

THE SOCIALIST REPUBLIC OF VIET NAM

Independence - Freedom - Happiness

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CHARTER
PHAT DAT REAL ESTATE
DEVELOPMENT CORPORATION

HCMC, JUNE 30, 2023

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PREAMBLE

1. Pursuant to Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and documents guiding on the implementation of the Law on Enterprises;
2. Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, on guiding the detail implementation of a number of articles of the Law on Securities;
3. Pursuant to the sample Charter issued with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on public company governance as prescribed in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, on detailing and guiding the implementation of a number of articles of the Law on Securities;
4. This Charter has been approved by the General Meeting of Shareholders of Phat Dat Real Estate Development Corporation at Resolution No. 01/2023/NQ-DHDCD on June 30, 2023.

CHAPTER I

DEFINITIONS OF TERMS

Article 1. Definitions of Terms

1. In this Charter, the following terms shall have the meanings as described to them hereunder:
 - a. "Law on Securities" means Law on Securities No. 54/2019/QH14 as adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - b. "Law on Enterprises" mean Law on Enterprises No. 59/2020/QH14 as adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - c. "Decree No. 155" means Decree No. 155/2020/ND-CP dated December 31, 2020 by the Government detailing the implementation of some articles of Law on Securities;
 - d. "Stock Exchange" means State Securities Commission of Vietnam and its subsidiaries.
 - e. "the Company" is Phat Dat Real Estate Development Corporation;
 - f. "Charter" means this Charter
 - g. "Establishment Date" means the date on which the first Enterprise Registration Certificate of the Company (the Certificate of business registration and papers with equivalent value) was issued;
 - h. "Operation Period" means the operation period of the Company regulated in Article 2 of this Charter;
 - i. "Shareholder" means an individual or organization who owns at least one share of a joint-stock company;
 - j. "Major Shareholder" means the Shareholder provided in Clause 18, Article 4 of the Law on Securities;
 - k. "Voting capital" means the stake or shares under the ownership of a person who has the right to vote on the issues within the competence of the General Meeting of Shareholders;
 - l. "Charter Capital" means the total nominal value of shares issued or committed to buy at the time a joint-stock company is established in accordance with the provision of Article 6 of this Charter; and

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- m. “Corporate Administrators” mean the top management of the Company, including the Chairman of the Board of Directors, the members of the Board of Directors, and the Chief Executive Officer;
 - n. “Corporate Executives” mean the Chief Executive Officer, Vice President, Chief Accountant and other managing positions in accordance with the decision of the Board of Directors from time to time;
 - o. “Related Persons” mean individuals, entities or organizations provided in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
 - p. “Internal persons” includes the Board Chairman, Board Members, legal representative, CEO, Vice President, Finance Director, Chief Accountant and other equivalent titles elected by the General Meeting of Shareholders or the Board of Directors from time to time; members of the Internal Audit Unit; persons in charge of corporate governance; and persons authorized to disclose information.
 - q. “Vietnam” means the Socialist Republic of Vietnam;
- 2. In this Charter, any reference to one or some statutory provisions or other documents shall include any amendments, supplementations or replacements thereof.
 - 3. The headings of Chapters or Articles in this Charter are inserted for convenience only and do not affect the construction of this Charter.
 - 4. Any words or terms defined in the Law on Enterprises, the Law on Securities and other legal documents if not contrary to the subject or context bear the same meanings in this Charter.

CHAPTER II

GENERAL INFORMATION AND LEGAL REPRESENTATIVES

Article 2. Name, form, head office, business location and operation term of the Company

- 1. Company’s name
Vietnamese name: CÔNG TY CỔ PHẦN PHÁT TRIỂN BẤT ĐỘNG SẢN PHÁT ĐẠT
English name : PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION
Abbreviated name: CÔNG TY CỔ PHẦN PTBĐS PHÁT ĐẠT
- 2. The Company is a joint stock company with the independent juridical person status in accordance with Vietnamese applicable Law.
- 3. The Company’s registered head office:
Address : 8th and 9th Floors, Viettel Complex, No. 285 Cach Mang Thang Tam Street, Ward 12, District 10, Ho Chi Minh City, Vietnam.
Telephone : 028 2226 6868
Fax : 028 2226 8686
E-mail : info@phatdat.com.vn
Website : www.phatdat.com.vn

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Depending on the operational requirements, the Board of Directors may propose the General Meeting of Shareholders to change the Company's Head office in compliance to the Company's Charter and applicable Law.

4. The Company may establish subsidiaries, branches and representative offices at business locations to implement the Company's operational objectives under the BOD Resolutions and to the extent permitted by law.
5. The Operation Term shall be unlimited and commence from the Establishment Date.

Article 3. The seal of the company

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall determine the type, quantity, form and content of the seal of the Company, its subsidiaries, branches and representative offices.
3. The Board of Directors and the Chief Executive Officer shall use and manage the seal in accordance with applicable laws.

Article 4. Legal Representatives of the Company

1. The Company has two (02) legal representatives including the Chairman of the Board of Directors and the Chief Executive Officer.
2. The legal representatives of the Company is the individual who exercises the rights and fulfills the obligations when making transactions on behalf of the Company, represents the Company as the plaintiff, defendant, and person with relevant interests and duties before the arbitral tribunal, the Court, exercises other rights and fulfills other obligations as prescribed by law.
3. The Company's legal representatives have the following responsibilities:
 - a. Perform the given rights and obligations in a truthful, careful manner to ensure the Company's lawful interests;
 - b. Act in the best interest of the Company; do not misuse the position, power, information, secrets, business opportunities or property of the Company for self-seeking purposes or serving the interest of other entities, individuals; and
 - c. Notify timely, fully and accurately the Company of the representative and his/her related persons owning or having the controlling stake or shares in other enterprises as regulated in the Law on Enterprises
4. Each legal representative of the Company has rights and obligations as specified by laws, internal regulations and/or rules of the Company from time to time.
5. There must always be at least one (01) legal representative that resides in Vietnam. If the Company has only one legal representative residing in Vietnam, such person must authorize another person residing in Vietnam in writing to perform the legal representative's right and obligations when leaving Vietnam. In this case, the legal representative is still responsible for the performance of delegated rights and obligations.
6. In case the legal representative does not return to Vietnam at the end of the authorization period prescribed in Clause 5 of this Article and does not give another authorization, the authorized person shall keep performing the legal representative's rights and obligations

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within the scope of authorization until the legal representative goes back to work at the Company or until the Board of Directors decides to designate another person as the legal representative of the Company.

7. If the Company has only one (01) legal representative and such person is not present in Vietnam for more than thirty (30) days without authorizing another person to act as the legal representative, or such person is dead, missing, prosecuted for criminal liability, detained, serving prison sentences or administrative handling decisions at compulsory detoxification establishments or compulsory educational institutions, restricted or lost civil act capacity, difficult to aware and control his/her behaviors, banned from conducting business, holding certain posts or performing certain jobs under court decisions, the Board of Directors shall designate another person as the legal representative.
8. A competent court or authority may appoint a legal representative in legal proceedings at court in accordance with laws.

CHAPTER III

OBJECTIVES AND SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 5. Operational Objectives

1. Business lines of the Company as follows:

No.	Business lines	Code
1.	Doing business in real estate, land use rights in the capacity as land owner or user or lessee. In details: Doing business in residential real estate; house, warehouse and parking for lease.	6810 (Main)
2.	Construction of residential buildings	4101
3.	Building houses not to stay	4102
4.	Construction of railways	4211
5.	Construction of roads	4212
6.	Real estate consultancy, brokerage, auction of land and land use rights. In details: Real estate brokerage, real estate services, real estate trading platform, real estate valuation, real estate consultancy (except for legal consultancy) real estate auction, real estate management.	6820
7.	Other professional, scientific and technical activities not elsewhere classified In details: Commercial brokerage.	7490
8.	Management consultancy activities.	7020

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	In details: investment and planning consultancy activities (except for financial, accounting, legal consultancy).	
9.	Quarrying of stone, sand, gravel, and clay. (Not quarrying at office).	0810
10.	Short-term accommodation activities. In details: hotels (not operating at office).	5510
11.	Restaurants and mobile food service activities. In details: restaurants (not operating at office).	5610
12.	Wholesale of motor vehicles and other motor vehicles. In details: sale of cars.	4511
13.	Retail sale of hardware, paints, glass and other construction installation equipment in specialized stores In details: sale of construction equipment, machinery and materials.	4752
14.	Retail sale of carpets, rugs, wall and floor coverings in specialized stores In details: sale of furniture.	4753
15.	Retail sale of electrical household appliances, beds, shelves, tables, chairs and the like furniture, lighting equipment and other household articles not elsewhere classified in specialized stores. In details: sale of electrical appliances.	4759
16.	Service activities incidental to rail transportation	5221
17.	Service activities incidental to land transportation	5225
18.	Architectural and engineering activities and related technical consultancy. In details: supervision on construction and completion of civil – industrial works, investment project planning, project management, budget planning, and auction consultancy.	7110
19.	Propagation and growing of annual cultivars.	0131
20.	Propagation and growing of perennial cultivars	0132
21.	Growing of vegetables, leguminous crops and flowers	0118
22.	Growing of fruits	0121
23.	Growing of rubber trees	0125

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24.	Growing of coffee trees	0126
25.	Growing of tea trees	0127
26.	Growing of spices and pharmaceutical crops	0128
27.	Raising of poultry (not operating at office)	0146
28.	Mixed crop-livestock farming (not operating at office)	0150
29.	Support activities for animal production	0162
30.	Post-harvest crop activities	0163
31.	Construction of other civil engineering projects	4299
32.	Demolition	4311
33.	Site preparation	4312
34.	Electrical installation	4321
35.	Plumbing, heat and air-conditioning installation (except installation of refrigeration equipment (freezing equipment, cold storage, ice machine, air conditioner, water chiller) using R22 refrigerant in the field of seafood processing and except for mechanical processing , waste recycling, electroplating at the office)	4322
36.	Wood logging (not operating at office)	0220
37.	Wholesale of construction materials and other installation supplies In details: Wholesale of bamboo, rough wood and processed wood	4663
38.	Seed processing for propagation	0164
39.	Hunting, trapping and related service activities	0170
40.	Growing and care of forest	0210
41.	Electric power generation In details: generation of Hydroelectricity, coal-fired power, gas-fire power, wind power, solar power, and other types of electricity. (except for the transmission and regulation of the national electric system and the management of the national power transmission grid, multi-purpose hydropower, nuclear power)	3511
42.	Electricity transmission and distribution In details: sale of electricity to the user.	3512

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2. Operation objectives:
 - a. To become a leading real estate investment and development corporation in Vietnam;
 - b. To establish modern living spaces with added values that results in the highest satisfaction of customers' needs, in accordance with the urban development process; and
 - c. To focus on sustainable development in order to gain the highest and long-term benefits to shareholders and employees and contribute positively to the community.

Article 6. Scope of business and operation of the Company

1. The Company shall be permitted to carry out all business activities in accordance with the provisions of the Charter that has been registered and informed of amendments with business registration agency and disclosed on the National enterprise registration portal. When conducting business in sectors and trades subject to business investment conditions, the Company has to fully meet all business conditions prescribed by the Law on Investment and applicable specialized laws.
2. The Company may carry out business activities in other sectors permitted by the Law and approved by the General Meeting of Shareholders and carry out the procedures in accordance with applicable laws.

