



KINH BAC CITY GROUP
KINH BAC CITY DEVELOPMENT HOLDING CORPORATION

CHARTER

KINH BAC CITY DEVELOPMENT HOLDING CORPORATION

(Issued according to the Resolution No. 0207/2022/KBC/NQ-HDQT dated July 02nd, 2022 and the Resolution No. 2506/2022/KBC/NQ-DHDCD dated June 25th, 2022)

26th revision

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PREAMBLE

This Charter of KinhBac City Development Holding Corporation (hereinafter referred to as “the Company”) was issued in accordance with the Resolution No. 0207/2022/KBC/NQ-HDQT dated July 02nd 2022 based on the authorization of the General Meeting of Shareholders in Submission No. 1002-2/2022/KBC/TT-HDQT approved by the First 2022 Extraordinary General Meeting of Shareholders under Resolution No. 1002/2022/KBC/NQ-DHDCD dated February 10th 2022 and Resolution No. 2506/2022/KBC/NQ-DHDCD by the General Meeting of Shareholders dated June 25th 2022.

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definition

1. Unless otherwise provided by the terms or context of this Charter, the following terms shall be construed as follows:

a. “Chartered capital” is the capital contributed by all shareholders and stipulated in Article 6 of this Charter.

b. "Voting capital" is the equity, so that the accordingly Owners have the right to vote on attached matters authority to decide of the General Meeting of Shareholders.

c. "Enterprise Law" means the Enterprise Law No 59/2020/QH14 dated June 17, 2020 and documents amending and supplementing a number of articles of the Enterprise Law.

d. "Securities Law" means Securities Law No 54/2019/QH14 dated November 26, 2019.

e. "Establishment Date" is the date the Company is issued the Certificate business registration (business registration certificate and papers of equivalent value) for the first time;

f. "The enterprise manager" is the Chairman of the Board, members of the Board of Directors, General Manager, Deputy General Manager, Chief Accountant.

g. “Enterprise executive” is the General Manager, Deputy General Manager, Chief Accountant, and other executives in accordance with the provisions of the Company’s charter.

h. "Related person" is an individual or organization specified in Clause 46, Article 4 of the Law on Securities;

i. "Major Shareholder" means a shareholder as defined in Clause 18 Article 4 Securities Law.

j. "Term of operation" is the operating period of the Company is stipulated in Article 2 of this Charter.

k. “Vietnam” is the Socialist Republic of Vietnam.

2. In this Charter, any reference to one or some other regulations or documents shall include amendments or replacement documents.

3. The headings (chapters and articles of this Charter) are used for convenience only and do not affect the contents of this Charter.

4. Words or terms defined in the Enterprise Law (if not in conflict with the subject or context) shall have the same meaning in this Charter.

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE AND OPERATION TERM OF THE COMPANY

Article 2. Name, form, head office, branch, representative office and operation term of the company

1. Company name
 - Name in Vietnamese: TỔNG CÔNG TY PHÁT TRIỂN ĐÔ THỊ KINH BẮC – CTCP
 - Name in English: KINHBAC CITY DEVELOPMENT HOLDING CORPORATION
 - Abbreviated name in Vietnamese: TỔNG CÔNG TY ĐÔ THỊ KINH BẮC – CTCP
 - Abbreviated name in English: KINHBAC CITY GROUP
 - Company Logo:



2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.
3. The registered office of the Company is:
 - Address: Lot B7, Que Vo Industrial Park, Phuong Lieu Commune, Que Vo District, Province Bac Ninh, Vietnam
 - Phone: (84-241) 3634 034
 - Fax: (84-241) 3634 035
 - E-mail: info@kinhbaccity.com
 - Website: <http://www.kinhbaccity.vn>
4. The Company may establish a branch and representative office in the area of business to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the permitted law.
5. Unless the company terminates its operation prematurely in accordance with Clause 2, Article 53, the Company's operation term shall start from its establishment date and shall be indefinitely.

Article 3. The legal representative of the Company:

The company has 01 legal representative. The Chairman of the Board of Directors is the legal representative of the Company.

Rights and obligations of the legal representative: The legal representative of the Company is the representative allowing the Company to exercise rights and obligations arising from the transactions of the Company, representing the Company as a **petitioner on civil affairs**, plaintiffs, defendants, persons rights and obligations related to arbitration, court and **other rights and obligations in accordance with the law**. Responsibility of the legal representative shall comply with Article 13 of the Law on Enterprises and other rights and obligations in accordance with current law.

CHAPTER III. OBJECTIVES AND SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Operating objectives of the Company

1. Business lines of the Company are:

- Investment, construction and business of Residential - Urban areas, Resettlement areas, Housing for workers, infrastructure inside and outside industrial parks;
- Construction consulting;
- Design of general plan of construction projects;
- Architectural design of civil and industrial projects;
- Interior and exterior design of projects;
- Industrial and civil, and transportation construction;
- Construction of power projects up to 35KV;
- Production: Construction materials and interior decoration, concrete structures, steel structures;
- Production, processing and erection of steel trusses;
- Lease, renting of workshops or sale of houses built by the Construction companies in industrial parks, housing areas for workers, resettlement areas, residential - urban areas;
- Business of hotels and restaurants;
- Business and construction of golf courses;
- Domestic and foreign investment consulting;
- Bidding consulting;
- Consulting in science and technology and technology transfer;
- Business and development of houses, offices, warehouses;
- Freight forwarding services;
- Entertainment services and other public utilities;
- Commercial services;
- Electronics and informatics services;
- Purchase and sale of: Machines, equipment, spare parts, supplies, raw materials, construction materials, interior decoration products, alcohol, soft drinks, computers, electrical and electronic equipment;
- Agent of forwarding, transport of imported-exported and inland goods by sea, air, rail and road;
- Agent service of transport of imported-exported and inland goods by sea, air, rail and road;
- Services of warehouse leasing, loading and unloading, storage, packaging of goods;
- Inland clearance depot - ICD (only operate with the permission of the Ministry of Finance);
- Planting and exploitation of industrial plants: rubber, cashew, coffee, and other industrial plants;
- Purchase and sale, processing and business of wood products;
- Production and processing of paper and pulp products for domestic consumption and export;

- Exploration and exploitation of minerals;
- Investment, participation in joint ventures and associates for construction of energy, hydropower and thermal power projects;
- Purchase, sale and distribution of electrical equipment;
- Financial investment (including joint ventures, associates with other companies, participation in stock market trading);
- Electricity retail business;
- Construction of transport works (bridges, highways, sewers ...);
- Exploitation, refinement of water, business of water in service of daily life, industry and other purposes.

2. Operating objectives of the Company:

Implementing production and business activities effectively according to the registered business lines, aiming to maximize profits, increase profits for shareholders, create stable work for employees, contribute to the State budget and develop the Company.

Article 5. Scope of business and operation

The company is allowed to conduct business activities in accordance with the business lines specified in this Charter which have been registered and announced changes on the registered contents with the business registration agency and announced it on the National Business Registration Portal.

CHAPTER IV. CHARTERED CAPITAL, SHARES

Article 6. Chartered capital, shares.

1. The Company's chartered capital is: VND 7,676,047,590,000 (*Seven thousand six hundred and seventy-six billion one hundred and forty-seven million five hundred and ninety thousand Vietnamese dong*s).

The total chartered capital of the Company is divided into 767,604,759 shares (*Seven hundred sixty-seven million six hundred and four thousand seven hundred and fifty-nine shares*) with par value of VND 10,000 (*ten thousand Vietnamese dong*s) per share.

2. The company can increase its chartered capital when it is approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company on the date of adoption of this Charter consist of 767,604,759 common shares (*Seven hundred sixty-seven million six hundred and four thousand seven hundred and fifty-nine shares*). The rights and obligations attached to the shares of the Company are stipulated in Article 12 and Article 13 of this Charter.

4. The company can issue preferred shares of all kinds with the approval of the shareholders' meeting and in compliance with applicable law.

5. New common shares prepared to be issued shall have to be prioritized to be offered to existing shareholders at a rate proportional to their percentage of common shares in the Company, unless otherwise provided by the General Meeting of Shareholders. The number of shares that shareholders have not fully paid shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to objects according to the conditions and methods that the Board of Directors deems appropriate, but may not sell such shares under conditions which

are more favorable than conditions offered to existing shareholders, except for cases where shares are sold through the Stock Exchange by auction.

6. The Company may purchase shares issued by the company itself (including redeemable preferred shares) in the methods specified in this Charter and current laws. Shares repurchased by the Company are treasury shares and the Board of Directors may offer for sale in methods consistent with the provisions of this Charter and the Securities Law and relevant guidance documents.

7. The Company may issue other classes of securities when approved by the General Meeting of Shareholders in writing and in accordance with the provisions of the Securities Law and securities market.

Article 7. Stock certificates

1. Every shareholder of the Company is issued a share certificate corresponding to the number of shares and class of shares they own.

2. Stock is a certificate issued by the company and recorded in the journal entries books or electronic data claiming one or some ownership number of shares in that company. Shares must be full of cabinet contents according to the provisions of Clause 1, Article 121 of the Law on Enterprises.

3. In the case that the shareholders have not deposited their shares at an official authority who has the function of depositing for a period of two (02) months (or a longer period as specified in Issuance plan) from the date of full payment for the share purchase as specified in the plan to issue shares of the Company, the person who owned the shares shall receive shares certificate. Shareholder does not have to pay the Company shares certificate printing fees or any kind of fees.

4. In case the certificate of shares is lost, damaged or destroyed to other forms, the shareholders are re-issued by the Company the shares at the request of that shareholder. Shareholder proposal must include the following:

- a) Information about shares which have been lost, damaged or destroyed to another form;
- b) Commitment to be responsible for disputes arising from the re-issuance of new shares.

Article 8. Other securities certificates

Bond certificate or other stock certificate of Company (except letters of offer, provisional certificates and similar documents) are issued with signs by the law representative and the Company's seal, unless the terms and conditions regulate differently.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise prescribed by this Charter and the law. Shares listed on the Stock Exchange are transferred in accordance with the Securities Law and securities market. Shares that have not been fully paid are not transferable and entitled to related benefits such as the right to receive dividends, the right to receive issued stock to increase share capital from equity, the right to buy newly offered stocks and other rights in accordance with the law.

2. In the event of a death of a shareholder, shall or heirs of the estate of the deceased shall be recognized as the person by the Company (or those) who have sole rights or benefits over the shares, but this provision does not release the assets of a deceased shareholder from all responsibilities associated with any shares that such person holds.

3. When a Shareholder is a legal entity that is dissolved, goes bankrupt, merges, splits or changes its form of operation, all rights and responsibilities related to such shareholder's share shall be settled in accordance with provisions of law.

Article 10. Withdrawal of shares

1. In case the shareholder fails to pay the amount in full and on time to buy the shares, the Board of Directors shall notify and have the right to request such shareholder to pay the remaining amount along with the interest on such amount and expenses incurred due to the failure to make full payment to the Company as prescribed.

2. The above payment notice must clearly state the new payment time limit (at least seven days after the date of sending the notice) and the payment location and the notice must specify the case of failure to pay as required, the unpaid shares shall be withdrawn.

3. In case the requirements in the above notice are not fulfilled, before the full payment of all payable amounts, interests and related expenses, the Board of Directors has the right to withdraw such shares. This withdrawal shall include all declared dividends for withdrawn shares that were actually not paid up to the time of withdrawal. The Board of Directors may accept the handover of the withdrawn shares as stipulated in Clauses 4, 5 and 6 and in other cases stipulated in this Charter.

