with any of parties listed below, provided that (A) the contract or transaction is valued at 35% more of the total value of assets recorded in the most recent financial statements of the Company, or (B) the implement of the contract or transaction results in the total value of all transactions arising within 12 months from the date of making the first transaction is valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company:
  - (i) Members of the BOD, members of the SVB, CEO, other Managers and related persons thereof;
  - (ii) Shareholders, the Authorized Representative of Shareholders owning more than 10% of the total ordinary shares of the Company and related person thereof;
  - (iii) Enterprises related to the subjects specified in Article 164.2 of the Law on Enterprises.
- c) Contracts, transactions of borrowing, lending, and selling of assets with a value of more than 10% of the total assets recorded on the latest financial statements between the Company and a Shareholder owning from 51% of the total number voting shares or above or a related person of that Shareholder.

38.5 The BOD approves the following contracts and transactions:

- a) Loans or guarantees specified in Article 38.4 (a) which are not under the authority of the GMS;
- b) Contracts and transactions specified in Article 38.4 (b) valued at less than 35% of the total assets recorded in the most recent financial statements of the Company;
- c) Contracts and transactions specified in Article 38.4 (c) are equal to or less than 10% of the total assets recorded in the latest financial statements of the Company.

#### **Article 39. Responsibility for damage and compensation**

39.1 If a member of the BOD, member of the SVB, CEO, or other Managers fails to comply with the duty of care and diligence, or to fulfill any of his or her duties, he or she shall be responsible for damages caused by his or her failure.

39.2 The Company may indemnify person who used to be, is, or may become a related party in any claim, lawsuit or prosecution (including civil or administrative claims other than claim initiated by the Company) if (a) that person used to be or is a member of the BOD, a member of the SVB, the CEO, other Managers, an employee, or an authorized representative of the Company (or a Subsidiary of the Company), (b) such person used to or is performing duties as required or authorized by the Company (or its Subsidiary) carefully, diligently, and for the benefit of the Company, and in compliance with the applicable laws, and (c) there is no evidence providing that such person commits any breach of his or her duties.

39.3 The Company may purchase insurance for these people to cover above responsibilities.

### **CHARTER XII**

#### **RIGHTS TO SIGHT BOOKS AND RECORDS**

#### **Article 40. Rights to sight the Company's books and records**

- 40.1 Ordinary shareholders have the rights to sight the Company's books and records, namely:
- a) Ordinary shareholders have the right to sight, examine, and make an extract of information about names and contact addresses on the list of Shareholders with voting rights; to request amendment of incorrect information about them; to sign, consult, and make an extract of the Charter, meeting minutes of GMS and resolutions of the GMS.
  - b) A Shareholder or group of Shareholders owning 5% or more of the total ordinary shares has the right to sight, consult, and make an extract of (i) books of meeting minutes, resolutions, and decisions of the BOD, (ii) mid-year or annual financial statements of the Company, (iii) reports of the SVB, (iv) transactions and contracts subject to the BOD's approval, except for documents related to trade secrets of the Company.
- 40.2 In a case where an authorized representative of the Shareholder or group of Shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the Shareholder or group of Shareholders.
- 40.3 Members of the BOD, members of the SVB, the CEO and other Managers are entitled to access the Company's Shareholder register, list of Shareholders, other documents and records for the purposes that are relevant to their positions, provided that they shall keep such information confidential.
- 40.4 The Company shall archive the Charter and its amendments, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assets, resolutions of the GMS and the BOD, minutes of the GMS and the BOD meetings, reports of the BOD and the SVB, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided that the Shareholders and business registration authorities are informed of the location where these documents are archived.
- 40.5 The Charter and its amendments shall be published on the Company's website.

### **CHARTER XIII**

#### **DISTRIBUTION OF PROFITS**

#### **Article 41. Distribution of profits**

- 41.1 The GMS shall make decisions on the rate of dividends and payment method of annual dividend sourced from the retained profit of the Company.
- 41.2 The Company shall not pay interest on dividends or on payments for any share certificate.
- 41.3 The BOD may make recommendations to the GMS on the payment of all or part of dividends in shares, and the BOD shall enforce this decision.
- 41.4 In case the dividends or other amounts relevant to a type of shares are paid in cash, the Company shall make payments in VND. Payment may be carried out directly or through banks using bank account information provided by the Shareholders. The Company shall not bear any responsibility in the case where a Shareholder cannot receive the amount transferred by the Company due to inaccurate bank account information provided by the Shareholder. Dividends of shares listed on Stock Exchanges may be paid via securities companies or VSD.

- 41.5 The BOD shall pass a resolution or decision to determine a closing date for the list of shareholders to be paid dividends in accordance with the Law on Enterprises and the Law on Securities. The payment of dividends (whether in cash or in share) to Shareholders, and the delivery of notices and other relevant documents to the Shareholders will be performed in accordance with the list of Shareholders entitled to receive dividends on the closing date.
- 41.6 Other issues relevant to profit distribution shall be carried out in accordance with the Laws and the GMS's resolutions from time to time.