CHAPTER IV

CHARTER CAPITAL, SHARES

Article 7. Charter Capital, Shares and Founding Shareholders

1. The Company's Charter Capital at the time passing this Charter is VND **6,716,462,190,000** (in words: six trillion, seven hundred and sixteen billion, four hundred and sixty-two million, one hundred and ninety thousand dong). The Company's Charter Capital is divided into **671,646,219** (In words: six hundred and seventy-one million, six hundred and forty-six thousand, two hundred and nineteen) ordinary shares at the par value of VND 10,000 per (01) share.
2. The Company may change its Charter Capital upon approval of the General Meeting of Shareholders and in accordance with the Law.
3. The Shares of the Company as at the date of passing this Charter include ordinary Shares. Rights and Obligations of Shareholders are prescribed in Article 14 and Article 15 of this Charter.
4. The Company may issue other types of shares including ordinary shares or preferred shares upon the approval of the General Meeting of Shareholders and in accordance with the Law.
5. The Company may redeem no more than thirty percent (30%) of the sold ordinary shares, part or all of the sold dividend preferred shares in the manners prescribed in this Charter and the applicable law.
6. The Company may issue other types of securities as regulated by laws.
7. Ordinary shares used as underlying assets to issue non-voting depository receipt shall comply with the provisions of laws.

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Article 8. Share certificates

1. Every Shareholder shall be entitled to a share certificate corresponding to the number of Shares and type of Shares held by them.
2. Share certificate means a certificate certifying the ownership of a part of charter capital of such the issuing organization. A share certificate must contain the details as stipulated in Clause 1, Article 121 of the Law on Enterprises.
3. Within thirty (30) days since the submission of documents requesting the transfer of ownership of shares as regulated by the Company or within ninety (90) days or a longer period as stipulated by the terms of issuance since the full payment of the purchase of shares as stipulated by the terms of issuance of The Company's shares, the owners shall be granted a certificate free of charge.
4. If a share certificate is lost, torn, burnt or otherwise destroyed, the shareholder shall be re-issued another share certificate at the request of such shareholder and the shareholder shall pay all relevant charges to the Company. Such request of a shareholder shall be made in writing, including the following details:
 - a. How the share certificate has been lost, torn, burnt or otherwise destroyed; and
 - b. The shareholder must be responsible for any disputes arising from the re-issue of a new share certificate.

Article 9. Other Securities Certificates

Bonds or other securities certificates of the Company will be issued with the seal and signature of a Legal Representative of the Company.

Article 10. Transfer of Shares

1. All shares may be transferred freely unless otherwise stipulated by this Charter and the Law. All share certificates listed at the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the stock exchange.
2. A Share that is not fully paid shall not be transferred and entitled to relevant rights such as right to receive dividends, to receive newly issued shares to increase the share capital from owner's equity, to purchase newly issued shares and other rights in accordance with the law.

Article 11. Inheritance of shares

The inheritance of shares shall be in accordance with clause 3 and clause 4, Article 127 of the Law on Enterprises and the civil law. Individuals, organizations shall be entitled to inherit shares to become a shareholder in accordance with clause 6, Article 127 of the Law on Enterprises.

Article 12. Shares under the employee stock option plan

1. The Company issues shares under the employee stock option plan according to regulations approved by the General Meeting of Shareholders provided that total number of shares issued under the plan per twelve (12) months shall not exceed five percent (5%) of total number of outstanding shares of the Company.
2. The General Meeting of Shareholders shall authorize the Board of Directors to determine criteria, lists of employees eligible to participate in the program, principles of determining

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the number of shares to be distributed to each employee, time, processes and conditions to recover and transfer this type of share.

3. The Company shall meet conditions and regulations of the law when issuing shares under the employee stock option plan.
4. The issued shares shall be restricted from transfer in a period of time determined by the General Meeting of Shareholders in accordance with provisions of the law since the end of the issue.

CHAPTER V

ORGANIZATION OF GOVERNANCE AND MANAGEMENT

Article 13. Organization of governance and management

The organization of governance and management of the Company includes:

- a. The General Meeting of Shareholders;
- b. The Board of Directors, the Audit Committee under the Board of Directors; and
- c. The Chief Executive Officer.

The Company shall ensure the proportion of independent members in the Board of Directors as regulated by laws and an Audit Committee under the Board of Directors. The independent members shall supervise and control over the management and administration of the Company.

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 14. Rights of Shareholders

1. The Company's Shareholders are individuals or organizations who own one (01) or more shares of the Company. Shareholders shall be the owners of the Company and shall have rights and obligations corresponding to the number and types of shares owned by them. Shareholders shall only be liable for the debts and other property obligations of the Company to the extent of the amount of capital they have contributed to the Company.
2. Authorized representatives of Shareholders at the Company as an organization must be individuals authorized in writing by such organization to exercise shareholder's rights and obligations on behalf of the organization in accordance with this Charter and applicable laws. The document appointing an authorized representative shall contain details in accordance with the law, notified to the Company and shall be only effective for the Company from the date of receiving such document by the Company.

If there are many authorized representatives of an organization, it's required to determine the number of shares for each authorized representative. If a shareholder is an organization with an undetermined number of shares for each authorized representative, the number of shares shall be divided equally among all the authorized representatives.

In case a shareholder is an organization which undergoes reorganization, dissolution or bankruptcy, the successor organization will take over the rights and perform the obligations of that organization shareholder after sending the Company a written request to replace

authorized representative, enclosing legal documents in accordance with the law on merger, division, separation, consolidation or transformation of the form of such organization.

3. Ordinary shareholders shall have the following rights:
 - a. To attend and express opinions at a meeting of the General Meeting of Shareholders and to exercise the right to vote directly or through an authorized representative or other methods regulated by the Company's Charter and the law. Each ordinary share shall carry one (01) vote;
 - b. To receive dividends as decided by the General Meeting of Shareholders;
 - c. To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each shareholder holds at the time of new share issuance;
 - d. To freely transfer their fully paid-up shares to other persons except for cases stipulated in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and relevant laws;
 - e. To examine, look up, and make an extract of the information related to Shareholders in the list of Shareholder entitled to voting rights and to request for correction of incorrect information;
 - f. To examine, look up and make an extract or copy of the Company's Charter, Minutes and Resolutions of the General Meeting of Shareholders;
 - g. In the case of dissolution of the Company, to receive part of the remaining assets in proportion with their Share ownership ratio in the Company;
 - h. To require the Company to redeem their shares in the circumstances set out in Article 132 of the Law on Enterprises;
 - i. To be treated fairly. Each share of the same type entitles the shareholder equal rights, obligations and interests; in the event that the Company issues preferred shares, the rights and obligations related to preferred shares shall be determined by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. To be notified periodically and irregularly of the information of the Company's operation as prescribed by law;
 - k. To have their lawful rights and interests protected;
 - l. To request for the suspension or cancellation of the Resolutions or Decisions made by the General Meeting of Shareholders and the Board of Directors as stipulated in the Law on Enterprises; and
 - m. Other rights as stipulated by the law, the Charter and internal rules of the Company.
4. A Shareholders or a group of Shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:
 - a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b. To examine, look up and make an extract of the Minutes, Resolutions, and Decisions of the Board of Directors, semi-annual and annual financial statements, reports of the

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Audit Committee, contracts and transactions need approving by the Board of Directors, and other documents, except for documents related to the Company's business confidentiality;

- c. To propose issues to the meeting agenda of the General Meeting of Shareholders. The proposal must be made in written and sent to the Company at least three (3) business days before the date of the meeting. The proposal must contain Shareholders' names, number of shares owned in respect of each type, and the issues proposed to the Agenda; and
 - d. Other rights stipulated by the Law and this Charter.
5. A Shareholder or a group of Shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. The nomination shall be carried out as follows:
- a. Ordinary shareholders who form a group to nominate candidates to the Board of Directors shall notify the group formation to attending shareholders before the opening of the meeting of the General Meeting of Shareholders; and
 - b. Based on the number of members of the Board of Directors, the shareholders or group of shareholders provided in this Article shall have the right to nominate one (1) or more candidates to the Board of Directors. If the number of candidates nominated by shareholders or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
6. Shareholders or a group of Shareholders holding one percent (1%) or more of the total ordinary shares shall have the right to sue on their own or on behalf of the Company for personal liability, joint liability with members of the Board of Directors, the Chief Executive Officer to claim for benefits or damage compensation for the Company or other people in cases permitted by the law.

Article 15. Obligations of Shareholders

Shareholders shall have the following obligations:

- 1. To make full and on time payment for the shares subscribed;
- 2. Not to withdraw the capital contributed from the Company in any form, except where the shares are redeemed by the Company or purchased by other persons. Where a Shareholder withdraws a part or all of the share capital contributed against this clause, such shareholder and its related beneficiaries within the Company must be jointly responsible for debts and other asset obligations of the Company within the value of withdrawn shares and any incurred damages;
- 3. To comply with the Charter and other regulations of the Company;
- 4. To comply with the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors;
- 5. To protect the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; to only use the provided information to perform and

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- protect their lawful rights and interests; not to spread or share information provided by the Company to any other organization or individual.
6. To attend meetings of the General Meeting of Shareholders and exercise the voting rights via the following ways:
 - a. Attending the meeting in person and direct voting;
 - b. Authorizing another individual or organization to attend and vote at the meeting;
 - c. Attending the online meeting and remote voting via email or other electric methods;
 - d. Sending voting ballots to the meeting via mail, fax, or email; or
 - dd. Sending voting ballots via other means as regulated in the Company's Charter.
 7. To bear personal responsibility where he/she performs one of the following acts in any form in the name of the Company:
 - a. Breaching the Law;
 - b. Conducting business and other transactions for the personal benefit of himself/herself or other organizations or individuals; and
 - c. Paying premature debts where the Company is likely to be in financial danger.
 8. To implement other obligations as stipulated in applicable laws, this Charter and internal regulations of the Company.

Article 16. General Meeting of Shareholders

1. The General Meeting of Shareholders includes all shareholders that have the right to vote and is the highest decision-making body of the Company. The annual General Meeting of Shareholders must take place at least once a year and within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend this period to hold the General Meeting of Shareholders when necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may meet on an extraordinary basis. The venue of the meeting of the General Meeting of Shareholders shall be determined as the venue where the Chairman attends and within the territory of Vietnam.
2. The annual General Meeting of Shareholders shall be convened and organized by the Board of Directors at any appropriate place. The annual General Meeting of Shareholders shall make decisions on issues stipulated by the Law and this Charter. In case the auditor's report of the Company's annual audited financial statements has a qualified opinion with material issues, the Company may invite representatives of the accepted auditing company to attend the Annual General Meeting of Shareholders to elaborate the related contents and such representatives shall be responsible to attend the Annual General Meeting of Shareholders of the Company.
3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
 - a. The Board of Directors considers it necessary in the interests of the Company;

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- b. When the number of the Board of Directors members is lower than the minimum number as stipulated by the Law;
 - c. A Shareholder or a group of Shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises request the convening of the General Meeting of Shareholders by a written proposal which must clearly state the reason thereof and the purpose of the meeting and must be in the form in accordance with the law; or
 - d. Other cases as stipulated by the Law and this Charter.
4. Convening an extraordinary meeting of the General Meeting of Shareholders
- a. The Board of Directors must convene a meeting the General Meeting of Shareholders within thirty (30) days from the date that the number of remaining members of the Board of Directors is as stipulated in Point b, Clause 3 of this Article or upon receipt of the written request as stipulated in Point c, Clause 3 of this Article;
- If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, the Chairman of the Board of Directors and members of the Board of Directors shall compensate the Company for arisen damage;
- b. If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, the requesting shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request to represent the Company to convene a meeting of the General Meeting of Shareholders within the following thirty (30) days in accordance to the Law on Enterprises;
 - c. In this case, the Shareholder or group of Shareholders convening the meeting of the General Meeting of Shareholders shall have the right to request the Enterprise Registration Certificate Issuing Body to supervise the formality and procedures for convening and conducting a meeting and making decisions of the General Meeting of Shareholders. All expenses for convening a meeting of the General Meeting of Shareholder shall be reimbursed by the Company. Such expenses shall not include expenses born by the shareholders for attending the meeting of the General Meeting of Shareholders, including travel and accommodation expenses.
 - d. Procedures for convene a meeting of the General Meeting of Shareholders shall comply with Clauses 2, 4 and 5, Article 140 of the Law on Enterprises.