4. The withdrawn shares are considered as the shares offered for sale. The Board of Directors may in person or by proxy sell, redistribute or settle for the owner of the withdrawn shares or other subjects according to the conditions and methods that the Board of Directors deems appropriate.

5. Shares withdrawn are considered shares available for sale according to Clause 3 Article 112 of the Enterprise Law. The Board of Directors can directly or authorize the sale, redistribute or settle to the person who owned the withdrawn shares or to others under conditions and method that the Board of Directors considers appropriate.

6. The notice of withdrawal shall be sent to the owner of the withdrawn shares before the time of withdrawal. The withdrawal is still valid even in case of errors or carelessness in sending notice.

CHAPTER V. STRUCTURE OF ORGANIZATION, MANAGEMENT AND CONTROL

Article 11. Structure of organization, management and control

The structure of organization, management and control of the Company include:

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

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. The shareholder is the owner of the Company, having the rights and obligations corresponding to the number of shares and class of shares they own. Shareholders are only responsible for the Company's debts and other property obligations within the amount of capital contributed to the Company.

2. Common shareholders have the following rights:

a. Attend and speak in General Meetings of Shareholders and exercise the right to vote directly at the General Meetings of Shareholders or through an authorized representatives or to vote remotely, send the vote to meetings by mail, fax, email. Shareholders can attend and vote via online meeting, electronic voting or other electronic forms specified in the Corporation's Internal Corporate Governance. Shareholders send votes through guaranteed mail, fax, and email to the Board of Directors at least (01) day prior to the opening of the meeting. In case of sending guaranteed mail, Head of the Vote Counting Committee of the Meeting has the right to open the votes of that shareholder at the General Meeting of Shareholders.

b. Receive dividends at the rate decided by the General Meeting of Shareholders

c. Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1 Article 127 of the Enterprise Law and other regulations of relevant law;

d. Prioritize the purchase of new shares in proportion to common share ownership of each shareholder in the company;

e. Examine, look up, and extract information about name and contact addresses in the list of shareholders having rights to attend and vote at the General Meeting of Shareholders; request on correction of incorrect information;

f. Review, look up, extract or copy the Charter of the company, the book of minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g. In case the Company dissolves or goes bankrupt, receive a part of the remaining assets corresponding to the rate of shareholding in the Company after the Company has settled its debts (including debt obligations to the state, taxes, fees) and payment to shareholders holding other classes of shares of the Company in accordance with the law;

h. Require Company to repurchase their shares in the cases in compliance with Article 132 of the Enterprises Law;

i. Right to equal treatment. Each share of the same types give owners the equal rights, obligations and benefits. In case the company has different types of shares preferences, rights and obligations associated with all types of shares preferences must be approved by the General Meeting of Shareholders and public to all shareholders.

j. Right to full access to periodic and unusual information

k. Shareholders have the right to the protection of their rights and interests. In case Resolutions of the General Meeting of Shareholders violate the law or the company's Charter; Resolution approved by the Board of Directors against the law or resolution of the General Meeting of Shareholders, the Company's Charter causes damage to the company, shareholders have the right to request The Court and Arbitration to suspend performance, cancel a part or all of the above resolutions according to the provisions of the Enterprise Law;

l. Other rights in accordance with the law and this Charter. Shareholders own preferred shares (if any) has the rights specified in Article 116, Article 117 and Article 118 Enterprise Law.

3. Shareholders or group of shareholders holding five percent (5%) of the total number of common shares or more have the following rights:

a) Request the Board of Directors to convene the meeting General Meeting of Shareholders according to the provisions of Clause 3 of Article 115 and Article 140 of the Law on Enterprises;

b) Review and extract the minutes book and resolutions of the Board of Directors, mid-year and annual financial statements according to the form of the Vietnamese accounting system and reports of the Supervisory Board, contracts and transactions must go through the Board of Directors and other documents except documents related to trade secrets, business secrets of the company;

c) Request the Supervisory Board to check each specific issue related to the management and operation of the company when considered necessary. Requests must be in writing and must include the following contents: full name, contact address, nationality, number legal papers of individuals for shareholders who are individuals; Name, business number or legal document number of the organization, the address of the head office for shareholders who are organizations; number of shares and time of share registration for each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the company; problem to check, purpose of investigation;

d) Propose the issue to be included in the agenda of the General Meeting of shareholder. The request must be in writing and sent to the company is at least three (03) working days before the date opening. The recommendation must clearly state the name of the shareholder, the number of each share type of shareholders, the proposed issue included in the meeting schedule.

e) Other rights in accordance with the law and this Charter.;

4. A shareholder or a group of shareholders owning ten percent (10%) of the total number of common shares or more according to the shareholder list at record date to exercise the right to attend the General Meeting of Shareholders has the right to nominate candidates to the Board of Directors, Supervisory Board in accordance with the Company's charter. Nomination of candidates to the Board of Directors and the Supervisory Board is as follows:

a. Common shareholders form a group to nominate people to the Board of Directors and the Supervisory Board must inform group meetings to shareholders attending the meeting to know before starting the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Supervisory Board, shareholder or group of shareholders as specified in this clause is entitled to nominate one or more person under the decision of the General Meeting of Shareholders as candidate to the Board of Directors and Supervisory Board. In case, the number of candidates nominated by a shareholder or group of shareholders is lower than the corresponding number candidates, they are able to nominate under the resolution of the General Meeting of Shareholders, the remaining number of candidates is determined by the Board of Directors, the Supervisory Board and other shareholders;

Article 13. Obligations of shareholders

Common shareholders have the following obligations:

1. Comply with the company's charter and internal regulations of the Company; abide resolution of the General Meeting of Shareholders, the Board of Directors;

2. Attend the General Meeting of Shareholders and exercise the voting rights through the following forms:

a. Attend and vote in person at the meeting;

- b. Authorize individuals or other organizations to attend and vote at the meeting. Shareholders can authorize members of the Board of Directors to act as his representative at the General Meeting of Shareholders;
- c. Attend and vote through virtual meeting, electronic vote or other electronic forms;
- d. Send votes to the meeting via mail, fax, or email.
- 3. To pay in full and on time the committed number of shares purchased;
- 4. Provide the correct address when registering to buy shares;
- 5. Cannot withdraw capital contributed by common shares from the company in any form, except when the company or another person buys back shares. In case shareholders withdraw part or all of the contributed equity capital contrary to the provisions in this clause, the shareholder and the person with related interests in the company must be jointly responsible for obligations and other property liabilities of the Company within the value of the shares that were withdrawn and damaged;
- 6. Keep the information provided by the company confidentially in accordance with the regulations stipulated in the Charter and law; Only use information provided to exercise and protect legitimate rights and own interests; do not distribute or copy or send information provided by the company to other organizations or individuals.
- 7. Take personal responsibility when performing any of the following acts on behalf of the company:
 - a. Violate the law;
 - b. Conduct business and other transactions for self-interests or serving the interests of other organizations or individuals;
 - c. Pay undue debts before the company encounters financial risk.
- 8. Fulfill other obligations in accordance with this Charter and the current law.
- 9. Shareholders own preferred shares (if any) of the Company have other obligations in accordance with current law.

Article 14. General meeting of shareholders

- 1. The General Meeting of Shareholders is the department with the highest authority of the company. Annual General Meeting of Shareholders is held once a year (01). The General Meeting of Shareholders must be held annually within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the meeting of the General Meeting of Shareholder in case of necessity, but no more than six (06) months from the end of the fiscal year.
- 2. The Board of Directors convenes the Annual General Meeting of Shareholders and choose the appropriate location. Annual General Meeting of Shareholders decides the issues in accordance with the Law and Company Charter, especially approves on annual financial statements and budget for the next fiscal year. In case Audited financial statements of the Company contain qualified opinion, adverse opinion or disclaimed opinion, the Company must invite representative of the approved auditing organization which audited the Company's financial statements to attend the Annual General Meeting of Shareholders and the above representative has the responsibility to attend the Annual General Meeting of Shareholders to explain related contents.
- 3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the Company.
 - b. The number of members of the Board of Directors and the Supervisory Board are less than the minimum number of members as provided for by law.
 - c. Shareholder or group of shareholders as specified in Clause 3, Article 12 of this Charter requires convening the General Meeting of Shareholders. The request to convene a meeting of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, has sufficient signatures of the related shareholders or the written request is made in many copies and gathered all the signatures of the related shareholders;
 - d. The Supervisory Board requests to convene a meeting if the Supervisory Board have reason to believe that the Board of Directors or other managers seriously violate their obligations following Article 165 of the Law on Enterprises or the Board of Directors act or intend to act outside their authority;
 - e. Other cases according to the provisions of the law and the Charter of the company.
4. Convene the extraordinary General Meeting of Shareholders:
- a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, or the Supervisors is less than the minimum number of members as prescribed by law or as received requests specified in Clause 3c and 3d of this Article.
 - b. In case Board of Directors does not convene the General Meeting of Shareholders according to the provisions of Point a, Clause 4 of this Article within the next thirty (30) days, the Supervisory Board must replace the Board of Directors to convene the General Meeting of Shareholders according to the provisions of Clause 3, Article 140 of the Law on Enterprises.
 - c. In case the Supervisory Board does not convene the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article after a period of thirty (30) days, shareholders or group of shareholders having request specified at Point d, Clause 3 of this Article have the right to replace the Board of Directors, Supervisory board to convene the General Meeting of Shareholders as prescribed in Clause 4 of Article 140 of Enterprise Law.
- In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the sequence, procedures for convening, conduct meetings and make decisions of the General Meeting of Shareholders.
- d. All expenses for convening and conducting the General Meeting The shareholders shall be reimbursed by the company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, even expenses for accommodation and travel expenses.
 - e. Procedures for holding the General Meeting of Shareholders are in accordance with the regulations prescribed in Clause 5 Article 140 of the Law on Enterprises.