#### **CHARTER XIV**

##### **BANK ACCOUNTS, FISCAL YEARS, AUDITING, AND ACCOUNTING SYSTEM**

###### **Article 42. Bank accounts**

- 42.1 The Company shall open accounts at Vietnamese banks or foreign banks that are permitted to operate in Vietnam.
- 42.2 Where necessary and if permitted by competent authorities, the Company may open bank accounts at oversea banks in accordance with any applicable law.
- 42.3 All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

###### **Article 43. Fiscal year**

The fiscal year of the Company begins on 01 January and ends on 31 December every year.

###### **Article 44. Accounting System**

- 44.1 The Company applies Vietnam accounting system (VAS) or any other accounting system promulgated and approved by competent authorities.
- 44.2 The Company's accounting books and records shall be made in Vietnamese and archived in accordance with laws on accounting and other relevant laws. These books and records shall be accurate, up to date, systematic, and sufficient to prove and explain the Company's transactions.
- 44.3 The accounting currency shall be VND. If the Company's transactions primarily use a foreign currency, the Company may select such foreign currency as accounting currency. The Company shall be responsible for such selection and shall keep relevant tax authority inform of such selection.

###### **Article 45. Auditing**

- 45.1 The GMS may appoint an independent auditing company, or approve the list of independent auditing companies and authorize the CEO to select an independent auditing company from the list to audit financial statements of the Company for the next fiscal year.
- 45.2 Audited report shall be attached to the annual financial statements of the Company.
- 45.3 Independent auditors auditing financial statements of the Company are entitled to (i) attend GMS, (ii) receive notifications and other information related to the GMS, and (iii) express opinions at the GMS about matters related to the auditing of the financial statements of the Company.

#### **CHARTER XV**

## **FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

### **Article 46. Annual, half-year and quarterly financial statements**

- 46.1 The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on information disclosure on the securities market and submit them to competent authorities.
- 46.2 The annual financial statements shall have adequate contents, appendices and descriptions prescribed by laws on accounting. Annual financial statements shall truthfully and objectively reflect the Company's operation.
- 46.3 The Company shall prepare and disclose examined half-year financial statements and quarterly financial statements in accordance with regulations of law on information disclosure on the securities market and submit them to competent authorities.

### **Article 47. Annual reports**

The Company shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

### **Article 48. Disclosure of information**

- 48.1 The Company has the responsibility and obligation to publish periodical or extraordinary information in full, accurately, and on time in accordance with the securities law on disclosure of information to Shareholders and investors.
- 48.2 The disclosure method shall be performed in accordance with the law on securities in order to ensure that Shareholders and public investors are equally access to information. The disclosure of information shall be clear, reader friendly, and shall not cause confusion for Shareholders and public investors.

## **CHAPTER XVI**

## **DISSOLUTION**

### **Article 49. Dissolution of the Company**

- 49.1 The Company may be dissolved in the following cases:
- a) A resolution or decision of the GMS;
  - b) The enterprise registration certificate is revoked, unless otherwise stipulated in the Law on Tax Management;
  - c) Other circumstances as provided by the Law.
- 49.2 The Company is only allowed to be dissolved when it ensures the payment of all debts and other property obligations and is not in the process of settling disputes at Court or Arbitration.
- 49.3 The sequence and procedures for dissolution of the Company shall comply with Article 208 of the Law on Enterprises.

#### **Article 50. Extension of the direction of operation**

- 50.1 The duration of operation of the Company is unlimited subject to Article 3.6 of this Charter. If the Company wishes to change the duration of operation of the Company, the BOD shall convene a GMS to vote on this matter.
- 50.2 The duration of operation of the Company shall be changed if it is agreed by a number of Shareholders representing 65% or more of the total number of voting ballots of all attending shareholders, except in the case of collecting written opinions of Shareholders as prescribed in this Charter.

#### **Article 51. Liquidation**

- 51.1 At least six (6) months after the decision to dissolve the Company, the BOD shall establish a Liquidation Board consisting of three (3) members, including two (02) members nominated by the GMS and one (1) member shall be nominated by the BOD from an independent auditing company. The Liquidation Board shall prepare its operation regulations. The members of the Liquidation Board may be selected among the staff of the Company or the independent experts. Payments for expenses arising from the liquidation shall have the priority over other liabilities of the Company.
- 51.2 The Liquidation Board shall report to the business registration authorities on the date of establishment and the date when it commences its operation. From the commencing date, the Liquidation Board shall represent the Company in all business related to the liquidation process before the court and administrative authorities.
- 51.3 The proceeds from the liquidation shall be paid in the following order of priority:
- a) Liquidation expenses;
  - b) Unpaid wages, retrenchment allowances, social insurance, and other benefits of employees pursuant to the signed collective labor agreement and labor contracts;
  - c) Tax liabilities;
  - d) Other debts of the Company;
  - e) The remainder after payments to obligations from (a) to (d) above shall be distributed to Shareholders. The Shareholders owning preference shares shall have the priority over other Shareholders as provided by laws.