Article 17. Rights and Duties of the General Meeting of Shareholders

- 1. General Meeting of Shareholders shall have the following rights and duties:
 - a. Approving the development directions of the Company;
 - b. Deciding on the supplements and amendments to the Company's Charter;
 - c. Deciding on the reorganization, dissolution of the Company;
 - d. Deciding on types of shares and the number of new shares for each type of shares; annual dividends ratio for each type of shares;
 - e. Conducting the election, dismissal, removal and replacement of Board members;

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- f. Approving the Regulation on Corporate Governance and Regulation on the Board's Operations;
 - g. Share offering via private placement to strategic partners, via rights offering to existing shareholders or under the Employee Stock Ownership Plan (ESOP);
 - h. Approving annual financial statements;
 - i. Making decisions on investment or transactions of sales of assets with a value equal to thirty five percent (35%) or more of total value of the assets of the Company recorded in the most recent audited financial statements;
 - j. Making decisions on the redemption of more than ten percent (10%) of issued shares of any types;
 - k. Inspecting and dealing with breaches made by Board members which cause loss and damage to the Company and Shareholders;
 - l. Making decisions on the remuneration, bonus, and other benefits to the Board of Directors;
 - m. Approving the list of proposed independent auditing companies, the selection of the independent auditing company to audit the Company's operation, and dismissal of the selected auditing company when necessary; and
 - n. Other rights and duties as stipulated in the law, Charter and the internal regulations of the Company.
2. General Meeting of Shareholders shall discuss and approve the following matters:
- a. Supplements and amendments to the Company's Charter;
 - b. Division, separation, merging or conversion of the Company;
 - c. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
 - d. Number of members of the Board of Directors;
 - dd. Election, dismissal, removal of members of the Board of Directors;
 - e. Approval on the Regulation on Corporate Governance and Regulation on the Board's Operations;
 - f. Types of shares and number shares of each type to be issued;
 - g. Private offering of shares to strategic partners; Issuance of shares under the Employee Stock Ownership Plan (ESOP);
 - h. Redemption of ten percent (10%) or more of the total issued shares of any types;
 - i. The Company's annual business plan;
 - j. Audited annual financial statements;
 - k. Reports of the Board of Directors on governance and operations of the Board and each Board member; reports of independent members of the Board of Directors on operations of the Audit Committee, supervision results, operation evaluation at the Company;

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- l. Budget and policies of paying remuneration, bonus, and other benefits to the Board of Directors;
 - m. Approval on the list of proposed independent auditing companies; selection of the independent auditing company to audit the Company's operation when necessary;
 - n. Decision on investment or transactions of sales of assets with a value equal to thirty five percent (35%) or more of total value of the assets of the Company recorded in the most recent audited financial statements;
 - o. Dividend ratio for each type of shares;
 - p. The Company enters into a contract with any person stipulated in Clause 1, Article 167 of the Laws on Enterprises with a value of thirty five percent (35%) or more of the total value of assets of the Company recorded in the most recent audited financial statements;
 - q. Approval on transactions as stipulated in Clause 4, Article 293 of Decree No. 155;
 - r. Other issues as stipulated in the law, the Charter and internal regulations of the Company.
3. All resolutions and matters included in the agenda must be discussed and voted at a meeting of the General Meeting of Shareholders.
 4. Except for those prohibited under the Vietnamese law, the General Meeting of Shareholders may authorize and/or assign the Board of Directors or the Chairman of the Board of Directors to implement one or more of their rights and/or duties. Such authorization and/or assignment shall be clear and specific.

Article 18. Authorization to attend General Meeting of Shareholders

1. A shareholder who is an individual or the authorized representatives of a shareholder that is an organization may directly attend or authorize one or more individuals or organization to attend the meeting by the ways of attending the meeting as regulated in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization to attend the General Meeting of Shareholders shall be made in writing as stipulated in Clause 1 of this Article. The authorization letter must comply with the provisions of civil law and must clearly state the name of the shareholder, the name of the authorized representative, the number of authorized shares, the content, scope, and term of the authorization, signatures of the shareholder and the authorized representative.

Authorized representatives attending the General Meeting of Shareholders must submit the written authorization letter when making registration. In the event of reauthorization without prior notice to the Company, the attendee must submit the original authorization letter made by the shareholder or the authorized representative of a shareholder that is an organization.

3. The voting slip of a representative within the scope of authorization shall remain effective even in any of the following circumstances:
 - a. The authorizer died or his/her capacity for civil acts is lost or is restricted;
 - b. The authorizer has rescinded the appointment of authorization; or
 - c. The authorizer has revoked the authority of the person carrying out the authorization.

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This Article shall not be applied in the event that the Company has received a notice on one of the aforementioned circumstances prior to the opening of the meeting of the General Meeting of Shareholders or adjourned meeting.

Article 19. Change of rights

1. The change or cancellation of any special rights attached to a type of preferred shares shall take effect when such change or cancellation is approved by the Shareholders holding at least sixty-five percent (65%) of voting shares at the meeting. Resolutions of the General Meeting of Shareholders regarding negatively changing rights and obligations attached to preferred shares shall only be passed by shareholders holding at least seventy-five percent (75%) of preferred shares of the same type attending the meeting or shareholders holding at least seventy-five percent (75%) of preferred shares of the same type via way of collecting written opinions.
2. The organization of a meeting of the Shareholders holding one type of preferred shares to approve the above change of rights shall be valid if at least two (02) shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of the par value of the issued shares of such type. When the number of attendees as required above is insufficient, the meeting shall be re-organized within a period of thirty (30) days after that and the persons holding shares of such type, not depending on the number of attendees and the number of shares, who are present directly or via authorized representatives shall be deemed to constitute the quorum. At the meeting of the persons holding preferred shares mentioned above, the persons holding shares of such type who are present in person or via authorized representatives may request a secret ballot. Each share of the same class shall have the equal voting rights at the meeting mentioned above.
3. The procedures for conducting such a separate meeting shall be implemented in the same way as stipulated in Article 20, 21 and 22 of this Charter.
4. Unless otherwise stipulated in the terms of issuance of shares, special rights attached to various types of shares with preferred rights in respect to some or all issues relating to the distribution of profits or assets of the Company shall remain unchanged when the Company issues additional shares of the same type.

Article 20. Convening a meeting, agenda and invitation notice to the meeting of the General Meeting of Shareholders

1. The Board of Directors will convene annual meetings or extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders as in the cases stipulated in Clause 3, Article 16 of this Charter.
2. The convener of a meeting of the General Meeting of Shareholders must carry out the following duties:
 - a. To prepare a list of all shareholders satisfying all conditions for attending and voting at the meeting of the General Meeting of Shareholders. The list of Shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be made no later than ten (10) days before the date of sending Invitation Notice. The Company must disclose the determination of the list of Shareholder entitled to attend the meeting of

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the General Meeting of Shareholders at least twenty (20) days prior to the last registration date;

- b. To prepare the agenda and the content of the meeting;
 - c. To prepare the documents for the meeting;
 - d. To draft the resolutions of the General Meeting of Shareholders according to the proposed agenda;
 - dd. To determine time and venue of the meeting;
 - e. To inform and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting; and
 - f. Other tasks to conduct the meeting.
3. Notice of the meeting of the General Meeting of Shareholders is sent to all Shareholders by a method which is guaranteed to reach the registered address of each shareholders and at the same time shall be published on the website of the Company and on the media portal of the State Securities Commission, and Stock Exchange where the Company's stock is listed or registered. Such notice must be sent to all Shareholders on the list of Shareholder entitled to attend the meeting at least twenty-one (21) days prior to the date of the meeting of the General Meeting of Shareholders, calculated from the date on which the notice is validly sent or delivered. The agenda of the meeting of the General Meeting of Shareholders and documents relating to the matters to be voted at the meeting shall be sent to the Shareholders and/or published on the website of the Company. In the case where no document is attached with the Notice of the meeting of the General Meeting of Shareholders, the invitation notice must specify the website address in order to enable the Shareholders to access such documents, including:
- a. The agenda and the content of the meeting;
 - b. List and information of the candidates in case of electing members of the Board of Directors
 - c. Voting ballots; and
 - d. Draft resolutions of each matter in the proposed agenda.
4. A shareholder or group of Shareholders referred to in Clause 4, Article 14 of this Charter shall have the right to propose any issue to be included in the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (3) business days prior to the opening day of the meeting. The proposal must contain full names of the shareholders, number and types of shares held by them, and the issues proposed to be included in the agenda.
5. The convener of the GMS meeting have the right to reject any proposal mentioned in Clause 4 of this Article in a document specifying the reason within at least two (2) business days before the opening date of the meeting of the General Meeting of Shareholders in one of the following cases:
- a. The proposal was not sent on time as stipulated in Clause 4 of this Article;
 - b. At the time of the proposal, the Shareholder or group of Shareholders does not own five percent (5%) or more of the ordinary share as stipulated in Clause 4, Article 14 of this Charter;

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- c. The proposed issues do not fall within the competence of the General Meeting of Shareholders; or
 - d. Other cases as stipulated by the law and this Charter.
6. The convener of the GMS meeting must accept and add the proposal as stipulated in Clause 4 of this Article into the proposed agenda, except for the cases as stipulated in Clause 5 of this Article. The proposal is officially added into the agenda and the content of the meeting if approved by the General Meeting of Shareholders.

Article 21. Conditions for conducting a meeting of the General Meeting of Shareholders

- 1. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the voting shares of the Company.
- 2. If the first meeting fails to meet the conditions prescribed in Clause 1 of this Article, the invitation notice must be sent for the second time within thirty (30) days from the proposed date of the first meeting date. The second meeting shall be held when it is attended by a number of Shareholders represent thirty three percent (33%) or more of voting shares of the Company.
- 3. If the second meeting is not eligible to proceed according to the provisions prescribed in Clause 2 of this Article, the invitation notice must be sent for the third time within twenty (20) days from the proposed date of the second time, and in this case, the meeting of the General Meeting of Shareholders shall be held regardless of the number of Shareholders that attend.