Article 15. Rights and duties of the General Meeting of Shareholders

- 1. The General Meeting of Shareholders has the following rights and obligations:
 - a. Adopt the Company's development orientation;
 - b. Decide the type of shares and the total number of shares for each class that have the right to offer; Decide the annual dividend of each type of shares;

- c. Elect, dismiss and remove members of the Board of Directors, members of the Supervisory Board;
- d. Decide to invest or sell assets which are worth thirty-five percent (35%) of the total property value or more recorded in the most recent consolidated financial statements of the Company, except in case the Total Assets shown on the separate Financial Statements is greater than the Total assets recorded on the most recent consolidated financial statement, the value is based on the most recent Financial Statements of the parent company
- e. Decision to amend and supplement the company's charter;
- f. Approve annual financial statements;
- g. Decide to buy back over ten percent (10%) of the total shares sold of each class;
- h. Consider and handle violations of members of the Board of Directors, Supervisory Board which cause damages to the Company and Shareholders of the company.
- i. Decide to reorganize, dissolve the Company;
- j. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors, Supervisory Board;
- k. Approve the Internal Governance Regulations; regulations of the Board of Directors, Supervisory Board;
- l. Approve the list of approved auditing firms; decide on which auditing company is approved to inspect the operation of the Company, dismiss the approved auditor when deeming it necessary;
- m. Other rights and obligations in accordance with the law;
- 2. The General Meeting of Shareholders discusses and approves the issues as follows:
 - a. The annual business plan of the Company;
 - b. Audited annual financial statements;
 - c. Report of the Board of Directors on the governance and operational results of the Board of Directors and each member of the Board of Directors;
 - d. Report of the Supervisory Board on business results of the Company, operation results of the Board of Directors, General Manager;
 - e. Report on self-assessment of the operation results of the Supervisory Board and members of the Supervisory Board;
 - f. Dividend rate for each share of each class;
 - g. Number of members of the Board of Directors, Supervisory Board;
 - h. Election, dismissal and removal of members of the Board of Directors, members of the Supervisory Board;
 - i. Decide on the budget or total remuneration and bonus and other benefits for the Board of Directors, Supervisory Board;
 - j. Approve the list of accepted auditing organizations; assign the selected auditing organization to implement inspection on business operation when necessary
 - k. Supplement and amend the company's charter;
 - l. Types of shares and the number of new shares to be issued for each class of stock;
 - m. Divide, separate, consolidate, merge or transform the Company;
 - n. Reorganize and dissolve (liquidate) the Company and appoint people who liquidate;

- o. Decide to invest or sell assets with value of more than thirty-five percent (35%) of total assets retrieved from the most recent Consolidated financial statements of the Company; in case the total assets retrieved from the most recent separated financial statement is bigger than the total assets retrieved from the most recent Consolidated financial statement, the value shall be based on the most recent Consolidated financial statement of the parent company.
- p. Decide to repurchase over ten percent (10%) of the total sold shares of each class;
- q. Approve the internal regulations on corporate governance, the Operation Regulations of the Board of Directors, the Operation Regulation of the Supervisory Board;
- r. Decide the type, total value of bonds and the time to offer convertible bonds and bonds accompanied with warrants.
- s. Grant loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Manager, other managers who are not shareholders and related individuals and organizations of these subjects.
Except for the case of providing loans or guarantees to related organizations by members of the Board of Directors, members of the Supervisory Board, General Manager, other managers of whom the public companies and such organizations are in the same holding or companies, including the parent company - subsidiary company, economic group that the Board of Directors has the authority to approve.
- t. Decide on contracts and approve transactions with total value of thirty-five percent (35%) or more or transactions resulting in a total transaction value occurring within twelve (12) months from the first transaction day with a value of thirty-five percent (35%) or more of the total price asset value recorded on the most recent consolidated financial statement (except when the total asset retrieved from the most recent separated financial statement is bigger than the total asset retrieved from the most recent Consolidated financial statement, the value shall be based on the most recent financial statement of the parent Company) between the company and one in the following objects:
 - Members of the Board of Directors, members of the Supervisory Board , General Manager, other managers and related persons of these objects;
 - Shareholders, authorized representatives of the shareholders that own more than ten percent (10%) of the total common share and their related people;
 - Enterprise where members of the Board of Directors, Supervisory Board, General Manager and other managers of the public Companies must declare according to the provision of Clause 2, Article 164 of the Enterprise Law;In this case, the shareholders who have interests related to the parties in the contracts do not have voting rights.
- u. Decide contracts, borrowing, lending, and selling assets with value greater than ten percent (10%) of the total value of the company's assets are recorded in the most recent financial statements (except in case total assets retrieved from the most recent separate financial statements are greater than the total assets recorded on the most recent consolidated financial statements, the value shall be based on the most recent separate financial statements of the parent company) between the public companies and shareholders owning

fifty-one percent (51%) of the total number of shares with voting rights or more or the related persons of that shareholders.

- v. Other issues in accordance with the law and this Charter.
3. The General Meeting of Shareholders approves the following issues: At the times before the General Meeting of Shareholders approving the financial statements according to the provisions of point f, clause 1 and Point b Clause 2 Article 15 of the Company Charter, the Quarterly / Semi-Annually / Yearly financial statements made by the Company or confirmed by the auditor are considered as the valid financial statements of the Company.
4. Shareholders are not allowed to vote in the following cases:
 - a. Contracts specified in clause 2 of this Article when shareholders or persons related to such shareholders are a party of the contract;
 - b. The purchase of shares of such shareholders or the persons related to such shareholder, except in case the repurchase of shares is made according to the ownership ratio of all shareholders or the acquisition is done through matching orders or public bids on the Stock Exchange
5. All resolutions and issues included in the agenda must be discussed and voted at the General Meeting of Shareholders.

Article 16. Authorized representatives

1. Shareholders, authorized representatives of shareholders who are organizations can directly attend the General Meeting of Shareholders, authorize in writing to one or more individuals or groups of people to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. In case the company shareholder is an organization appoints many authorized representatives, it must specify the specific number of shares and the number of votes for each authorized representative. In case the company shareholders do not specify the number of shares and the corresponding number of votes for each representative' rights, the number of shares and the number of votes shall be divided equally to all authorized representatives

3. Authorization for a representative to attend the General Meeting of Shareholders must be made in writing and has signature regulated as follow:

a. Authorization letter is made in accordance with the law on civil matters and must clearly state the name of the authorizing shareholder; name of authorized individuals and organizations and number of authorized shares; content, scope of authorization; authorization period;

b. In case the institutional shareholder is an authorizing person, the authorization document must be notified for the company and only valid for the company from the date the company receives the text. Documents appointing representatives under authorization must include the following main contents:

- Name, company code number, address of the head office of the shareholders
- Number of authorized representatives and share ownership ratio, the corresponding capital contribution of each representative
- Full name, contact address, nationality, legal document of each individual authorized to be representative;

- The corresponding authorization period of each; in which the date of commencement must be represented;
 - Full name and signature of the legal representative of the shareholder and of the authorized representative;
 - c. In other cases, the authorization document must be signed by shareholder or its legal representative and authorized person to attend the meeting.
 - d. The person authorized to attend the General Meeting of Shareholders must submit the written authorization before entering the meeting room. In case of re-authorization, the attendants must present more original authorization document of the shareholder, the authorized representative of shareholder as an organization (if not registered before).
 - e. Shareholders or authorized representatives attending the General Meeting of Shareholders can send valid authorization document to the company by mail, fax or email. In case shareholders authorize a member of the Board of Directors or Other subjects specified on the authorization form, authorization documents are sent to the Company and authorized party is responsible for signing to ensure the legalization of the document
4. In case a lawyer acts on behalf of the principal to sign the appointment of a representative, the appointment of a representative in this case shall only be considered valid if such appointment is presented with a power of attorney for the lawyer or a valid copy of that authorization letter (if not previously registered with the Company).
5. Except for the case specified in Clause 3, Article 16, the vote of the authorized to attend the meeting within the authorization is still valid in one of the following cases:
- a. The principal has died, has limited civil act capacity or lost civil act capacity;
 - b. The principal has cancelled the appointment of authorization;
 - c. The principal has cancelled the authority of the person performing the authorization.

This provision shall not apply for the case the Company receives the notice of one of the above events before the opening of the General Meeting of Shareholders or before when the meeting is reconvened.

Article 17. Change of rights

1. The change or cancellation of special rights attached to a class of preferred shares takes effect when represented by a shareholder representing sixty-five percent (65%) of the total votes of all approved by shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of a shareholder owning preferred shares may only be passed if it is owned by the number of preferred shareholders of the same type attending the meeting from seventy-five percent (75%) of the total number of preferred shares of that class or more or approved by preferred shareholders of the same class who owns seventy-five percent (75%) of the total number of preferred shares of that class or more who approve in the case of passing a resolution in the form of collecting opinions in writing.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the change of the above-mentioned rights is only valid when there are at least two (02) shareholders (or an authorized representative of them) and hold at least one-third (1/3) of the shares at par value of that class which have already issued. In case there are not enough number of delegates as mentioned above, the meeting shall be held again in thirty days (30) later and the shareholders

holding that class (regardless of the number of people and number of shares) shall be present in person or through an authorized representative, that are considered to be a sufficient number of delegates required. At the above-mentioned separate meeting, the shareholders holding those class of share present in person or through representatives may request on private ballot and each person who has a private ballot has one votes for each owned share of that class.

3. The procedures for conducting such separate meetings are conducted in compliance with the provisions of Article 19, Article 20 and Article 21 of this Charter.

4. Unless the terms of share issuance specify otherwise, special rights associated with classes of shares with preferred rights to some or all of the issues related to profit sharing or the Company's assets shall not be changed when the Company issues more shares of the same class.

Article 18. Convening the General Meeting of Shareholders, the agenda and notice of the General Meeting of Shareholders

1. The Board of Directors convenes the General Meeting of Shareholders or The General Meeting of Shareholders is convened according to the specified provisions at point b or point c Clause 4 Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a. Prepare a list of shareholders who are eligible to join and vote at the General Meeting of Shareholders. List of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 (ten) days before the date of sending meeting invitation of the General Meeting of Shareholders; the Company must disclose information about making a list of shareholders who have the rights to attend the meeting at least 20 (twenty) days before the record date;

b. Provide information and handle complains related to the list of shareholders.

c. Prepare the agenda and content of the meeting;

d. Prepare documents for the meetings;

e. Draft resolution of the General Meeting of Shareholders according to the proposed content of the meetings; list and specific information about candidates in case of voting for members of Board of Director, Supervisory Board.

f. Determine the time and location for the meeting;

g. Inform and send notice of the General Meeting of Shareholders to all shareholders having the right to attend the meeting;

h. Provide usernames and login passwords in order for shareholders and their representatives to access the online General Meeting of Shareholders system, attend and execute voting rights, elect in case the Company conduct online meeting and online voting.

i. Other tasks for the meeting

3. The notification of the General Meeting of Shareholders must include meeting agenda and relevant information on issues which shall be discuss and voted at the meeting and must be sent to all shareholders through all means in order to ensure access to every shareholders' contact addresses. For the shareholders who have already implemented the stock depository, notification of the General Meeting of Shareholders can be sent to the depository institutions and disclosed on the media through State Securities Commission of Vietnam, Stock Exchange, and company's website at the same time. Meeting invitation must include name, head office address, Enterprise

Identification number; shareholders' name and address, time, location and other requirements for attendees.

- If a shareholder has notified the Company in writing about the fax number or email address, meeting notification can be sent to that fax number or email address.
- If the shareholder is a person working in the Company, meeting notification can be put in sealed envelopes delivered to their hands at working site.
- The person who convenes the General Meeting of Shareholders must send a meeting invitation to all shareholders in the list of shareholders having the right to attend the meeting at least twenty-one (21) days before the General Meeting of Shareholders (from the date that the announcement is made duly sent or shipped, is paid shipping fee or is put in the mailbox).
- If a shareholder does not receive the invitation to attend the meeting before the General Meeting of Shareholders due to objective reasons, Shareholders still have the right to attend the General Meeting of Shareholders. Shareholders carry their identity card or citizen identification card when attending the General Meeting of Shareholders.

Agenda and related documents to be voted on of the General Meeting of Shareholders are sent to shareholders or/and posted on the website of the Company. In the case documents are not included with the invitation for the General Meeting of Shareholders, the notice of the meeting must state the specific website for the shareholders to approach, including:

- a. Meeting agenda, documents used in the meeting;
- b. Announcement of nominations and candidates; List and detailed information of candidates if they have been determined in advance for election of members of the Board of Directors, Supervisory Board;
- c. Votes;
- d. Form of appointment of an authorized representative to attend the meeting;
- e. Draft resolutions for each issue in the program meeting.

4. Shareholder or group of shareholders having the ownership ratio mentioned in Clause 3 Article 12 of this Charter at the record date to attend the General Meeting of Shareholders have the right to propose issues to be included in the content of General Meeting of Shareholders. Proposals must be made in writings and must be sent to the Company at least 03 (three) working days before the date of the General Meeting of Shareholders. Proposals must include full name of shareholder, permanent address, nationality, number of citizen identification card or identity card or passport or other legal personal certifications for individual shareholders; name, EID number and establishment decision number, address of the head office for shareholders who are organizations; number and the type of shares such shareholders own, and the contents proposed to be included meeting agenda.