### **CHAPTER XVII**

#### **SETTLEMENT OF INTERNAL DISPUTES**

#### **Article 52. Settlement of disputes**

- 52.1 If any dispute or claim arising in connection with the operations of the Company, or rights and obligations of Shareholders under this Charter or in accordance with the Law between:
- a) Shareholder with the Company; or
  - b) Shareholder with the BOD, the SVB, the CEO or other Managers;

then all relevant parties shall try to settle such dispute through negotiation and conciliation. Except for the dispute relating to the BOD or the Chairperson of the BOD, the Chairperson of the BOD shall preside over the settlement of the dispute and shall request each party to state the facts in relation to the dispute within thirty (30) business days from the date of the dispute arising. In the event the dispute relates to the BOD or the Chairperson of the BOD,

- any party may request the Vietnam International Arbitration Center (VIAC) to appoint a mediator to act as an arbitrator in the process of settling the dispute at the cost of the parties.
- 52.2 If no conciliation agreement is reached within six (6) weeks from the date of starting such conciliation process, or conciliation proposal is not agreed by both parties, any party can bring this case to the Vietnam International Arbitration Centre, (VIAC) or any competent court.
- 52.3 Each party shall bear its own costs and expenses related to the negotiation and conciliation. The payments to the court fees shall be carried in accordance with the court's resolution.

## CHAPTER XVIII SUPPLEMENT AND AMENDMENT TO CHARTER

### Article 53. Amendment and Supplement to the Charter

- 53.1 Any amendment or supplement to the Charter shall be examined and passed by the GMS.
- 53.2 Any provision of the Law relating to the operations of the Company not stipulated in this Charter or any new provision of the Law that is different from this Charter, such new provisions will prevail shall be implemented to adjust the operations of the Company.

### Article 54. Effective Date

- 54.1 This Charter comprising of 19 Chapters divided into 54 Articles is the lawful and official Charter of the Company.
- 54.2 The GMS of the Company has passed this Charter on 10 May 2022. This Charter shall take effect from the signing date and replace the Charter dated 23 June 2021 and its amendments.
- 54.3 This Charter is made in two (02) originals in Vietnamese and one (01) original in English and archived at the head office of the Company. In a case of having any difference between the Vietnamese and English version, the Vietnamese version shall prevail.
- 54.4 The Company shall provide copies or excerpts of this Charter in accordance with the Company's internal regulations on issuing a copy of the original or excerpt and in compliance with the Law.

### SIGNATURE OF THE LEGAL REPRESENTATIVE

CHIEF EXECUTIVE OFFICER

  
  
PHAN MAI HOA

**Appendix 1**  
**Details on Charter Capital of the Company**

No.	Time	Charter Capital (VND)	Note
1.	11/04/2012	6,000,000,000	Pursuant to the 1st issued ERC dated 11 April 2012
2.	02/05/2013	2,944,200,000,000	Pursuant to 1st amended ERC dated 02 May 2013
3.	18/07/2013	5,773,800,000,000	Pursuant to 4th amended ERC dated 18 July 2013
4.	26/12/2013	9,303,800,000,000	Pursuant to 5th amended ERC dated 26 December 2013
5.	06/05/2014	12,010,580,000,000	Pursuant to 6th amended ERC dated 06 May 2014
6.	01/06/2015	12,019,678,000,000	Pursuant to 10th amended ERC dated 01 June 2015
7.	13/07/2015	14,172,245,470,000	Pursuant to 11th amended ERC dated 13 July 2015
8.	14/03/2016	15,717,163,270,000	Pursuant to 12th amended ERC dated 14 March 2016
9.	24/05/2016	16,971,386,417,829	Pursuant to 13th amended ERC dated 24 May 2016
10.	27/10/2016	17,089,237,420,000	Pursuant to 14th amended ERC dated 27 October 2016
11.	05/01/2017	21,091,724,950,000	Pursuant to 15th amended ERC dated 05 January 2017
12.	12/09/2017	21,510,924,950,000 (including 1,516,639,940 ordinary shares and 634,452,555 preferred shares)	Pursuant to 17th amended ERC dated 12 September 2017
13.	15/09/2017	19,010,787,330,000 (bao gồm 1,516,639,940 Ordinary shares and 384,438,793 preferred shares)	Pursuant to 18th amended ERC dated 15 September 2017
14.	02/01/2019	23,288,184,100,000	Pursuant to 20th amended ERC dated 02 January 2019