Article 22. Procedures to conduct the meeting and voting at the General Meeting of Shareholders

- 1. Before the opening of the meeting, the Company must carry out procedures to register its Shareholders and such registration shall continue until all Shareholders entitled to attend the meeting presenting at the meeting have been registered; the procedures are as follows:
 - a. Upon registration of Shareholders, the Company shall grant each Shareholder or the Authorized Representative having voting rights a voting card which states the number of registration, full name of the Shareholder or Authorized Representative and the number of votes of such Shareholder. The voting shall be conducted via voting to agree, disagree, and abstain. When voting is conducted at the meeting of the General Meeting of Shareholders, the votes which agree with the resolution shall be collected first, thereafter the votes which disagree with the resolution shall be collected, and finally the overall number of votes which agree and disagree with the resolution shall be counted for a final decision. The voting results shall be announced immediately by the Chairman before the closing of the meeting. The General Meeting of Shareholders shall elect persons to be responsible for counting the votes or supervising the counting of votes as proposed by the Chairman. The number of members of a vote counting committee shall be decided by the General Meeting of Shareholders as proposed by the Chairman; and
 - b. Any Shareholders, their authorized representatives as an organization or authorized persons who come to the General Meeting of Shareholders late shall be registered and shall have the right to immediately participate in voting at the meeting. The Chairman shall not delay the meeting so that late Shareholders may register, and the effectiveness

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of any voting which has already been conducted before the late Shareholders participated in shall not be affected.

2. The appointments of the Chairman, the Secretary and the Vote Counting Committee shall be stipulated as follows:
 - a. The Board Chairman shall act or authorize another Board member to act as the Chairperson of meetings which are convened by the Board of Directors; in case where the Board Chairman is absent or temporarily lost his ability to carry out works, the Board of Directors shall elect another person to act as the chairperson by plurality voting. Where none of such persons is able to preside over the meeting, the Head of the Audit Committee shall arrange for the General Meeting of Shareholders to elect a chairperson amongst the attendees, and the person with the highest number of votes shall act as chairperson of the meeting.
 - b. Unless otherwise stipulated in Point a of this Clause, the person who signed the document convening the meeting of the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a chairperson of the meeting and the person with the highest number of votes shall act as the chairperson of the meeting;
 - c. The chairperson shall elect someone to act as secretary; and
 - d. The General Meeting of Shareholders shall elect one or a number of persons to the vote counting committee as proposed by the chairperson.
3. The agenda and contents of the meeting must be passed by the General Meeting of Shareholders in the opening session. The agenda must specify in detail the time slot allocated to each issue in the contents of the meeting agenda.
4. The chairperson of a meeting of the General Meeting of Shareholders may carry out activities required to direct the conduct of the General Meeting of Shareholders in a valid and orderly manner and to enable the meeting to reflect the expectations of the majority of attendees.
 - a. Arrange seats at the venue of a meeting of the General Meeting of Shareholders;
 - b. Ensure safety for the attendees present at the venue of the meeting; and
 - c. Create favorable conditions for Shareholders to attend or continue attending a meeting of the General Meeting of Shareholders. The convener of the GMS meeting may have full powers to change the above measures and take all measures if necessary. The measures taken may be the issuance of entry permits or use of other options.
5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda of the meeting. The voting shall be conducted via voting to agree, disagree, or abstain. The results of the vote counting shall be announced immediately by the chairperson before the closing of the meeting.
6. Any Shareholders or their authorized representatives who come to the GMS meeting late shall be registered and shall have the right to immediately participate in voting at the meeting. In this case, the effectiveness of any voting which has already been conducted before the late Shareholders participated in shall not be affected.
7. The convener or the chairperson of the GMS meeting shall have the following rights:

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- a. To require all people attending the meeting to be checked or subject to other lawful and reasonable security measures; or
 - b. To request a competent body to maintain order during the meeting; to expel from the meeting of the General Meeting of Shareholders 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.
8. The chairperson may adjourn the GMS meeting for which sufficient attendees have registered no later than three (03) days from the date of the intended opening of the meeting and shall only adjourn the meeting or change the venue of the meeting in the following cases:
- a. The venue of the meeting does not have sufficient comfortable seating for all the attendees;
 - b. Means of communication at the venue fail to ensure the participation, discussion, and voting by all attending shareholders; or
 - c. An attendee obstructs the meeting or disrupts order, with a risk that the meeting might not be conducted fairly and legally.
9. If the chairperson adjourns or postpones a GMS meeting contrary to the provisions in Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the chairperson in conducting the meeting until its completion; all the resolutions adopted in such meeting must be effective.
10. In the event the Company applies technology to conduct an online GMS meeting, the Company shall be responsible to enable Shareholders to attend and vote via email or other electric methods as stipulated in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155.

Article 23. Forms of passing resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall pass resolutions within its competence by voting at the meeting or via written opinions.
2. Except for the cases specified in Clause 1, Article 24 of this Charter, a Resolution of the General Meeting of Shareholders on the following issues must be passed by voting at a meeting of the General Meeting of Shareholders:
 - a. Development directions of the Company;
 - b. Approval of annual financial statements;
 - c. Reorganization, dissolution of the Company.
 - d. Decision on investment or sales of assets valued at 50% or more of total value of the assets recorded in the most recent audited financial statements of the Company.

Article 24. Passing of resolutions of the General Meeting of Shareholders

1. Resolutions relating to the following matters shall only be adopted if they are approved by sixty-five percent (65%) or more of the total number of votes of the Shareholders attending the meeting, except for the cases stipulated in Clause 3, 4 and 6 of Article 148 of the Law on Enterprises:

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- a. Type of shares and number of shares of each type;
 - b. Change of business sectors and business lines;
 - c. Change of the management structure of the Company;
 - d. Investments in projects or sale of assets with the value equivalent to fifty percent (50%) or more of the total value of assets recorded in the latest audited financial statements of the Company; or
 - dd. Reorganization, dissolution of the Company;
2. Resolutions shall be adopted if they are approved by more than fifty percent (50%) of the total number of votes of all the shareholders attending the meeting, except for the cases stipulated in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders adopted by shareholders owning one hundred percent (100%) of the total number of voting shares must be valid and become effective even when the order and procedures for passing such resolutions fail to comply with the Law on Enterprises and the Company's Charter.

Article 25. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders

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

- 1. The Board of Directors shall have the right to collect written opinions in order to pass a resolution of the General Meeting of Shareholders whenever necessary for the interests of the Company, including but not limited to following matters:
 - a. Amendments, supplements to the Company's Charter;
 - b. Types of shares and total number of shares of each type;
 - c. Election, dismissal and removal of members of the Board of Director; and
 - d. Decision on investment or transactions of sales of assets with a value equal to 35% or more of total value of the assets of the Company recorded in the most recent audited financial statements;
- 2. The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The written opinion form together with the draft resolution and explanatory documents must be sent to all the shareholders entitled to vote at least ten (10) days prior to the expiry date of the submission of written opinion forms. The making of a list of shareholders to send written opinion forms shall be done as stipulated in Clause 1 and Clause 2, Article 141 of the Law on Enterprises. Requirements and method of sending written opinion forms and attached documents shall comply with the provisions stipulated in Clause 3, Article 20 of this Charter.
- 3. The written opinion form must contain the following basic details:
 - a. Name, Head office address, number of the Enterprise Registration Certificate;
 - b. Purpose of collecting written opinions;
 - c. Full name, permanent address, nationality and the number of the lawful personal identification with regard to a shareholder being an individual and the name, permanent address, nationality, number of lawful personal identification of the representative with

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- regard to a Shareholder being an organization; the number of shares of each type and number of votes of the Shareholders;
 - d. Issue to be obtained opinions in order to pass the resolution;
 - dd. Voting options, including agreement, disagreement or abstention with respect to each issue;
 - e. Time-limit within which the completed written opinion form must be returned to the Company;
 - f. Full name and signature of the Board Chairman.
4. Shareholders can return the completed written opinion forms to the Company by the following methods:
- a. By regular mail: opinion collection forms returned to the Company must be signed by the Shareholder in case of Shareholder being individual, the Authorized Representative(s) or Legal Representative(s) in case of Shareholder being an organization. The voting form returned to the Company must be given in a sealed envelope and must not be opened before the counting of votes;
 - b. By fax or via the Company's official registered email address: the opinion collection forms returned to the Company by fax or email must be kept confidential until for the vote counting; and
 - c. Absentee ballots sent to the Company after the deadline written therein, absentee ballots sent by post in opened envelopes, absentee ballots sent by faxes or emails which have been leaked are all invalid. If an absentee ballot is not submitted, it will be excluded from voting.
5. The Board of Directors shall count the votes and prepare the minutes of vote counting under the supervision of the member of the Audit Committee or the Shareholder not holding any management position of the Company. The minutes of the vote counting must contain the following information:
- a. Name, Head office address, enterprise registration number of the Company;
 - b. Purpose and issues to be obtained opinions in order to pass the resolutions;
 - c. Total number of Shareholders and total number of votes, specifying the total number of valid and invalid votes, the method, and an appendix of the list of Shareholders who casted their votes;
 - d. Total number of agreeing, disagreeing, and abstaining votes for each matter;
 - dd. Matters approved and the proportion of approving votes for each matter accordingly; and
 - e. Full name and signature of the Chairman of the Board of Directors, the vote-counting members and the vote-counting supervisors.

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

6. The vote counting minutes must be sent to Shareholders within fifteen (15) days from the date of completion of the vote-counting. The sending of vote-counting minutes and resolutions may be replaced by publishing the minutes on the website of the Company within twenty-four (24) hours since the completion of the vote-counting.

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7. Written opinion forms which were returned, the vote-counting minutes, the resolution which was passed and any related documents sent with all of the written opinion forms must be kept as archives at the Head office of the Company.
8. A resolution which is passed by way of collecting written opinions of Shareholders must be approved by the Shareholders representing more than fifty percent (50%) of the total voting share and shall have validity as a resolution passed in a meeting of the General Meeting of Shareholders.

Article 26. Resolutions, Minutes of GMS meetings

1. Meetings of the General Meeting of Shareholders must be recorded in writing or voice recorded and archived in other electronic forms. The minutes must be made in Vietnamese or if necessary, made in a foreign language and contain the following principal information:
 - a. Name, Head office address, enterprise registration number;
 - b. Time and venue of the meeting;
 - c. Agenda and contents of the meeting;
 - d. Full names of the chairperson and secretaries;
 - dd. A brief summary of contents and opinions presented in regard to each matters of the agenda at the meeting;
 - e. Total number of shareholders and total number of votes of Shareholders attending the meeting, appendix of the list of registered Shareholders, the authorized representatives of Shareholders attending the meeting with the number of shares and number of votes accordingly;
 - f. Total number of votes for each matter, specifying the method, the total number of valid and invalid votes, the total number of agreeing, disagreeing, and abstaining votes, the number of valid and invalid votes; the proportion to the total number of votes of Shareholders attending the meeting;
 - g. Matters approved and the proportion of votes approving of each matter; and
 - h. Full names and signatures of the Chairman and the secretaries. In the event that the Chairman and secretaries refuse to sign the minutes, the minutes shall take effect if the minutes have the signatures of all the remaining member of the Board of Directors attending the meeting and all contents as stipulated in this Clause. Such minutes must specify that the Chairman and secretaries refused to sign.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairman and secretaries of the meeting or the person signed the minutes shall be jointly liable for the truthfulness and accuracy of the minutes' contents.
3. The minutes made in Vietnamese language and foreign languages shall have equal legal validity. In case of any discrepancies between the Vietnamese version and foreign language version, the Vietnamese version shall prevail.
4. The Minutes of the General Meeting of Shareholders shall be sent to all the shareholders within fifteen (15) days from the ending of the meeting via post or posted on the website of the Company.
5. Resolution, Minutes of the General Meeting of Shareholders, appendix of the list of registered Shareholders with their signatures, the letters of authorization, and all related documents attached to the Invitation Notice must be disclosed as stipulated by the laws on the disclosure of information on the securities market and must be kept as archives at the Head office of the Company.