5. In case the person convening the General Meeting of Shareholders rejects a petition specified in Clause 4 of this Article, the reasons must be replied in writing and stated clearly at least 02 working days before the date of the General Meeting of Shareholders. The person who convenes the General Meeting of Shareholders can only refuse the petition if it falls into one of the followings:

- a. The petition was not sent in accordance with the provisions of Clause 4 of this Article;

b. At the time of the petition, a shareholder or group of shareholders do not hold 5% or more of the common shares according to the list of shareholders at the record date for implementation of the right to attend the General Meeting of Shareholders;

c. The proposed issue is not within the authority to decide of the General Meeting of Shareholders.

d. Other cases as prescribed by law and this Charter.

6. The person who convenes the General Meeting of Shareholders must accept to receive and present recommendations specified in Clause 4 of this Article to the agenda and content of the meeting, except for case mentioned at Clause 5 of this Article; recommendations are officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

7. In case all shareholders representing 100% of the shares have the right to vote directly or through authorized representatives at the General Meeting of Shareholders, the decisions approved by the General Meeting of Shareholders are considered valid even if the convening of the General Meeting of Shareholders is not in accordance with the procedures or the content of the vote is not in the agenda.

Article 19. Conditions for conducting a General Meeting of Shareholders

1. The General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents more than fifty percent (50%) of the total number of voting shares.

2. In case the first meeting is not eligible to proceed according to the provisions of Clause 1 of this Article, then the notice of the second meeting invitations must be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents from thirty-three percent (33%) total voting shares.

3. In case the second meeting is not eligible to proceed according to the provisions of Clause 2 of this Article, then notice of the third meeting invitations must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders.

4. Only the General Meeting of Shareholders has the right to decide a change to the agenda which was sent along with the meeting notice as mentioned in Article 142 of the Enterprise Law.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. On the date of the General Meeting of Shareholders, before the opening of the meeting, the Company must carry out procedures for shareholders' registration and must register until all shareholders entitled to attend the meeting have registered.

2. When conducting shareholder registration, the Company shall provide each shareholder or authorized representative who has the right to vote one voting card and/or ballot paper, voting paper (if any), on which there are the registration number, full name of the shareholder or full name of authorized representative and the number of votes/elections of that shareholder or authorized representative. The General Meeting of Shareholders discusses and votes on each issue in the program content. The voting is conduct by agreeing, against and no opinion. Voting procedures are specified in the internal corporate governance and organizational regulations of each meeting.

3. In case the Company holds a General Meeting of Shareholders online and votes online, shareholders and authorized representative (if any) access the meeting system and vote online, attend and exercise the right to vote and elect.

4. The voting results are informed by the Chairman or the Head of the Voting Committee immediately after the results of votes counting and before closing the meeting.

5. Shareholders or authorized representatives attending the General Meeting of Shareholders late may register immediately and then have the right to participate and vote at the meeting. The Chairman is not responsible for stopping the meeting for registration of the late shareholders and the validity of the voting sessions conducted before the late arrival of shareholders shall not be affected.

6. The election of Chairman, secretary and the vote counting committee is regulated as follow:

a) The Chairman of the Board of Directors is the chairperson of the meeting or authorizes to other member of the Board of Directors to be the Chairman of the General Meeting of Shareholders convened by The Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors elect one of them to be the chairperson of the meeting following the majority rule. In case there is no person that can act as chairman, member of the Board of Directors with highest position or Head of Supervisory Board manages the General Meeting of shareholders to elect the meeting chairperson among the attendees and the person with the highest votes leads the meeting.

b) In other cases, the person who signs the convention of the General Meeting of Shareholders controls the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes is appointed to lead the meeting.

c) The Chairman of the meeting appoint the secretaries.

7. Agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The meeting must clearly define and detail the time for each issue.

8. The Chairman has the right to take the necessary measures and to run the meeting in an order, consistent manner according to the approved agenda and to reflect the expectations of most of the shareholders participating.

9. The Chairman of the General Meeting of Shareholders may postpone the meeting specified in Clause 8, Article 146 of the Law on Enterprises.

The Chairman has the right to postpone the General Meeting of Shareholders when the number of people registering to attend the meeting is enough but must not exceed 03 working days from the meeting's intended date and can only postpone the meeting or change the meeting location following cases below:

a) The meeting place does not have enough seats for everyone attending;

b) The media at the meeting place cannot ensure shareholders attending the meeting to participate, discuss and vote;

c) There are people attending the meeting that obstruct, disrupt public order, which threatens the meeting from being conducted fairly and legally;

10. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 9 of Article 20 of this Charter, General Meeting of Shareholders elects

another one from the attending members to replace the chairman until the end of the meeting and validity of votes at that meeting is not affected.

11. The convenor the General Meeting of Shareholders has the right to request shareholders or authorized representatives attending the meeting to be subjected to inspection or other appropriate, legal security measures; require the competent authority to maintain meeting order; expel those who do not comply with the Chairman's executive rights, intentionally disrupt public order, prevent normal progress of the meeting or failure to comply with requirements for security checks.

12. Board of Directors, after careful consideration, can take measures approved by the Board of Directors which are suitable for:

- a. Seats are arranged at the meeting place of the General Meeting of Shareholders;
- b. Ensure safety for everyone presenting at that location;
- c. Create conditions for shareholders to attend (or continue to attend) the meeting.

The Board of Directors has full authority to change the measures mentioned above and all measures shall be taken if the Board deems it necessary. The applied measures may be in the form of entry paper or use other options.

13. In the case the General Meeting of Shareholders applies measures mentioned above, when determining the location of Meeting, the Board of Directors can:

- a. Notice that the meeting shall be conducted at the location in the announcement and the chairman of the meeting shall be there ("Main location for the meeting");
- b. Arrange, organize for shareholders or authorized representatives who cannot attend the meeting under these Terms or people who want to participate in other locations rather than the main location can simultaneously attend the meeting;

Notice about the holding of the meeting does not need to detail the organizational measures under this Article.

14. In this Charter (unless required by other circumstances), all shareholders shall be considered to participate in the meeting at the main location of the meeting.

15. The Company must organize the General Meeting of Shareholders at least once every year. The Annual General Meeting of Shareholders is not organized in the form of questionnaire survey.

16. In case the Company applies modern technology to conduct the General Meeting of Shareholders, the Company has the responsibility to ensure the shareholders' attendance and online voting process or other electronic method pursuant to Article 144 of Enterprise Law and point 3 Article 273 Decree 155/ND-CP dated December 31st 2020 approved by the Government detailing the implementation some articles of the Securities Law.

Article 21. Approval of the resolution of the General Meeting of Shareholders

1. Form of approving resolutions of the General Meeting of Shareholders:
 - a. The General Meeting of Shareholders approves a resolution under the jurisdiction right by way of voting at the meeting or questionnaire survey;
 - b. Resolutions of the General Meeting of Shareholders on the following issues must be approved by means of voting at General Meeting of Shareholders:
 - Company development orientation;
 - Approval of annual financial statements;
 - Company reorganization and dissolution

c. The Board of Directors has the right to obtain shareholders' opinions by documents to approve decisions of the General Meeting of Shareholders at any time if deeming it necessary for the sake of Company. All issues falling under the jurisdiction of General Meeting of Shareholders as stipulated in Article 15 of this Charter, Except for the contents specified at Point b of this Clause, can all be approved by the General Meeting of Shareholders in the form of seeking shareholders' opinions in writing based on procedures in accordance with the law and This Charter.

2. The election of members of the Board of Directors and the Supervisory Board must comply with the provisions of Clause 3, Article 148 of the Law on Enterprise. Specifically, the voting to elect the members of the Board of Directors and the Supervisory Board can follow the method of cumulative voting, which means each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members elected by the Board of Directors or the Supervisory Board and shareholders have the right to accumulate all or part of the total number of votes for one or more candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the highest number of votes counting down, until the number of members reaches the number specified in the Charter of the company. In case there are two (02) or more candidates having the same number of votes for the last member of The Board of Directors or the Supervisory Board, the election shall be conducted again among the candidates with the same number of votes or shall be elected according to the criteria specified in the electoral regulations. In addition, the voting to elect members of the Board of Directors and the Supervisory Board can follow other forms stipulated in the Internal Regulation on Public Governance or Election Regulations of each election of members.

3. The resolution on the following contents shall be adopted if it is represented from sixty five percent (65%) or more of the total number of Shareholders attending and voting at the meeting, except for the case specified in Clause 1 and Clause 2 of this Article; Clause 1 off Article 17 and Clause 9 of Article 22 of This Charter:

- a) Change of industries, professions and business areas;
- b) Change of the company's organizational and management structure;
- c) Reorganization and dissolution of the Company;
- d) Classes of shares and the number of shares of each class having the right to sale;
- e) Investment projects or transactions of buying and selling Company's assets or the Branch which has value greater than thirty-five percent (35%) of the total asset value of the Company calculated according to the most recent audited financial statements.

4. Resolutions are passed when they are approved by the number of shareholders owning more than fifty percent (50%) of the total votes of shareholders all attending and voting at the meeting, except for cases specified in Clauses 2 and 3 of this Article and Clause 1 of Article 17 of the Company Charter.

5. Resolutions of the General Meeting of Shareholders approved equal to 100% of the total number of shares with legal voting rights and are in effect even when the orders and procedures of that decision do not follow the regulations.

Article 22. Authority and procedures for collecting written opinions of Shareholders in order to approve resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders to approve resolutions of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions by documents to approve decisions of the General Meeting of Shareholders as prescribed at Point c, Clause 1, Article 21 of this Charter;

2. The Board of Directors must prepare the ballot paper, draft resolutions of the General Meeting of Shareholders and draft documents of resolution explanations. The feedback forms must be attached to the draft decisions and explanatory documents must be submitted by means guaranteed to reach the registered address of each shareholder. The Board of Directors must ensure to send and publish documents to the shareholders within a reasonable time to consider and vote at least ten (10) days before the deadline for receipt of the feedback forms. The making of a list of shareholders sending ballot paper shall comply with provision of Clause 1 and 2 of Article 144 of the Enterprise Law. Requirements and methods for sending feedback forms and attached documents shall comply with the provisions of Clause 3, Article 18 in This Charter.

3. The ballot paper must contain the following principal details:

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

b. Purpose for collecting opinions;

c. Full name, contact address, nationality, legal documents (citizenship or identity card or passport or other legal personal identifier) of the individual shareholder; name, Enterprise identification number or number of legal documents of the organization, head office address, nationality of Shareholder or authorized representatives of institutional shareholders; amount of shares of each class and number of votes of the shareholder;

d. Issues that need getting opinions to approve decisions;

e. Voting options include agree, disagree and no comments on each issue for opinions;

f. Election method (if any);

g. The deadline to send to the Company the ballot paper that has been answered;

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

4. Replied ballot paper must have signature of individual shareholder, of an authorized representative or the legal representative of the organizational shareholder.

5. Shareholders may send the ballot paper to the company in one of the following ways:

a. By mailing: The written ballot paper sent to the company must be kept in a sealed envelope and no one has the right to open it before counting votes;

b. By fax or email: The ballot paper sent by fax or email must be kept confidential until the time of counting votes.