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Article 27. Request for cancellation of resolutions of the General Meeting of Shareholders

1. Within ninety (90) days from the date of receipt of the Resolutions, Meeting Minutes or the vote-counting of the General Meeting of Shareholders, Shareholders or groups of Shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises have the right to request the Court or arbitration to review or cancel a part or full of resolution of the General Meeting of Shareholders in the following circumstances:
 - a. The order and procedures for convening and issuing decisions of the General Meeting of Shareholders fail to comply with the provisions of the Law on Enterprises and the Company's Charter, except for cases stipulated in Clause 3, Article 24 of this Charter; or
 - b. Resolution's contents violate the Law or the Company's Charter.
2. In case a resolution of the General Meeting of Shareholders is requested for cancellation as stipulated in Clause 1, this Article, such resolution is still valid until the decision on cancellation of such resolution given by the Court, Tribunal panel is valid, except for cases of applying temporary emergency measures as stipulated by the competent body.

CHAPTER VII

THE BOARD OF DIRECTORS

Article 28. Composition and term of the Board of Directors

1. The Board of Directors shall consist of five (05) to nine (09) members. The specific amount shall be decided by the General Meeting of Shareholders from time to time.
2. The term of office of members of the Board of Directors must not exceed five (5) years and the members may be re-elected for an unlimited number of terms. One (1) individual shall only be elected as an independent member of the Board of Directors for no more than two (2) consecutive terms. If all members of the Board of Directors terminate their term of office at the same time, they shall continue to act as members of the Board of Directors until new members are elected and take over their work.
3. Composition of the Board of Directors:

The Board of Directors must have at least one-third (1/3) of the members who are non-executive members. The Company shall limit the number of members of the Board of Directors who are concurrently holding an executive position to ensure the independence of the Board of Directors. The number of independent Board members of the Company shall abide by the provisions of the law on securities and other relevant laws (if any).
4. A member of the Board of Directors may not be a Shareholder of the Company.
5. The number, standards and conditions of members of the Board of Directors, independent members of the Board of Directors shall be stipulated in Clause 1, Clause 2, Article 155 of the Law on Enterprises; Article 275, 276 of Decree No. 155 and internal regulations of the Company.
6. A member of the Board of Directors is no longer a member of the Board of Directors in case such member is dismissed, removed or replaced by the General Meeting of Shareholders in the following cases:
 - a. A member of the Board of Directors shall be dismissed in the following cases:

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- i. Fail to meet conditions and standards as stipulated in Clause 5, this Article of this Charter;
 - ii. Have the resignation letter approved;
 - iii. Be dead, missing, detained, serving prison sentences or administrative handling decisions at compulsory detoxification establishments or compulsory educational institutions, fled from the place of residence, difficult to aware and control his/her behaviors, banned from conducting business, holding certain posts or performing certain jobs related to business under court decisions; or
 - iv. According to the decision of the General Meeting of Shareholders;
- b. A member of the Board of Directors shall be dismissed in the following cases:
 - i. Not attend the meetings of the Board of Directors for six (6) consecutive months except for force majeure;
 - ii. Suffer from mental disorders and other members of the Board of Directors have expertise evidences to prove he or she has no longer act capacity;
 - iii. Fail to fulfill assigned work, tasks;
 - iv. Violate provisions of the internal regulations of the Company and provisions of the law;
 - v. Provide seriously false personal information to the Company as a candidate of the Board of Directors; or
 - vi. According to decisions of the General Meeting of Shareholders.
- 7. In case a member of the Board of Director is dismissed, removed or replaced as stipulated in this Article, the General Meeting of Shareholders shall elect a substitute at the next General Meeting of Shareholders.
- 8. The appointment of a member of the Board of Directors shall be announced in accordance with law on disclosure of information in the stock exchange.
- 9. In addition to the rights and duties as stipulated by the Vietnamese law, the Charter and the internal regulations of the Company, the members of the Board of Director shall attend meetings of the General Meeting of Shareholders and shall, in case of absence due to force majeure, report in writing to the Board of Directors.

Article 29. Rights and obligations of the Board of Directors

- 1. The Board of Directors is the management body of the Company, and has the 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 General Meeting of Shareholders.
- 2. Rights and duties of the Board of Directors are as follows:
 - a. To decide on medium-term development strategies and plans and annual business plans of the Company;
 - b. To decide on market development, marketing and technology strategies;
 - c. To recommend the types of shares and total number of shares of each type which may be offered;
 - d. To decide on offering unregistered shares within the number of shares of each type which may be offered for sale; to decide on raising additional funds in other forms;
 - e. To decide on the selling prices of shares and bonds of the company;
 - dd. To decide on redemption of shares in accordance with Clause 1 and 2, Article 133 of the Law on Enterprises;

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- f. To decide on the organizational structure and internal management regulations of the company, to decide on the establishment of subsidiaries, the establishment of branches and representative offices and the capital contribution to or purchase of shares from other enterprises;
- g. To recommend reorganization, dissolution of the company or to request bankruptcy of the company;
- h. To decide on investment plans and investment projects within the competence and limits prescribed by law;
- i. To approve an investment or sale of assets valued at less than thirty-five percent (35%) of the total value of assets recorded in the most recent financial statements of the Company;
- j. To approve contracts for purchase, sale, borrowing and lending and other contracts valued at thirty-five percent (35%) or more of the total value of assets recorded in the most recent financial statements of the Company, except for contracts and transactions within the competence of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises. To approve contracts, transactions stipulated in Clause 1, 2 of Article 167 of the Law on Enterprises;
- k. To appoint, remove from office or dismiss the Chairman of the Board of Directors; to appoint, remove from office and sign contracts or terminate contracts with the Chief Executive Officer, Corporate Executives, and other key Executives of the Company (except for positions under the authority of the General Meeting of Shareholders); to appoint an authorized representative in another company, and decide on the remuneration and other benefits of such persons;
- l. To supervise and direct the Chief Executive Officer and other Corporate Executives in their work of conducting the daily business of the company;
- m. To approve the agenda and contents of documents for a meeting of the General Meeting of Shareholders; to convene a meeting of the General Meeting of Shareholders or to collect written opinions for the General Meeting of Shareholders to pass resolutions;
- n. To submit audited annual final financial statements to the General Meeting of Shareholders;
- o. To recommend dividend rates to be paid; to decide on the time limit and procedures for payment of dividends or for dealing with losses incurred in the business operation;
- p. To promulgate the Regulation on operation of the Board of Directors, the Regulation on Corporate Governance upon approval of the Board of Directors and announced on the website of the Company; to decide on the promulgation of the Regulation on Operation of the Audit Committee under the Board of Directors and Regulations on Information Disclosure of the Company;
- q. To be responsible for the operations of the Company to shareholders;
- r. To treat equally all the shareholders and respect the interests of those who have interests related to the Company;
- s. To ensure the Company's operations to comply with regulations of the law, the Charter and internal regulations of the Company;
- t. To supervise and prevent conflicts of interest among the members of the Board of Directors, the Chief Executive Officer and other Executives, including the use of the Company's assets for improper purposes and the misuse of related party transactions;

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- u. To appoint the Person in charge of Corporate Governance;
 - v. To train, coach the members of the Board of Directors, the Chief Executive Officer and other Executives of the Company in corporate governance and necessary skills; and
 - w. Other rights and obligations provided in the Law on Enterprises, Law on Securities, other provisions of the law, the Charter and internal regulations of the Company.
3. The Board of Directors must report to the General Meeting of Shareholders on operational performance of the Board of Directors as stipulated in Article 280 of Decree No. 155.
 4. Except for those prohibited under the Vietnamese law, the Board of Director may authorize and/or assign the Chairman of the Board of Directors or the Chief Executive Officer to implement one or more of their rights and/or duties. Such authorization and/or assignment shall be clear and specific.

Article 30. Nomination and Self-nomination of candidates to the Board of Directors

1. In case the candidates for the Board of Directors have been identified, at least ten (10) days before the commencement date of the meeting of the General Meeting of Shareholders, detailed information of the BOD candidates shall be published on the Company's website for the Shareholders to evaluate such candidates before voting. The BOD candidates must have written commitment on the truthfulness, accuracy and reasonableness of the published personal information and must undertake to perform the tasks in a truthful, faithful, careful manner and in the best interest of the Company if they are elected to the Board of Directors. Details of BOD candidates to be published shall include:
 - a) Full name, date of birth;
 - b) Qualifications;
 - c) Working experience;
 - d) Other managing titles (including the position of Board member at other companies);
 - dd) Other benefits relating to the Company and other related parties of the Company; and
 - e) Other details (if any) as provided in the Company's Charter;

The Company shall be responsible for publicly disclosing details of companies in which the candidate holds the position of Board member or other management titles and interests related to such companies of the candidates.

2. A shareholder or a group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors.
3. Where the number of candidates to the Board of Directors by way of standing for election or nomination is still insufficient as stipulated in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated by the Company's Charter, the Regulation on Corporate Governance and the Regulation on Operations of the Board of Directors. The nomination of candidates for the Board of Directors by the incumbent Board of the Directors must be clearly announced before the General Meeting of Shareholders commences the election as regulated by laws.

Article 31. Chairman and Vice-Chairman of the Board of Directors

1. The Chairman and Vice-Chairman shall be elected amongst the members of the Board, dismissed or removed by the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently serve as the CEO of the Company.

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3. The Chairman of the Board of Directors shall have the following rights and duties:
 - a. To prepare working plans and programs of the Board of Directors;
 - b. To prepare agendas, contents and documents for meetings of the Board of Directors; to convene and chair meetings of the Board of Directors;
 - c. To organize the adoption of resolutions, decisions of the Board of Directors;
 - d. To monitor the implementation of resolutions, decisions of the General Meeting of Shareholders, the Board of Directors;
 - dd. To chair meetings of the General Meetings of Shareholders; and
 - e. Other rights and duties provided in Law on Enterprises and the Company's Charter, internal regulations of the Company and resolutions, decisions of the General Meeting of Shareholders and the Board of Directors.
4. Where the Chairman and Vice-Chairman resign or are dismissed or removed, the Board of Directors must elect any replacement within a period of ten (10) days from the date of the Company's receipt of any resignation letter from the date of the Board of Directors' decision on removal, dismissal of the Chairman and Vice-Chairman.
5. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing one of the Vice-Chairmen to exercise the rights and perform the obligations of the Chairman of the Board of Directors with an authorization term of not exceeding six (6) months and the Chairman of the Board of Directors shall supervise, be responsible for the work done by the authorized persons. If no one is authorized or the Chairman is dead, missing, detained, serving prison sentences or administrative handling decisions at compulsory detoxification establishments or compulsory educational institutions, fled from the place of residence, restricted or lost civil act capacity, difficult to aware and control his/her behaviors, banned from holding certain posts, conducting business or performing certain jobs under court decisions, the remaining members shall elect one of them on the principle of simple majority to hold the position of the Chairman until there is a new decision of the Board of Directors.