Ballots returned to the company after the deadline specified in the content of the ballots or opened in the case of mailing and disclosed in case of returning via fax or email are not valid. The ballots not returned to the company shall be regarded as not voting;

6. The Board of Directors counts votes and prepares the vote counting minutes under the witness of the Supervisory Board or shareholders who are not managers of the Company. The vote counting minutes must contain the following principal details:

- a. Name, head office address, number and date of issuance of the Business Registration Certificate, place of business registration;
- b. Purpose and issues that need to be consulted for approval;
- c. Number of shareholders with total voting shares participating in voting, which distinguishes the number of valid and invalid votes and method for sending votes, attached with list of voted shareholders;
- d. Total number of votes: agree, disagree and no opinions for each issue;
- e. Issues that have been approved and the corresponding approved proportion;
- f. Full name and signature of the Chairman of the Board of Directors, legal representative of the company, vote counter and the vote-counting supervisor.

Members of the Board of Directors, vote counter and vote-counting supervisor must be jointly responsible for the truthfulness and verification of the votes counting minutes; jointly responsible for the damages arising from the approved untruthful and inaccurate decisions.

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

8. The completed ballots, the vote counting minutes, the adopted resolution and related documents attached to the ballots are kept at the head office of the company.

9. In case of approving the resolutions in the form of questionnaire survey, the resolutions of the General Meeting of Shareholders shall be approved if it is approved by shareholders who own at least fifty percent (50%) of the total votes of all shareholders who have the voting rights.

10. Resolutions of the General Meeting of Shareholders on negative rights and obligations changes of shareholders who own preferred shares can only be approved if it is approved by shareholders who own the same preferred class from seventy-five percent (75%) or above of the total number of preferred shares of that class in the case of approval through questionnaire survey.

11. Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total number of authorized shares is legal and in effect even if the sequence or procedure of convening the meeting and approval of the resolutions are not as regulated.

Article 23. Resolutions, Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and can be stored in recording or other electronic forms. The minutes must be made in Vietnamese and in other foreign languages with the following main contents:

- a. Name, head office address, enterprise identification number;
- b. Time and location of the General Meeting of Shareholders;
- c. Agenda and contents of the meeting;
- d. Full name of the chairman and secretary;
- e. Summary of the meeting progress and comments made at the meeting General meeting of Shareholders on each issue in the meeting content;

- f. Number of shareholders and total number of shares with voting right of shareholders attending, appendix of registration list of shareholders, representatives of shareholders attending with the corresponding number of shares and number of votes;
- g. Total number of votes for each issue voted on, which clearly states the voting method, total number of valid and invalid votes, agreeing, disagreeing and no-comment votes; the corresponding rate on the total number of votes of shareholders attending the meeting;
- h. The approved issues and the corresponding percentage of votes for approval;
- i. Full name, Signature of the chairman and the secretary.

In case the Chairman and the Secretary decline signing the minutes, the meeting minutes shall still be in effect if it is signed by all other members of the Board of Directors and has all the contents mentioned in this Article. The meeting minutes clearly stated that the Chairman and the Secretary decline to sign the meeting minutes.

Minutes made in both Vietnamese and foreign languages are effective with the same power. In case there are differences in the minutes written in Vietnamese and foreign languages, the contents in the Vietnamese version shall take effect.

2. Resolutions, meeting minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairman and Secretary of the meeting or other people who sign in the meeting minutes must jointly be responsibility for the truthfulness and accuracy of the meeting minutes.

3. Minutes of the General Meeting of Shareholders must be published on the website of the Company within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting. The sending of the minutes can be replaced by posting on the Company's website.

4. Resolutions, meeting minutes of the General Meeting of Shareholders, appendixes of list of shareholders registering to attend the meeting with their signatures, all documents attached in the Minutes (if any) and relevant documents attached with the meeting invitation must be announced according to legal regulations on information disclosure on the securities market and must be kept at Company head office.

5. Resolutions, minutes of the General Meeting of Shareholders, appendixes of list of Shareholders registering to attend the meeting and all other attached appendixes (if any), and relevant material attached with the meeting invitation must be kept at the head office of the Company.

Article 24. Request for cancellation of decisions of the General Meeting of Shareholders

Within ninety (90) days from the date receiving Minutes of the General Meeting of Shareholders or results of Vote counting minutes to collect opinions of the General Meeting of Shareholders, the shareholders/group of shareholders specified in Clause 3, Article 12 of the Company's Charter have the right to request a Court or an arbitrator to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening or collecting Shareholders' written opinions and the decision making of the General Meeting of Shareholders do not complying with the provisions

of the Enterprise Law and the Charter of the Company, except for the cases specified in Clause 11, Article 22 of Article;

2. The order and procedures for decision making and the content of the decision violate the law or the Company's Charter.

In case the decisions of the General Meeting of Shareholders are canceled under a decision of the Court or Arbitrator, the convener of the canceled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 90 days according to the order and procedures prescribed in the Enterprise Law and this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Election and nomination of members of the Board of Directors

1. In case candidates have been pre-determined, information related to the candidates of the Board of Directors shall be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the website of the Company for shareholders to research on these candidates before voting. Candidates for the Board of Directors must have a written commitment to ensure the truthfulness, accuracy and reasonableness of the personal information and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information relating to the Board of Directors' candidates includes the following minimum contents:

- a. Full name, date of birth;
- b. Academic level;
- c. Qualification;
- d. Working history;
- e. Companies in which the candidates are holding the position as members of Board of Directors and other managerial positions;
- f. Evaluation report on the candidate's contribution to the Company, in case that candidate is currently a member of the Board of Directors of the Company;
- g. Benefits related to the Company (if any);
- h. Full name of shareholder or group of shareholders nominating that candidate (if any);
- i. Other information (if any).

2. Shareholders and group of shareholders specified under Clause 4 of Article 12 of this Charter have the right to nominate members of the Board of Directors. Specifically, shareholders or group of shareholders held:

- Exactly 10% are entitled to nominate one (01) candidate;
- From 10% to less than 20% are entitled to nominate up to two (02) candidates;
- From 20% to less than 30% are entitled to nominate up to three (03) candidates;
- From 30% to less than 50% are entitled nominate up to four (04) candidates;
- From 50% above are entitled to nominate up to five (05) candidates;

The above percentages of ownership are calculated on the list of shareholders at the record date to participate in the General Meeting of Shareholders.

3. In case the number of approved candidates elected for the Board of Directors is still insufficient, the current Board of Directors may nominate more candidates or organize a nomination under the mechanism specified by the Company Internal Regulation on corporate governance. The introduction of extra candidates for members of the Board of Directors by the current Board of Directors must be informed clearly and in accordance with the law before the General Meeting of Shareholders votes to elect members of Board of Directors.

Article 26. Composition and term of the Board of Directors

1. The number of members of the Board of Directors is from 03 (three) to 11 (eleven) people. The Board of Directors' composition must ensure the balance between members with knowledge and experience in law, finance, scope of company's business and sexuality. Term of the Board of Directors is 05 (five) years. The term of the members of the Board of Directors is not more than 05 (five) years; members of The Board of Directors can be re-elected with unlimited terms. An individual can only be elected as an independent member of the Board of Directors no more than 2 consecutive terms.

2. The structure of members of the Board of Directors is as follows:

The structure of the Board of Directors of the company must ensure that at least one third (1/3) of the total members of the Board of Directors are non-executive members. The Company needs to limit the maximum number of members of the Board of Directors holding executive positions in the Company to ensure the independence of the Board of Directors.

The number of independent members of Board of Directors shall be in accordance with the law.

3. A member of the Board of Directors shall no longer hold the membership status in the following cases:

a. Such member is not eligible to be a member of the Board of Directors according to the provisions of the Enterprise Law or is prohibited by law to be a member of the Board of Directors;

b. Has a resignation letter and is approved;

c. Such member suffers from a mental disorder and other members of the Board of Directors have professional evidence to prove that such person no longer has the capacity to act;

d. Such member is absent from the meetings of the Board of Directors in continuously six months except under force majeure and during this time the Board of Directors does not allow the member to be absent and has decided that such person's position is vacant;

e. That member is dismissed according to the decision of the General Meeting of Shareholders.

f. Other cases as prescribed by law and this Article.

4. The appointment of members of the Board of Directors must be disclosed according to the provisions of the law on securities and securities market.

5. Members of the Board of Directors are not necessarily the holders of shares of the Company.

Article 27. Powers and duties of the Board of Directors

1. Business operations and affairs of the Company must be supervised or directed by the Board of Directors. The Board of Directors is the authority with the full power to exercise all rights on behalf of the Company except those belonging to the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be determined by law, the Company's Charter, internal regulations and decisions specified by the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
- a. Decide on mid-term development strategy and the company's annual business plan;
 - b. Decide on specific operational goals on a basis approved by the General Meeting of Shareholders;
 - c. Propose classes of shares and total number of authorized shares offered of each type;
 - d. Decide to sell unsold shares within the number of shares to be offered for sale of each class; borrowing capital decision and raising additional capital in other forms;
 - e. Decide on the selling price of shares and bonds of the Company;
 - f. Decide to repurchase shares in accordance with Clause 1 and Clause 2, Article 133 of the Enterprise Law;
 - g. Decide on investment plans and investment projects within the authority and limitations in accordance with the law;
 - h. Decide on market development, marketing and technology;
 - i. Approve purchasing, sale, loan, leasing contracts and other contracts and transactions with value from 35% of total assets or more recorded in the nearest consolidated financial statements of the company's (in case Total Assets listed above in the most recent separate financial statements are greater than the Total Assets recorded in the most recent consolidated financial statement then the value of contracts are based on the nearest separate financial statements of the parent company), except for contracts, transactions under the authority to decide of the General Meeting of Shareholders as stipulated in point d Clause 2 of Article 138, Clause 1 and Clause 3 of Article 167 of Enterprise Law;
 - j. Elect, dismiss and remove the Chairman of the Board of Directors; appoint, dismiss, sign contract, terminate contract with the General Manager and other managers; Decide on salary, remuneration, bonus and other benefits of those managers; appoint an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company, decide the remuneration and other benefits of those members;
 - k. Supervise, direct the General Manager and other managers in running the daily business of the company;
 - l. Decide on the organizational structure, internal management's regulations of the company, decision to set up subsidiary companies, branches, representative office and capital contribution, purchasing shares in another company;
 - m. Approve the agenda, document content for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions of the General Meeting of Shareholders to approve the resolutions;
 - n. Submit annual financial settlement reports, management report on corporate governance to the General Meeting of Shareholders
 - o. Propose dividend payout ratio; decide the deadline and procedures for paying dividends; organize the dividend payment or settlement of losses arising in the business activities;