Article 32. Meetings and Meeting Minutes of the Board of Directors

1. In the event for the election of the Chairman, the first meeting of any term of the BOD for election of the Chairman must be conducted within seven (07) business days from the end of the election of the BOD for such term.
2. The Board of Directors must convene at least one (1) regular meeting each calendar quarter and may convene extraordinary meetings.
3. The Chairman of the Board of Directors shall convene Board Meetings in the following cases:
 - a. There is a request made by an independent member of the Board of Directors;
 - b. There is a request made by the CEO or at least five (5) other Executives;
 - c. There is a request made by at least two (2) members of the Board of Directors; or
 - d. The Board of Directors deems it necessary for the benefits of the Company.
4. A request for a Board Meeting as regulated in Clause 3 of this Article must be made in writing which specifies the purposes for the meeting and the matters to be discussed and decided within the competence of the Board of Directors.
5. The Chairman of the Board of Directors must convene a Board meeting within seven (7) days after the meeting is called as regulated in Clause 3 of this Charter. If the Chairman fails

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- to honor a request for a meeting, the Chairman shall be responsible for the damages caused to the Company; persons requesting a meeting can convene a meeting of the Board of Directors;
6. The notice of a Board meeting must be sent to the members of the Board of Directors at least three (03) business days before the meeting date. The notice of the meeting of the Board of Directors must provide information on the agenda, time, venue and the issues to be discussed and voted on, accompanied by necessary documents and voting ballots for the members of the Board of Directors.
- The notice of invitation shall be sent by post, telephone, fax, electronic mail or other methods as stipulated by the Company's Charter, the regulation on corporate governance and guaranteed to reach the address of each member of the Board of Directors as registered with the Company.
7. The Board meeting shall only be conducted if at least three-fourth (3/4) of the members of the Board of Directors attending the meeting. In a case of an insufficient quorum, the meeting must be re-convened within seven (7) days from the proposed date of the first meeting. The reconvened meeting shall be conducted if more than half of the number of members of the Board of Directors attends the meeting. If the second meeting isn't eligible to be conducted, the third meeting shall be convened within five (5) days since the intended date of the second meeting.
8. Member of the Board of Directors are considered to attend and vote at the meeting when such members:
- Attend the meeting in person;
 - Authorize representatives to attend and vote as regulated in Clause 10 of this Article;
 - Attend the online meeting and votes via email or other electrical methods;
 - Send voting ballots via mail, fax, or email; or
 - Send voting ballots via other methods as determined by the Board of Directors.
9. In the event that a voting ballot is sent via mail, such ballot must be put in a sealed envelope and sent to the Chairman of the Board of Directors at least one (1) hour prior to the opening of the meeting. Such ballot shall only be opened in the presence of all attendees.
10. Members of the Board of Directors must attend all Board meetings. A member shall authorize a representative to attend and vote at the meeting upon obtaining approval from the majority of the member of the Board of Directors.
11. The meetings of the Board of Directors must be recorded in writing and voice and archived in other electronic forms. The minutes must be made in Vietnamese or if necessary, made in a foreign language and contain the following principal information:
- Name, Head office address, enterprise registration number;
 - Time, venue of the meeting;
 - Purpose, agenda and content of the meeting;
 - Full name of each attendee or his/her authorized representative and method of attending; full name of absent members and reason of absence;
 - Matters discussed and voted at the meeting;
 - Brief summary of opinions given by each attendee in the sequence of the meeting;
 - The voting options comprising agreement, disagreement or abstention;
 - Matters approved and the proportion of votes approving of each matter accordingly; and

- i. Full name and signature of the Chairman of the Board of Directors and the minutes recorders, except for cases stipulated in Clause 12 of this Article.
12. In case the meeting minutes is not signed by the chairman and the minutes recorder but signed by all the other members of the Board of Directors attending and contains full details as stipulated at Points a, b, c, d, e, f, g, h, Clause 11 of this Article, the minutes is valid.
13. The Chairman, the minute's recorder and the persons who sign the minutes shall be responsible for the truthfulness and accuracy of the meeting minutes of the Board of Directors.
14. The minutes made in Vietnamese language and foreign languages shall have equal legal validity. In case of any discrepancies between the Vietnamese version and foreign language version, the Vietnamese version shall prevail.
15. Resolutions, Decisions of the Board of Directors are adopted if approved by the majority of attending members; where the number of votes for and against is equal, the vote of the Chairman of the Board of Directors is the decisive vote.
16. Shareholders of the Company have powers to request the Court to suspend or cancel any approved Resolution of the Board of Directors against the regulations of the law, resolutions of the General Meeting of Shareholders and the Charter that causes damages to the Company. In this case, the members approving such resolutions, decisions shall be jointly personally liable for such resolutions, decisions and shall compensate the Company for damage; the members who object to the adoption of such resolutions, decisions shall be exempt from liability.
17. The meeting minutes, resolutions of the Board of Directors and documents used in the meeting shall be kept as archives at the Head office of the Company.

Article 33. Remuneration, bonus and other benefits of members of the Board of Directors

1. The company shall pay remuneration and bonus to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to remuneration for work and bonus and other benefits. Remuneration for work shall be calculated based on the number of business days which are necessary to fulfill the duties of the members of the Board of Directors and the per diem rate of remuneration. The Board of Directors shall estimate the remuneration for each member on the principle of agreement. The total amount of remuneration, bonus and other benefits for the Board of Directors shall be decided by the General Meeting of Shareholders.
3. The remuneration of members of the Board of Directors shall be included in the business expenses of the Company in accordance with the law on enterprise income tax, recorded as a separate item in annual financial statements of the Company, and reported to the annual General Meeting of Shareholders.
4. Any member of the Board of Directors who holds any executive position or who works in sub-committees of the Board of Directors or who performs other work which is beyond the scope of the normal tasks of a member of the Board of Directors, may be paid extra remuneration in the form of a lump sum wage on each time or salary, commission, profit percentage or other form as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all costs of meals, accommodation and travel and other reasonable expenses paid by them when performing their responsibilities as a member of the Board of Directors, including expenses arising out

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of attending at the meetings of the General Meeting of Shareholders, the Board of Directors or sub-committees of the Board of Directors.

6. The Company shall purchase liability insurance for members of the Board of Directors after obtaining approval from the General Meeting of Shareholders. This insurance shall not include insurance for the responsibilities of the members of the Board of Directors related to the violation of the law and the Company's Charter.

Article 34. The BOD Office and Committees of the Board of Directors

1. The Board of Directors shall set up committees to assist it in carrying out activities including developing policy, personnel, salary and bonus, internal auditing, risk management. The number of members of the committees appointed by the Board of Directors shall have at least three (3) members including one or more Board members and external members. Independent Board members or non-executive Board members may occupy a majority of the committee's members and one of these members is appointed to be the Head of the committee according to the decision of the Board of Directors.
2. In order to ensure effective operation of the Board of Directors, the Board of Directors established the BOD Office to support, advise and implement tasks and/or resolutions of the Board of Directors, including but not limited to the following issues:
 - a. Corporate governance;
 - b. Human resource management;
 - c. Accounting and finance;
 - d. Risk management
 - e. Sustainable development indicators: environment, society and corporate governance
 - f. Other issues as decided by the Board of Directors
3. The organization, duties and powers of the BOD Office and committees are specified by the Board of Directors in the Regulation on operation of the Board of Directors, the Regulation on operation of the BOD Office and Committees, internal management regulations and/or resolutions of the Board of Directors. The operation of the BOD Office and committees shall comply with the regulations of the Board of Directors. Resolutions of a committee will only take effect when a majority of members attend and vote for approval at a meeting of the committee.

Article 35. Person in charge of Corporate Governance

1. The Board of Directors must appoint at least one (01) person to act as the person in charge of Corporate Governance in order to assist Corporate Governance activities. The person in charge of Corporate Governance may be concurrently the Corporate Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of Corporate Governance must meet conditions and standards stipulated in the internal regulations of the Company and must not concurrently work for the independent auditing company currently auditing the financial statements of the Company.
3. The person in charge of Corporate Governance shall have the following powers and responsibilities:
 - a. Providing the Board of Directors with advice on organizing meetings of the General Meeting of Shareholders as regulated and other related tasks between the Company and Shareholders;

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- b. Preparing for meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;
- c. Providing advice on procedures for meetings;
- d. Attending the meetings;
- dd. Consulting to ensure that the resolutions of the Board of Directors are in compliance with the law;
- e. Providing financial information, copies of the Board Meetings' minutes and other information to the members of the Board of Directors;
- f. Monitoring and reporting to the Board of Directors on the Company's compliance with the obligation in information disclosure;
- g. Being a contact point with all stakeholders with related interests;
- h. Keeping information confidential as regulated by the law, the Company's Charter; and
- k. Other powers and responsibilities as regulated by laws and the Company's Charter.

CHAPTER VIII

AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 36. Composition of the Audit Committee

1. The Audit Committee shall have two (02) members or more. The Head of the Audit Committee must be an independent member of the Board of Directors, and other members of the Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and operations of the Company and shall not fall into the following cases:
 - a. Being an employee in Accounting and Finance Department of the Company;
 - b. Being a member or employee of the selected independent auditing company providing the audit service to the Company for the previous three (03) consecutive years.
3. The Head of the Audit Committee must have a bachelor's qualification in Economics, Finance, Accounting, Auditing, Law or Business Management.

Article 37. Rights and obligations of the Audit Committee

The Audit Committee shall have rights and obligations as stipulated in Article 161 of the Law on Enterprises and other right and obligations as follows:

1. To access documents related to the operation of the Company, discuss with other members of the Board of Directors, the CEO, the Chief Accountant and other Executives to collect information for operation of the audit committee;
2. To request representatives of the approved auditing company to attend and answer matters related to the auditing financial statements at meetings of the audit committee;
3. To use legal advice, accounting or other consulting services where necessary;
4. To develop and submit to the Board of Directors risk detection and management policies; propose to the Board of Directors solutions to handle risks arising in the Company's operations;
5. To make a written report to the Board of Directors when detecting that members of the Board of Directors, the Chief Executive Officer and other Executives fail to fulfill their responsibilities as prescribed in the Law on Enterprises and the Company's Charter;

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6. To formulate and submit the Operation Regulation of the Audit Committee to the Board of Directors for approval.
7. Other rights and obligations as stipulated by the law, the Company's Charter and the internal regulations of the Company.

Article 38. Nomination, appointment of the Audit Committee's members

1. Independent members and non-executive members of the Board of Directors shall have the right to stand for nomination or be nominated for the Audit Committees.
2. The appointment of the Head and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.

Article 39. Meetings of the Audit Committee

1. The Audit Committee shall conduct at least two (02) meetings per calendar year. All meetings of the Audit Committee shall be recorded in minutes in a detail and precise manner and must be fully archived. The minute's recorder and attending members of the Audit Committee must sign the minutes.
2. The Audit Committee shall ratify its decisions by voting at meetings, collecting written opinion or another method specified in the Company's Charter or the Audit Committee's operating regulations. Each member of the Audit Committee has one (01) vote. A decision of the Audit Committee shall be ratified if it is voted for by the majority of the participating members. In case of equality of votes, the option that is voted for by the Head shall prevail.