- p. Propose the reorganization, dissolution of the Company, request for bankruptcy of the Company
 - q. Decide to promulgate the Board of Directors 's Operation Regulations, the internal regulations on corporate governance after being approved by the General Meeting of Shareholders; Decide on the issuance of operating regulations on the subcommittees of Board of Directors (if any), Decide to issue regulations on disclosure of company information;
 - r. Resolve complaints for managers of the Company as well as decide to select a representative of the Company to deal with legal proceedings against that manager;
 - s. Propose the issuance of convertible bonds, bonds attached warrants and other securities.
 - t. Deciding on the public offering of bonds, private offering of bonds, according to the provisions of the Relevant law applies to public companies.
 - u. Assign, decentralize or authorize the Chairman of the Board of Directors or general manager or other managerial staff to sign documents and organize the work within the authority of the Board of Directors without violating the law.
 - v. Amend Article 6 in the Company Charter in accordance with and corresponding to the new charter capital and the number of shares of the Company after finishing each shares or convertible bonds issuance and offering to increase charter capital of Company;
 - w. Other rights and obligations in accordance with the Law on Enterprise, Law on Securities and other regulations.
3. The Board of Directors discusses and approves problems to the extent of the rights and obligations set out in Clause 2 of this Article. Besides, the following issues must be approved by the Board:
- a. Within the scope specified in Clause 2, Article 153 of the Law on Enterprises and except for the case specified in Clause 2, Article 138 and Clause 1 and 3 of Article 167 of the Law on Enterprises, it must be approved by General Meeting of Shareholders, Board of Directors depending on time to decide the implementation, modification and cancellation of the contracts of the Company (including contracts for purchase, sale, merger, acquisitions of companies and joint ventures);
 - b. The appointment and removal of persons authorized as commercial representatives and Lawyers of the Company;
 - c. The borrowing and the conduct of mortgages, secured loans, guarantees and compensations of the Company and other entities allowed by the law but have to ensure the principle of financial safety of the Company;
 - d. The selling of shares and capital contributions of other companies established in Vietnam or abroad;
 - e. The valuation of non-cash assets contributed to the Company which relates to the issuance of stocks or bonds of Company, including gold, land use rights, intellectual property rights, technology and technological know-how;;
 - f. Decision of the price to buy or withdraw shares of the Company;
 - g. Business or transaction issues decided by the Board must be subjected to consent within the jurisdiction and its responsibility;

4. The Board of Directors must report to the General Meeting of Shareholders about its activity situations, in particular, the supervision of the Board of Directors for the General Manager and other executives in the fiscal year. If the Board does not submit a report to the General Meeting of Shareholders, the annual financial statements of the Company shall be deemed invalid and not approved by the Board of Directors.

5. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinates and representative managers to handle work on behalf of the Company, even when the problem requires making evaluation and conclusions.

Article 28. Remuneration, salary and other benefits of members of the Board of Directors

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be distributed to the members of the Board of Directors according to the agreement in the Board of Directors or evenly divided in case of no agreement.

2. The total amount paid to each member of the Board of Directors includes remuneration, expenses, commissions, and rights to purchase shares and other benefits enjoyed from the Company, its subsidiaries and associates and other companies in which the members of the Board of Directors are representatives of the contributed capital must be disclosed in detail in the Company's annual report.

3. Members of the Board of Directors holding executive positions (including the position of Chairman or Vice Chairman), or members of the Board of Directors working in the subcommittees of the Board of Directors, or performing other works which, in the opinion of the Board of Directors, are outside the scope of the normal duties of a member of the Board of Directors, may be paid additionally in the form of a lump sum remuneration, salary, commission, percentage of profits, or otherwise as decided by the Board of Directors.

4. Members of the Board of Directors have the right to be paid for all travels, accommodations, food expenses and other reasonable expenses they have to pay when performing his/ her responsibilities as a member of the Board of Directors, including expenses incurred for attending meetings of the Board of Directors.

5. Members of the Board of Directors may have the Company bought responsibility insurance after the approval of the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of the members of the Board of Directors relating to the violation of the law and the company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed and removed from duty by the Board of Directors.

2. The Chairman of the Board of Directors shall not hold concurrently the title of General Manager.

3. The Chairman of the Board of Directors has the responsibility to convene and chair the General Meeting of Shareholders and Board of Directors' meetings, at the same time the Chairman of the Board of Directors has rights and responsibilities as follows:

a) Set up the operation plans and programs for the Board of Directors;

- b) Prepare programs, content, documents for the meeting; convene and chair the meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Monitor the implementation of the resolutions and decisions of the Board of Directors;
- e) Chair the General Meeting of Shareholders, the meetings of the Board of Directors;
- f) Other rights and obligations in accordance with the Law on Enterprise and Company Charter;

4. The Chairman of the Board of Directors has the responsibility to make sure the Board of Directors sends financial statements, business performance report, corporate governance report, and supervision report of the Supervisory Board to shareholders at the General Meeting of Shareholders;

5. In case the Chairman of the Board of Directors is absent or unable to perform his duties, he must authorize in writing to another member to exercise rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is dead, missing, detained, serving a prison sentence, currently serving administrative handling measures at compulsory detoxification establishments, compulsory education, fleeing from residence, restricted or incapacitated civil acts, having difficulties in cognition or behavior control, being banned by the Court from holding positions, practicing professions or doing certain works, the remaining members elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members agree until a new decision of the Board of Directors is issued.

If the Chairman of the Board of Directors submit a resignation letter or is dismissed or removed, the Board of Directors must elect and replace other person within ten (10) days from the date receiving the resignation letter or being dismissed or removed.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected in the first meeting of the Board of Directors' term within seven (07) working days from the end of the election of the Board of Directors during that term. This meeting is held by the member with the highest vote or the highest percentage of votes. In case there are more than one (01) member with the highest and equal number of votes, the members elect based on the majority principal to choose one (01) from them to convene the meeting of Board of Directors.

2. The Chairman of the Board of Directors must send a notice of invitation to the meetings of the Board of Directors (which specifics agenda, time and place of the meeting, issues to be discussed and decided) at least 03 (three) working days before the scheduled meeting date. The Chairman can convene a meeting at any time when consider it necessary for the interest of the Company, but at least once per quarter.

3. The Chairman of the Board of Directors convenes meeting of the Board of Directors without delay or plausible reasons, when one of the subjects below requests in writing to present the purpose of the meeting and issues to discuss:

- a. Board of Supervisors;
- b. Chief Executive Officer or at least five (05) other managers;
- c. Independent member of the Board of Directors;

d. At least two (02) members of the Board of Directors;

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request mentioned in Clause 3 of this Article. In case Chairman of the Board of Directors does not accept to convene a meeting on being requested, then the Chairman must be responsible for any damage that occurs to the Company; the persons who propose to organize the meeting mentioned in Clause 3 of this Article may represent the Chairman to convene the Board's meeting.

5. In case there is a request from the audit organization approved to audit the financial statements of the Company, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss audit reports and company situation.

6. Meeting address: Meetings of the Board of Directors shall be conducted at the registered address of the Company or other addresses in Vietnam or in foreign countries under the decision of the Chairman of the Board of Directors and at the consent of the Board of Directors.

7. The time limit for sending meeting invitations to members of the Board of Directors and Controllers must satisfy the requirements specified in Clause 2 of this Article. Members of The Board of Directors may decline the meeting invitation in writing, which can be changed or canceled by written documents of such members of the Board of Directors. The notice of the meeting of the Board of Directors must be written in Vietnamese and must fully inform the agenda, time, location of the meeting, enclosed with necessary documents on the issues discussed and voted at the meeting and voting paper of the Board of Directors.

Meeting invitations are sent through invitation paper, phone, fax, email or other means, but it must make sure to reach the address of each member of the Board of Directors registered at the Company. The person in charge of Corporate Governance and/or the Secretary of the Company can participate in the meeting and be appointed as the Secretary of the Meeting. In case these subjects above are absent, the Chairman of The Board of Directors or the convener shall appoint another person to act as the meeting secretary.

8. Minimum number of Attendees: Meetings of The Board of Directors can only be conducted and approve the resolutions when at least 3/4 (three quarters) of the members of the Board are present in person or through an authorized person if is approved by the majority of members of the Board of Directors.

In case the first meeting does not have enough participants according to regulations, the second meeting is convened within seven (07) days from the intended date of the first meeting. In this case, the meeting is conducted if there are more than half (1/2) of the members of the Board of Directors or a legally authorized representative attending the meeting.

9. The Chairman of the Board of Directors or the convener sends meeting invitations and documents used in the meeting to the Supervisors as to the members of the Board of Directors. Supervisors have the right to participate in the meetings of the Board of Directors, have the right to speak and discuss but do not have the right to vote on issues that need to be approved.

10. Voting.

a. Except for the provisions in point b, Clause 10 of this Article, members of the Board of Directors are considered attending and voting at the meeting in the following cases:

- Attend and vote directly at the meeting;

- Authorize another person to attend the meeting and vote if a majority of members of the Board of Directors approve;
- Attend and vote through online conferences, electronic voting or another similar forms;
- Send votes to the meeting by mail, fax, email.
- Send vote through other means accepted by the law.

Where the vote is sent to the meeting through letters, votes must be contained in closed envelopes and must be transferred to the Chairman of the Board of Directors at the latest one **(01)** hour before the opening. Vote is only open at the witness of all people attending the meeting.

Each member of the Board of Directors or authorized person representing directly as an individual at the Board meeting shall have only one **(01)** vote;

b. Members of the Board of Directors are not allowed to vote on contracts, transactions or proposing If such member or person related to that member has interests and interests that conflict with or may conflict with the interests of the Company. Members of the Board of Directors shall not be counted in the minimum number of delegates required to be able to hold a meeting of the Board of Directors about the decisions for which such member is not entitled to vote;

c. As specified in point d Clause 10 of this Article, when there is a problem in the Board of Directors' meeting related to benefits of members of the Board of Directors or related to the right to vote of a member, that matters cannot resolved by voluntary waiver of the right to vote of relevant members of the Board of Directors, such arising issues shall be forwarded to the Chairman of the meeting and the Chairman's decisions related to all members of the Board shall be valid as the final decision, unless the nature or scope of benefits of a member of the board of directors has not been fully announced;

d. Any member of the Board of Directors benefiting from Contracts specified in point a and point b Clause 6 of Article 41 of this Charter shall be considered to have a substantial interest in that contract.

11. Publicity of benefits: Members of the Board of Directors who directly or indirectly benefit from a contract or transaction that is signed or is expected to be signed with the Company and acknowledge that he/she has an interest in it, have to publicize the nature, content of that benefit in the first meeting which considers the signing of this contract or this transaction of the Board of Directors. Or this member can publicize this benefit at the first meeting of the Board of Directors after he/she has discovered his/her benefits or shall benefit in the transaction or related contract.

12. Majority voting: The Board of Directors approves the resolutions and make decisions following the approval of the majority of the members of the Board of Directors presenting (above 50%). In case the number of votes for and against is equal to each other, the Chairman's vote shall be the decisive vote.

13. The voting of absentees: a member of the Board of Director who is absent may vote on the issues needed voting of the Board through mailing. This vote must be forwarded to the Chairman or if unable to be sent to the Chairman, to the Secretary but no later than 01 hour before scheduled meeting time. This vote can only be open under the witness of all the attendees.

14. Meeting on phone or by other means: Meeting of The Board of Directors can be organized in the form of an agenda among members of the Board of Directors when all or some members are in different locations under the condition that each member attend the meeting can:

- a. Listen to each other member of the Board of Directors speaking during the meeting;
- b. If he wishes, he can speak to all of the attendees at the same time.

The exchange among members can be done in person, by phone or by other means of communications (including the use of this means at the time of approval of this Charter or later) or a combination of all these means. According to this Charter, each member of the Board of Directors participating in such meeting is considered "present" at that meeting. Meeting location held according to this regulation is the place where most of the Board of Directors gathers, or if there is no such group, the location is where the Chairman is present.

Decisions approved through a meeting call which is organized and conducted in a legal way shall take effect immediately at the end of the meeting but must be confirmed by the signatures of all members of the Board of Directors in the meeting minutes.

15. The resolution in the form of opinion collecting in writing shall be approved on the basis of the majority of members of The Board of Directors with voting rights. This resolution has the same effect and validity as the resolution approved at the meeting.

16. Meeting minutes of the Board of Directors:

a. Meetings of the Board of Directors must be recorded in writing and can be voice recorded, video recorded and stored as other electronic means. The minutes must be made in Vietnamese and can be made in foreign languages.

b. The minutes of the Board of Directors meeting include the following main contents:

- Name, head office address, enterprise code;
- Time and location of the meeting;
- Purpose, agenda and contents of the meeting;
- Full name of each member or the authorized person attending the and how to attend the meeting; full names of members not attending the meeting and the reasons;
- The issues to be discussed and voted at the meeting;
- Summarize the statements of each member attending the meeting following the sequence of the meeting;
- Voting results in which members agree into, disapprove and have no opinion;
- The issues approved and the corresponding rate of the vote approved;
- Full name and signature of the Chairman and the person making the minutes. In case the chairperson or minutes-recorder refuses to sign the minutes meeting but if all other members of the Board of Directors attend and agree to approve the meeting minutes, sign and contain all the contents as prescribed in Clause 1 of this Article. Clause 1, Article 158 of the Law on Enterprises, this minutes shall still take effect.

The minutes of the meeting clearly states that the chairperson and the minutes-recorder refuse to sign the minutes of the meeting. The persons who sign the minutes of the meeting are jointly responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The chairperson, minutes-recorder are personally responsible for damage caused to the enterprise due to the refusal to sign the minutes of the meeting in accordance with this Law, the Company's charter and other relevant laws.

c. Chairperson, minutes-recorder and those who sign in the record are responsible for honesty and truthfulness of the contents of the minutes of the Board of Directors' meeting.

d. Minutes of the Board of Directors meeting and other documents used in Meetings must be stored at the Company's headquarters.

e. The minutes made in Vietnamese and in foreign languages have the same legal effect. In case there are differences between the two versions of Vietnamese and foreign language, the Vietnamese contents shall be is applicable.

17. Persons invited to attend the meeting: General Manager, other managers and experts from a third party can attend the meeting of the Board of Directors at the invitation of the Board of Directors and have the rights to speak, discuss along with the Board of Directors but cannot vote.

Article 31. Sub-committees under the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policy, human resources, salary and bonus, internal audit, risk management. The number of members of the subcommittee is determined by the Board of Directors, but should have at least three (03) people including members of the Board of Directors and outsiders. Independent members / non-executive members of Board of Directors should make up a majority in the subcommittee and one of these members is appointed as Head of the subcommittee under the decision of the Board of Directors. The subcommittee's activities must comply with the Board's regulations. Subcommittee's resolutions are only effective If they are approved by a majority of members who attend and vote the meeting of the subcommittee as members of the Board of Directors.

2. The implementation of decisions of the Board of Directors, or of the subcommittees under the Board of Directors, or of the person who is a member of the Board of Directors subcommittee must comply with the current law provisions and the provisions of the company charter.

Article 32. 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 to support effective corporate governance activities. The person in charge of corporate governance can concurrently hold the position of Company Secretary under Clause 5 Article 156 of Enterprise Law.

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

- a. Have knowledge about the law;
- b. Not concurrently work for an approved audit organization performing an auditing of the financial statements of the Company;
- c. Other standards as prescribed by law, this Charter and decisions of the Board of Directors.

3. The Board of Directors may dismiss the person in charge of corporate governance when necessary but not contrary to the current labor law. The Board of Directors may appoint Assistant in charge of the corporate governance from time to time.

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

- a. Advise the Board of Directors in organizing the General Meeting of Shareholders according to the law and works related between Company and Shareholders;
- b. Prepare meetings of the Board of Directors, Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or Supervisory Board;
- c. Consult about the procedures of the meetings;

- d. Attend meetings of the Board of Directors, consult and discuss but does not have the right to vote about issues needed approving in the meetings;
- e. Consult procedures for making resolutions of the Board of Directors in accordance with the law and the Company's Charter;
- f. Provide financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors and Supervisors;
- g. Supervise and report to the Board of Directors on information disclosure activities;
- h. Act as a contact point with related parties;
- i. Protect information confidentiality according to the provisions of law and the Company's Charter;
- j. Other rights and obligations as provided by law and Company's Charter.

CHAPTER VIII. GENERAL MANAGER AND OTHER EXECUTIVES

Article 33. Organization of management apparatus

The company shall issue a management system under which the management apparatus shall be responsible for and under the leadership of the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's day-to-day business. The company has a General Manager or several Deputy General Manager and a Chief Accountant and other titles appointed by the Board of Directors. General Manager and Deputy General Managers can concurrently be a member of the Board of Directors. The General Manager cannot concurrently hold the title of Chairman of the Board of Directors. The appointment, dismissal and removal of these above positions must be done by resolutions of the Board of Directors.

34. Business executives

1. The company executives includes: General Manager, Deputy General Managers and Chief Accountant.
2. At the proposal of the General Manager and the approval of the Board of Directors, the Company can recruit other executives with the quantity and standards consistent with the Company's management structure and regulations set by the Board of Directors. The Business executives must be responsible for assisting the Company in achieving its operational and organizational goals.
3. The General Manager is paid salary and bonus. Salary and bonus of the General Manager shall be decided by the Board of Directors.
4. Executive salaries are included in Company's business expenses in accordance with the law on corporate income tax, are shown as separate item in the annual financial statements of the Company and must report to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, duties and authorities of the General Manager

1. Appointment: The Board of Directors shall appoint a member of the Board or hire another person as General Manager. General Manager is the person managing the daily business operation of the company; is under supervision the Board of Directors; takes responsibility before the Board of Directors and the law on the conducting of assigned rights and obligations. The Board of Directors shall sign a contract specifying the salary, bonus, remuneration, and benefits and other related terms. Information about remuneration, salary, benefits, and other benefits of the General

Manager must be reported in the Annual General Meeting of Shareholders, shown as a separate item in the Annual Financial Statements and the Annual Report of the Company.

2. The term of General Manager shall not exceed five (05) years and may be re-appointed with unlimited terms. The appointment may expire based on the provisions of the labor contract. The General Manager is not someone that is prohibited by law from holding this position and must meet standards and conditions prescribed by the law and the Company's Charter.

3. Rights and duties: General Manager has following rights and responsibilities:

a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;

b. Decide all issues that do not require resolutions of the Board of Directors, including on behalf of the Company to sign financial and commercial contracts, organizing and operating daily production and business activities of the Company following the best management practices;

c. Propose to the Board of Directors on the organizational structure plan, internal management regulations of the Company ;

d. Propose measures to improve operations and management of the company;

e. Propose the number of business executives that the company needs to hire so that the Board of Directors can appoint or dismiss when necessary in order to apply the activities and good management structures proposed by the Board of Directors, and advise the Board of Directors to decide on the salary, remuneration, benefits, and interests of the business executives;

f. Appointment, dismissal, removal of managerial positions in the company, except for those who are under the authority of the Board of Directors.;

g. Decide the salary, bonus and other benefits for employees, including managers under the authority of the General Manager.

h. Consult with the Board of Directors to decide the number of employees, salary, allowance, benefits, appointment, dismissal and other terms relating to their labor contract;

i. Submit to the Board of Directors for approval of the detailed business plan for the next fiscal year on the basis of meeting the requirements of appropriate budget as well as annual financial plan.

j. Prepare long-term, annual and monthly estimates for the Company (hereinafter referred to as the cost estimates) for long-term, annual and monthly management activities of the Company according to the business plan. Annual cost estimates (including balance sheet, business activity report and expected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include information specified in the regulations of the Company.

k. Execute the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

l. Perform all other activities in accordance with provisions of this Charter and the regulations of the Company, resolutions of the Board of Directors, General Manager's labor contract and the law;

m. Labor recruitment;

n. Propose a plan to pay dividends or handle business losses.

4. Report to the Board of Directors and shareholders: The General Manager is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers and must report to these agencies when required.

5. The General Manager of the Company ceases to exist under the following cases:

a. Dismissal and removal: The Board of Directors can dismiss the General Manager when 2/3 (two thirds) of the members of the Board of Directors or more vote in favor (in which it does not count the vote of the General Manager in case the General Manager is a member of the Board of Directors) and appoint a new General Manager for replacement. The General Manager who is dismissed or removed has the right to object to this removal at the nearest General Meeting of Shareholders;

b. No longer meet the criteria and the conditions in accordance with the Company's Charter and regulations under the law;

c. Labor contract expires and either party or parties decide to terminate the contract;

d. Resignation has been submitted and approved by the Board of Directors.

Article 36. Secretary of the Company

The Board of Directors shall appoint one (or more) person to be the Company Secretary with the term and conditions decided by the Board of Directors. The Board of Directors may dismiss the Secretary of the Company when necessary but not contrary to the current labor law. The Board of Directors may also appoint one or more Company Secretary Assistants from time to time. The role and duties of the Company Secretary include:

a. Prepare meetings of the Board of Directors and the Board of Supervisors and the General Meeting of Shareholders as ordered by the Chairman of the Board of Directors or the Board of Supervisors;

b. Make minutes of meetings;

c. Advice on procedures of meetings;

d. Ensure that the resolutions of the Board of Directors are in accordance with the law;

e. Provide financial information, copies of the Board's meeting minutes and other information for members of the Board of Directors and the Board of Supervisors.

f. Assist members of the Board of Directors in performing their assigned rights and obligations;

g. Assist the Board of Directors in applying and implementing the corporate governance principles;

h. Assist the company in building shareholder relations and protecting the legitimate rights and interests of shareholders;

i. Assist the company in adhering to the obligations to provide information, disclosing information and administrative procedures.

The Company Secretary is responsible for information security in accordance with the law and the company's charter.

CHAPTER IX. SUPERVISORY BOARD

Article 37. Election and nomination of Supervisors

1. The election and nomination of Supervisors shall be implemented in the same manner as stipulated in Clause 1, Article 25 of this Charter

2. Shareholder and group of shareholders as stipulated in Clause 4, Article 12 of This Charter are entitled to nominate candidates for the Supervisory Board. Specifically, a shareholder or group of shareholders hold:

Shareholder or group of shareholders holding the number of common shares have the right to vote:

- Exactly 10% to nominate 01 candidate
- From over 10% to less than 20% to nominate two (02) candidates;
- From 20% to less than 30% to nominate up to three (03) candidates
- From 30% to less than 50% to nominate up to four (04) candidates;
- From 50% or more to nominate up to five (05) candidates;

The above share-holding rates are calculated on the shareholder list at the record date to exercise the right to attend the General Meeting of Shareholders

3. In case the number of candidates for the Supervisory Board through nomination and candidacy is not enough, the current Supervisory Board may nominate more candidates or organize the nomination in accordance with the Internal Regulations on Corporate Governance and Operation Regulations of the Supervisory Board. The introduction of more candidates by the current Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 38. Supervisors

1. The number of members of the Board of Supervisors must be from 03 (three) to 05 (five) people. The term of a Supervisor is no more than 5 years and may be re-elected with an unlimited number of terms.

2. Supervisors must meet the standards and conditions according to the provisions of Article 169 of the Law on Enterprises, Company's Charter and do not fall within these issues:

- a. Work in accounting and finance department of the company;
- b. A member or employee of an independent auditing company that audits the financial statements of the company in the previous three (03) years.