Article 40. Report of the independent Board's member serving as a member in the Audit Committee at the annual General Meeting of Shareholders

1. The independent member of the Board of Directors who serves as a member of the Audit Committee shall have the responsibility to make a report at an Annual General Meeting of Shareholders
2. Reports on operations of the independent members of the Board of Directors who serve as a member of the Audit Committee at the annual General Meeting of Shareholders must include the following contents:
 - a. Remuneration, operating expenses and other benefits of the Audit Committee and of each member of the Audit Committee as regulated in the Law on Enterprises and the Company Charter;
 - b. Results of the meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;
 - c. Results of the inspections of financial statements, operations, and financial status of the Company;
 - d. Evaluation reports on the transactions of the Company, the Company's subsidiaries, and other companies in which the Company is holding more than fifty percent (50%) of the charter capital with members of the Board of Directors, the CEO, other Corporate Executives and their Related Persons; transactions of the Company with companies of which a member of the Board of Directors, the CEO or another Executive is a founding member or an executive within the last three (03) years before the time of the transactions;
 - dd. Results of the assessment on the internal control system and risk management of the Company;
 - e. Monitoring results of the Board of Directors, the CEO and other Executives;

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- f. Results of the evaluation on the coordination of the Audit Committee with the Board of Directors, the CEO and shareholders; and
- g. Other issues.

CHAPTER IX

THE CEO AND OTHER CORPORATE EXECUTIVES

Article 41. Management organization

The Company has a CEO, Vice President(s), a Chief Accountant and other positions who are appointed or hired by the Board of Directors. The appointment, removal or dismissal of any position mentioned above must be implemented by a resolution or decision of the Board of Directors.

Article 42. Appointment, dismissal, obligations and powers of the CEO

1. The Board of Directors shall appoint one (01) member of the Board or another person to serve as a CEO.
2. The CEO shall manage day-to-day business operations of the Company; submit to supervision by the Board of Directors; and be responsible to the Board of Directors and before law for the exercise of his/her vested powers and the performance of his/her assigned obligations.
3. The term of office of the CEO must not exceed five (05) years; the CEO may be re-appointed for an unlimited number of terms. The criteria and conditions for the CEO must comply with the law, the Company's Charter and internal regulations of the Company.
4. The CEO shall have the following powers and obligations:
 - a. To decide on issues relating to day-to-day business operations of the Company that are not within the competence of the Board of Directors;
 - b. To organize the implementation of resolutions and decisions of the Board of Directors;
 - c. To organize the implementation of business plans and investment plans of the Company;
 - d. To propose the organizational structure and internal management regulations of the Company;
 - e. To recruit employees;
 - f. To appoint, relieve of duty and remove from office Executives in the company, except those within the competence of the Board of Directors;
 - g. To decide on wages and other benefits for employees of the company, including Executives appointed by the CEO;
 - h. To propose methods of paying dividends and dealing with loss in business;
 - i. To decide on investments or sales of assets valued less than twenty (20) billion VND; and
 - j. Other powers and obligations provided by the law, the Company's Charter and internal rules and/or regulations of the Company, signed contracts and decisions, resolutions of the Board of Directors.
5. The Board of Directors may remove or dismiss the CEO upon obtaining approval from the majority of the attending Board members and appointing a new CEO for a replacement.

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Article 43. Corporate Executives

1. Corporate Executives shall meet standards, conditions as stipulated by the law and internal regulations of the Company.
2. At the proposal of the CEO and as approved by the BOD, the Company shall employ such number with such class of Corporate Executives as necessary or appropriate with the structures and the management practices determined by the BOD. Corporate Executives must perform the diligence so that the projected objectives of the operations and organization of the Company can be attained.
3. The CEO and Corporate Executives are entitled to wages, bonus and other benefits as decided by the Board of Directors.
4. The remuneration of Corporate Executives shall be included in the business expenses of the Company in accordance with the law on enterprise income tax, recorded as a separate item in annual financial statements of the Company, and reported to the GMS at an annual meeting.

CHAPTER X

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE CEO AND CORPORATE EXECUTIVES

Member of Board of Directors, the CEO and other Corporate Executives are responsible for implementing their tasks, including tasks as members of sub-committee of the Board of Directors, in an honest and cautious manner for the highest benefits for the Company.

Article 44. Transactions with Shareholders, Corporate Executives and Related Persons thereof

1. The Company shall not provide loans or guarantees to any of the following subjects:
 - a. Shareholder being an individual and his/her related person being an individual.
 - b. Shareholder being an organization and its related person being an individual.
 - c. Related person of Shareholder being an organization, except in the following cases:
 - i. The Company and the Shareholders' related persons being organizations are companies in the same group of companies, or companies having a parent company-subsidary relationship, or companies of a conglomerate, and this transaction must be approved by the GMS or BOD. The transaction valued at 35% or more of the total assets recorded in the most recent 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.
 - ii. Unless otherwise provided by law.
2. The following transactions need approvals from the GMS in advance:
 - a. Granting loans or guarantees to any member of the BOD, the 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, the CEO, and other manager and the Company are companies in the same group of companies, or are companies that having the parent company-subsidary relationship, or companies of the same conglomerate, the transaction shall be approved in advance by the GMS if it is valued at 35% or more of the total assets recorded in the most recent financial statements

of the Company. The transaction valued at less than 35% of the total assets recorded in the financial statements shall be approved by the BOD.

- b. Transactions with any of parties listed below, provided that the contract or transaction is valued at 35% or more 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, the CEO, other managers appointed by the BOD and related persons thereof;
 - ii. Shareholders, authorized representative of shareholders owning more than ten percent (10%) of the total ordinary shares of the Company and related person thereof;
 - iii. Companies related to the subjects mentioned in Clause 2, Article 164 of the Law on Enterprises.
 - c. Contracts, transactions of borrowing and selling of assets with a value of more than 10% of the total assets recorded on the most recent 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.
3. The Board of Directors shall approve the contracts and transactions at Point c, Clause 4 of this Article with a value of less than 10% of the total value of assets recorded in the most recent financial statement.

Article 45. Duty of honesty and avoidance of conflict of interests

1. Members of the BOD, the CEO and other Corporate Executives must disclose the related interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the BOD, the CEO, other Corporate Executives and their Related Persons shall only make use of the information available to him/her during exercising his/her duties for the benefits of the Company.
3. Members of the Board of Directors, the CEO, and other Corporate Executives must inform the Board of Director in written of any transactions between the Company, the Company's subsidiaries, or other companies in which the Company is holding more than fifty percent (50%) of the Charter capital with such members or their Related Persons as regulated by laws. Such transactions shall be decided by the General Meeting of Shareholders or the Board of Directors and must be publicly disclosed by the Company as regulated by provisions of the Law on Securities on information disclosure.
4. Members of the Board of Directors shall not vote on the transactions for the benefits of such members or their related Persons as regulated by the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, the CEO or other Corporate Executives and their Related Person are not permitted to use or disclose to others the internal information to conduct related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, the CEO, other Corporate Executives or their Related Persons shall not be invalid in the following circumstances:
 - a. For a contract or transaction with a value equal to or less than thirty-five percent (35%) of the total asset value recorded in the most recent audited financial reports, key terms of the contract or transaction as well as relationships and interests of the members of the

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Board of Directors, the CEO, Corporate Executives have been reported to the Board of Directors and adopted by the Board of Directors with the majority of members of the Board of Directors who don't have related interest therein; or

- b. For a contract or transaction with a value higher than thirty-five percent (35%) or a transaction resulting in arising transactions within twelve (12) months since the first transaction with a value equal to thirty-five percent (35%) or more of the total asset value recorded in the latest audited financial reports, key factors of the contract or transaction as well as relationships and interest of the members of the Board of Directors, the CEO, Corporate Executives have been reported to shareholders and approved by the General Meeting of Shareholders with the majority of shareholders who don't have related interest therein (Except for contracts or transactions of borrowing, lending and sales of assets between the entities specified in Clause 6 of this Article, who are also shareholders owning fifty-one percent (51%) or more of the total voting shares, or related parties thereof).

Article 46. Responsibility for damages and compensation

1. Member of the Board of Directors, the CEO and other Corporate Executives who violate the responsibility of acting honestly and cautiously or fail to complete their obligations will have to be responsible for damages caused by their violation.
2. The Company shall compensate any person who is or was a party or is threatened to be made a party in appeals, lawsuits or introduction of instance (including civil, administrative cases, but not lawsuits under the initiation of the Company), by reason of the fact that he is or was a member of the Board of Director, the CEO, other Corporate Executives, the Company's employees or representative authorized by the Company having been or being serving at the request of the Company, provided that the person acted in good faith, with caution, and for the best interests of the Company, and in compliance with the Law, and there was no finding or admission of material breach of duty on his part.
3. Compensation expenses include decision cost, fines, practical rising payments, including fee to hire lawyers when these cases are solved under the regulation framework, The Company has rights to buy insurance for such people to avoid compensation obligations mentioned above.

CHAPTER XI

RIGHTS TO INSPECT THE RECORDS AND DOCUMENTS OF THE COMPANY

Article 47. Rights to inspect the records and documents

1. An ordinary shareholder shall have the rights to inspect the records and documents as follows:
 - a. An ordinary shareholder shall have the rights to sight, look up, and make an extract of the information about names and address of Shareholders in the list of Shareholders having voting rights; to request amendments to his/her incorrect information; inspect, copy or make extracts of the Company's Charter, meeting minutes and resolutions of the General Meeting of Shareholders; and
 - b. A Shareholder or a group of Shareholders holding five percent (5%) or more of the total ordinary shares shall have the rights to inspect or make extracts of the book of minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial

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statements, reports of the Audit Committee, contracts or transactions that need approvals from the Board of Directors and other documents, except for documents related to the Company's trade secret and business secret.

2. In the event of authorization of such Shareholder or group of shareholders to inspect records and documents, the representatives must present a letter of authorization from the Shareholder or group of shareholders or a notarized copy of such letter.
3. Members of the Board of Directors, the CEO and other Corporate Executives shall have the right to inspect the Company's Register Book of Shareholders, the list of Shareholders and other books and records of the Company for any purposes relating to their positions on the condition that the information must be treated as confidential.
4. The Company shall keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions and meeting minutes of meetings of the General Meeting of Shareholders and of meetings of the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books, and any other documents in accordance with the Law at the Head office of the Company or another place, provided that the Shareholders and the Business Registration Office have been notified on the keeping place for such documents.
5. The Company's Charter must be posted on the Company's website.

CHAPTER XII

EMPLOYEES AND THE TRADE UNION

Article 48. Employees and the Trade Union

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

CHAPTER XIII

BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 49. Fiscal year

The Company's fiscal year shall begin from the first day of January each year and shall end on the 31st day of December of the same year.

Article 50. Accounting System

1. The Company shall adopt the corporate accounting system or any other system promulgated and approved by the competent authority.
2. The Company shall prepare accounting books in Vietnamese and keep the accounting records in accordance with the law on accounting and related laws. These records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.

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3. The Company uses the Vietnamese dong as the official currency in accounting. In the event that the Company has incurred economic transaction mainly using a foreign currency, the Company may choose such foreign currency unit in accounting and must take responsibilities for that choice and notify relevant tax authorities of their choice.

Article 51. Bank Accounts

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

CHAPTER XIV PROFIT DISTRIBUTION

Article 52. Profit distribution

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the method of annual dividend payment from the Company's retained profits.
2. The Company shall not pay interest on dividend payments or on payments relating to any type of shares.
3. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends by shares, and the Board of Directors shall be the body implementing such decision.
4. Where any dividend payment or other payments relating to one type of shares shall be made in cash, the Company must make such payment in Vietnamese dong. The payment may be made directly or via banks based on the bank details provided by the Shareholders. If the Company makes a bank transfer based on the exact banking detail provided by a Shareholder but such Shareholder cannot receive money, the Company shall not be liable for the amount which it has transferred to the Shareholder entitled to such amount. The payment of dividend in respect of the shares listed/registered on the Stock Exchange Centre may be conducted through a securities company or the Vietnam Securities Depository.
5. Pursuant to the Law on Enterprises, the Law on Securities, the BOD may designate a specific date to be the record date for the list of shareholders. Based on such date, the person who registered as shareholder or the owner of other securities are entitled to receive dividends, interests, profits, shares, notice or any other documents.
6. Other matters related to profit distribution shall be conducted as stipulated by laws.

CHAPTER XV FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATION

Article 53. Annual, semi-annual and quarterly financial statements

1. The company must prepare annual financial statements and such statements must be audited in accordance with the laws. The Company must disclose the audited annual financial

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statements in accordance with provisions of the laws related to information disclosure on the securities market and submit such statements to the competent state authorities.

2. The annual financial statements must include all sheets, appendices, and explanatory notes to the financial statement as stipulated in the law on corporate accounting. Financial statements must reflect honestly and objectively the activities of the Company.
3. The Company must prepare and publish reviewed semi-annual and quarterly financial statements in accordance with provisions of the laws related to information disclosure on the securities market and submit such statements to the competent state authorities.

Article 54. Annual reports

The Company must prepare and publish annual reports in accordance with provisions of the Law on Securities and the Securities market.

CHAPTER XVI

COMPANY AUDITING

Article 55. Auditing

1. The General Meeting of Shareholders shall appoint one (1) independent auditing company or shall approve the list of independent auditing companies and authorize the Board of Directors to select one of such companies to conduct the Company audit for the next fiscal year on the basis of the terms and conditions as agreed with the Board of Directors.
2. The auditing report must be attached to the Company's annual financial statements.
3. Representatives of the independent auditing company providing audit service to the Company shall be invited to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notifications and other information relating to any meeting of the General Meeting of Shareholders and also has the right to express his or her opinions at the General Meeting of Shareholders regarding audit-related matters.

CHAPTER XVII

THE MANAGEMENT OF SUBSIDIARIES

Article 56. Rights, obligations and responsibilities of the Company towards its Subsidiaries

1. Depending on specific legal status of Subsidiaries, the Company shall exercise its rights and fulfill its obligations as a member, owner, or shareholder towards the Subsidiary in accordance with the law and existing agreements between the Company and its Subsidiaries (if any).
2. Contracts, transactions, and other relationships between the Company and its Subsidiaries must be established and performed independently and equally, adhering to the conditions applicable to separate legal entities.
3. If the Company exceeds the authority of the owner, member, or shareholder and compels the Subsidiary to engage in business activities that deviate from normal business practices or to undertake unprofitable activities without providing reasonable compensation during the respective fiscal year, resulting in damage to the Subsidiary, the Company shall be liable for such damage.
4. The Corporate Executive of the Company who is responsible for intervening and compelling the Subsidiary to carry out business activities as prescribed in Clause 3 of this Article shall bear joint liability with the Company for such damage.

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5. In the event that the Company fails to fulfill the compensation obligations prescribed in Clause 3 of this Article, any creditor, member, or shareholder holding a minimum of 01% of the subsidiary's charter capital shall be entitled to act on their own behalf or on behalf of the Subsidiary to demand compensation from the Company for the damage.
6. If the business activities outlined in Clause 3 of this Article are conducted by one subsidiary and result in benefits accruing to another subsidiary, the beneficiary subsidiary shall share joint liability with the Company to reimburse the damaged subsidiary for the benefits received.
7. The Company has the right to request cooperation from Subsidiaries in providing records and reports during the course of conducting internal audit activities. The Board of Directors shall promulgate internal regulations and procedures on audit coordination between the Company and Subsidiaries.

Article 57. Financial statements of the Company and Subsidiaries

1. At the end of the financial year, in addition to the reports and documents required by law, the Company shall prepare the following reports:
 - a. Consolidated financial statements of the Company as prescribed by accounting laws;
 - b. Annual comprehensive report on business performance of the Company and Subsidiaries;
 - c. Comprehensive report on management and operation of the Company and Subsidiaries.
2. Upon request by a legal representative of the Company, the legal representative of the Subsidiary shall provide the necessary reports, documents, and information as required for the preparation of the consolidated financial statements and comprehensive reports of the Company and Subsidiaries.
3. The person responsible for preparing the Company's reports shall utilize the reports stipulated in Clause 2 of this Article to prepare the consolidated financial statements and comprehensive reports of the Company and Subsidiaries, unless there are suspicions that the reports prepared and submitted by the Subsidiary contain misleading, inaccurate, or falsified information.
4. The person responsible for preparing the reports specified in Clause 1 of this Article shall not prepare and submit those reports if they have not received complete financial reports from Subsidiaries. In case the Corporate Executives have taken necessary measures within their authority but fail to receive the required reports, documents, and information from the Subsidiary, the Corporate Executives shall prepare and submit the consolidated financial statements and comprehensive reports of the Company and Subsidiaries. The report may or may not include information from the Subsidiary, but necessary explanations must be provided to avoid misunderstanding or misinterpretation.
5. The annual financial settlement reports, consolidated financial statements, and comprehensive reports of the Company and Subsidiaries must be kept at the Company's head office.
6. In addition to the reports and documents required by law, the Subsidiary must prepare a comprehensive report on purchases, sales, and other transactions with the Company.

Article 58. Related-party transactions between the Company and Subsidiaries

1. The Board of Directors shall issue regulations on the procedures and processes for transactions between the Company and its Subsidiaries, as well as transactions between the Company and its related parties, in compliance with current legal provisions.

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2. The Company is responsible for disclosing and determining the price of related-party transactions in accordance with applicable legal provisions.

Article 59. Representative of the Company's contributed capital and shares at other organizations

1. The authorized representative of the contributed capital or shares of the Company in another organization ("Authorized representative") on behalf of the Company, exercises the rights and obligations of the Company at the Members' Council and the General Meeting of Shareholders in accordance with the Law on Enterprises and relevant laws. All restrictions of the Company on the authorized representative in the exercise of rights and obligations of the Company at the Members' Council and the General Meeting of Shareholders are not valid for a third party.
2. The authorized representative is responsible for attending all meetings of the Members' Council and the General Meeting of Shareholders; exercise the rights and obligations authorized with honesty and prudence to best protect the legitimate interests of the Company.
3. At the request of the Board of Directors of the Company, the authorized representative at Subsidiaries is responsible for:
 - a. Report on the governance and operation of Subsidiaries;
 - b. Report on the performance of rights and obligations of the representative on a quarterly, semi-annual or financial year basis.
4. The authorized representative is responsible to the Company for violating the obligations specified in this article. The Company is responsible to a third party for liabilities arising in the performance of rights and obligations through an authorized representative.

CHAPTER XVIII

SETTLEMENT OF INTERNAL DISPUTES

Article 60. Settlement of internal disputes

1. If any dispute or claim arising in connection with the operations of the Company or rights and obligations of Shareholders in accordance with the Law on Enterprises, the Company's Charter, other provisions of the laws or agreements between:
 - a. Shareholder and the Company; or
 - b. Shareholder and the Board of Director, the CEO or other Corporate Executives.All relevant parties shall try to settle such disputes through negotiation and reconciliation. Except for the dispute relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of the dispute and 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 Board of Directors or the Chairman of the Board of Directors, any party may request appointment of one (01) independent expert who shall act as an arbitrator in the process of settling the dispute.
2. If no reconciliation agreement is reached within six (6) weeks from the date of starting such reconciliation process, or reconciliation proposal of the mediator is not agreed by both parties, any party can bring this case to the Arbitration Center or the competent Court.
3. Each party will bear its own costs relating to procedures for negotiation and reconciliation. Payment of the court expense shall be made in accordance with the judgement of the Court.

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CHAPTER XVIII

TERMINATION OF OPERATIONS AND DISSOLUTION

Article 61. Termination of operations and dissolution

1. The Company may be dissolved in the following circumstances:
 - a. In accordance with a resolution, decision of the General Meeting of Shareholders;
 - b. Upon revocation of the Enterprise Registration Certificate, unless otherwise prescribed by the Law on Tax Administration; or
 - c. Other circumstances provided by the Law.
2. Any resolution to dissolve the Company prior to the expiration of its Term, including any extension thereof shall be passed by the General Meeting of Shareholders and adopted by the Board of Directors. Such resolution must be notified to or approved by the competent authorities, if required, as regulated.

Article 62. Liquidation

1. After the decision to dissolve the Company, the BOD shall establish a Liquidation Board consisting of three (3) members, in which two (2) members shall be nominated by the General Meeting of Shareholders and one (1) member shall be nominated by the BOD from an independent auditing company. The Liquidation Board shall prepare regulations on operation of the Board. The members of the Liquidation Board may be selected among the staff of the Company or independent experts. All expenses arising from the liquidation are payable by the Company with priority of payment over other liabilities of the Company.
2. The Liquidation Board shall be liable to report to the Business Registration Office the date of establishment and the date when it commences its operation. From this time on, the Liquidation Board shall represent the Company in all business related to the liquidation process before the court and administrative offices.
3. Proceeds from the liquidation shall be disbursed in the following order:
 - a. Expenses of liquidation;
 - b. Payments of wages, severance allowances, social insurance and health insurance and other interests of the employees in accordance with the collective labor agreement and signed employment contracts;
 - c. Taxation debts;
 - d. Other debts of the Company; and
 - e. After all the debts from (a) to (d) above have been paid, the balance shall be distributed to Shareholders. Payment of the preferential shares shall be given priority.

CHAPTER XIX

SUPPLEMENTS AND AMENDMENT TO THE CHARTER

Article 63. The Company Charter

1. Amendments and supplements to this Charter must be considered and approved.
2. Any provisions of the Law relating to the operations of the Company not stipulated in this Charter or any new provisions of the Law that is different from this Charter shall be implemented to adjust and govern the operations of the Company.

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CHAPTER XX
EFFECTIVE DATE

Article 64. Effective date

1. This Charter comprising of twenty-one (21) chapters divided into sixty-four (64) articles was approved by the General Meeting of Shareholders of Phat Dat Real Estate Development Corporation on June 30, 2023, and the effectiveness of the full contents of this Charter has been fully agreed upon.
2. This Charter is made in five (5) original copies of equal validity, and kept at the Head office of the Company.
3. This Charter is the unique and official Charter of the Company and supersedes previous Charters of the Company.
4. Copies and extracts of this Charter are valid only when they bear the signature of the Chairman or at least half (1/2) total members of the Board of Directors or notarized by the competent authorities.

THE LEGAL REPRESENTATIVE
THE CHAIRMAN OF THE BOARD OF DIRECTORS

(Signed and stamped)

NGUYEN VAN DAT

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