3. Supervisors elect one (01) of them to act as the Head of the Committee according to the majority rule. The Supervisory Board must have more than half of the members residing in Vietnam. The Head of the Supervisory Board must have a bachelor degree or more under majors of economic, finance, accounting, auditing, law, business administration and other majors related to the company's business activities. Supervisory Board must be a professional auditor or accountant work full-time at the Company. Head of Supervisory Board has the following rights and responsibilities:

- a. Convene a meeting of the Supervisory Board;
- b. Request Board of Directors, General Manager and Other executives to provide relevant information to report to the Supervisory Board;

- c. Prepare and sign reports of the Supervisory Board after consulting the Board of Directors to submit to the General Meeting of shareholder.
- 4. Members of the Supervisory Board are elected, dismissed and removed by the General Meeting of Shareholders.
- 5. Supervisors are dismissed in the following cases:
 - a. No longer meet criteria and conditions to be a Supervisor according to the provisions of Article 169 of the Enterprise Law and Clause 2 of this Article;
 - b. Such member suffers from mental disorder and other members of the Supervisory Board have professional evidences to prove that such person is no longer capable of acts.
 - c. Such member resigns with a written notice sent to the Company's headquarter and has been approved;
- 6. Supervisors shall be dismissed in the following cases:
 - a. That member is prohibited by law to be a Supervisor;
 - b. Failure to complete assigned tasks or work;
 - c. Failure to execute perform rights and obligations in six (06) consecutive months, unless under majeure force.
 - d. Serious violations or repeated violations of obligations of the Supervisors provided by the Law on Enterprises and Company rules.
 - e. Others according to resolutions of General Meeting of Shareholders.

Article 39. Supervisory Board

- 1. The company must have a Supervisory Board and the Supervisory Board shall have powers and obligations as prescribed in Article 170, Article 171 of The Enterprise Law and this Charter, mainly the rights and responsibilities following:
 - a. Propose and recommend the General Meeting of Shareholders to agree on the list of auditing organizations approved to audit the Company's financial statements; decide on an approved audit organization to inspect the company's operations when deeming it necessary ;
 - b. To be responsible to shareholders for supervising activities;
 - c. Supervise the company's financial situation, the legality in the activities of the members of the Board of Directors, General Manager and other managers.
 - d. Ensure the cooperation within the Board of Directors, General Manager and Shareholders.
 - e. In case of detecting violations of the law or the company's charter by members of the Board of Directors, General Manager and other business executives, they must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to stop the violations and propose solutions to overcome consequences;
 - f. Establish the Regulations on the operation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.
 - g. Report to the General Meeting of Shareholders according to Article 290 of Decree No. 155/2020/ND-CP dated December 31st, 2020 of The Government detailing the implementations of a number of articles of the Securities Law.
 - h. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the workplace of managers and employees of the Company in work time.

i. Have the right to request the Board of Directors, members of the Board of Director, Director (General Manager) and other managers provide full, accurate and timely information and documents on the management, administration and business activities of the Company.

j. At the request of a shareholder or a group of shareholders in Clause 3, Article 12 of this Charter, the Supervisory Board shall conduct inspection within seven (07) working days from the date received the request. Within fifteen (15) days from the completion of the inspection, the Supervisory Board must report on issues that are required to be checked to the Board of Directors and shareholder or group of shareholders. The inspection by the Supervisory Board specified in this clause shall not interfere with the normal operation of the Board of Directors, nor cause disruption to business operations of the company.

k. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement and improve the organizational structure of management, supervision and administration of business activities of the company.

l. Attend and participate in discussions at the General Meeting of Shareholders, Board of Directors and other meetings of company.

m. Other rights and obligations as prescribed by the Law and this Charter

2. Review the results of the internal investigation and management feedback. Members of the Board of Directors, General Manager and other business executives must provide all information and documents related to the Company's operations at the request of the Board of Supervisors. The person in charge of corporate governance must ensure that all copies of financial information and other information provided to the Board members and copies of the Board meeting minutes must be provided to the members of Board of Supervisors at the same time they are provided to the Board of Directors.

3. The Supervisory Board operates in accordance with its own Regulation after being approved by the General Meeting of Shareholders. The Supervisory Board must meet at least 02 (two) time a year and the meetings are held when there are two thirds (2/3) or more of the Supervisors attending. Meeting minutes of the Supervisory Board must be specific and clear. The person recording the minutes and the members of Supervisory Board attending must sign on the meeting minutes. The meeting minutes must be kept in order to determine responsibilities of each members of the Supervisory Board.

4. Remuneration, salary and other benefits of the Supervisory Board shall be decided by the General Meeting of Shareholders. Travel hotels and other reasonable expenses shall be paid to Supervisors when they attend meetings of the Supervisor Board or when conducting other activities of the Supervisory Board. Salary and operating expenses of the Supervisory Board are charged to the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and regulations and are recorded as a separate item in the annual financial statements of the Company.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF SUPERVISORY BOARD, GENERAL MANAGER AND OTHER EXECUTIVES

Article 40. Responsibility of prudence

Members of the Board of Directors, General Manager and other business executives are responsible for performing their duties, including duties as members of the Board of Directors' subcommittees, honestly and in a manner that is at the best interest of the Company and with the degree of care that a prudent person should have when holding the same position and in similar circumstances.

Article 41. Responsibility to be honest and avoid conflicts of interest

1. Member of the Board of Directors, Supervisory Board, General Manager and other executives must disclose related interests in accordance with Article 164 of the Law on Enterprises and other legal regulations.

2. Members of the Board of Directors, Supervisory Board, General Manager, and other executives and their related persons may only use information obtained through their positions to serve interests of the Company and must not use or disclose to others inside information to perform related transactions.

3. Members of Board of Directors, Supervisory Board, General Manager and other business executives are obliged to notify in writing to the Board of Directors and Supervisory Board of transactions between the company, its subsidiaries, companies in which the company holds control over fifty percent (50%) or more of the charter capital with the member itself or with the related persons of that member in accordance with the law. For these above transactions which are approved by the General Meeting of Shareholders or the Board of Directors, the public company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisors, General Manager, other executives and related individuals and organizations of them or the companies, partners, associations, or organizations of which members of the Board of Directors, Supervisors, General Manager, other executives or related persons to them are members, or have related financial interests that are not disabled in the following cases:

a. For contracts with value less than or equal to thirty five percent (35 %) of the Total Asset value recorded in the most recent financial statements (Except when total assets recorded in the most recent separate financial statement is greater than total assets recorded in the most recent consolidated financial statement, based on the most recent separate financial statements of the parent company), the key contents of the contract as well as the relationships and interests of members Board of Directors, Supervisors, General Manager, other executives have been reported to the Board of Directors or sub-committee. At the same time, the Board of Directors or that subcommittee has allowed such contracts or transactions to be performed in a manner of honesty by a majority of the votes of the members of the Board of Directors who have no related interests, or;

b. For contracts with a value greater than thirty five percent (35%) of the total Asset value recorded in the most recent financial statements (Except when total assets recorded in the most

recent separate financial statement is greater than total assets recorded in the most recent consolidated financial statement, based on the most recent separate financial statements of the parent company), the key contents of the contracts or transactions as well as the relationships and interests of members of the Board of Directors, Supervisors, General Manager, other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests;

c. Such contract or transaction is deemed to be fair and reasonable by an independent consultancy organization in all respects related to the Company's shareholders at the time when this transaction or contract is approved by the Board of Directors or a sub-committee under the Board of Directors or shareholders.

5. Members of the Board of Directors, members of the Supervisory Board, General Manager, other business executives and persons related to these above members are not allowed to use the company's unlisted information or disclose it to others to make related transactions.

6. Members of the Board of Directors are not allowed to vote for transactions that benefit that member or related persons of that member as provided by Enterprise Law and this Charter.

Article 42. Responsibility for damage and compensation

1. Responsibility for damage: Member of Board of Directors, Supervisors, the General Manager and other business executives violating their obligations, responsibilities to be honest and prudent, and failing to fulfill their obligations with due diligence and professional competence shall be held responsible for damages caused by their violations.

2. Compensation: The company compensates people who have, are, or may become a party involved in complaints, lawsuits or prosecutions (including civil, administrative cases and are not lawsuit filed by the Company as the petitioner) if such person has been or is currently a member of the Board of Directors, Supervisors, General Manager or other executives, employees or a representative authorized by the company, or such person has been or is acting at the Company's request as a member of the Board of Directors, business executive, employee or authorized representative of the Company provided that such person has acted honestly, prudently and diligently for the sake of or does not conflict with the interests of the Company, on the basis of compliance with the law and without evidence to certify that the person has violated his or her responsibilities.

3. When performing functions, duties or tasks authorized by the Company, members of the Board of Directors, Supervisors, other executives, employees or authorized representatives of the Company are compensated by the Company when becoming a party involved in complaints, lawsuits, and prosecutions (except lawsuits filed by the Company as the petitioner) in the following cases:

a. Act honestly, prudently, diligently for the sake of and not conflict with the interests of the Company;

b. Comply with the law and without evidence confirming the failure of their responsibilities.

4. Compensated expenses include: expenses incurred (including attorneys' fees), judgment costs, fines, payables arise in practice or are considered to be reasonable when dealing with these cases to the extent permitted by law, provided that he has acted in an honest, prudent, diligent and professional competence in such a manner that he believes it is for the interests of or not against

the Company's best interests, in compliance with the law and without any discovery or confirmation that the person has violated his responsibilities. The company reserves the right to purchase insurance for such persons to avoid the above-mentioned compensation liabilities .

XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 43. Right to inspect books and records

1. Shareholder or a group of shareholders mentioned in Article 12.3 of this Charter reserves the right directly or through a lawyer or authorized person to send a written request to check for a list of shareholders, minutes of the General Meeting of Shareholders and copies or extracts of those records during business hours and at the Company's main business locations. The request for inspection by a representing lawyer or other authorized representatives of the shareholders must be accompanied by a power of attorney of the shareholder that he or she represents or a notarized copy of the power of attorney.

2. Members of the Board of Directors, members of the Supervisory Board, General Manager and other executives have the right to inspect the Company's shareholder register, list of shareholders and other books and records of the Company for the purposes related to their positions provided that this information is kept confidential.

3. The Company shall be required to keep this Charter and amendments to the Charter, Business Registration Certificate, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and any other papers required by law at the head office or a different place provided that the shareholders and the business registration authority are informed of the location of these documents.

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

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and trade union

1. The General Manager must plan for the Board of Directors to approve the issues related to recruitment, labor, forced dismissal, salaries, social insurance, benefits, rewards and disciplines for business executives and employees.

2. The General Manager must plan for the Board of Directors to approve issues related to the relationship of the Company with recognized trade unions in accordance with the best standards, practices and management policies, practices and policies prescribed in this Charter, the Company's regulations and applicable laws.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 45. Profit distribution

1. The General Meeting of Shareholders decides the level of dividend payment and the form of annual dividend payment from retained earnings of the Company.

2. The company does not pay interest on dividend payments or payments related to a class of shares.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or a part of dividends by shares and the Board of Directors is the agency to enforce this decision.
4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. The payment can be made directly or through banks on the basis of the details of bank accounts provided by shareholders. In case the Company has transferred according to the bank details provided by a shareholder but such shareholder does not receive the money, the Company shall not be responsible for the amount of money transferred to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange can be made via securities companies or Vietnam Securities Depository.
5. Pursuant to the Enterprise Law, the Securities Law, the Board of Directors approved the resolution to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest rates, profit distribution, shares, notices or other documents.
6. Other issues related to profit distribution shall comply with the law.

CHAPTER XIV. BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 46. Bank account

1. The company shall open an account at a Vietnamese bank or foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, in case of necessity, the company can open a bank account in a foreign country in accordance with the law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese or foreign accounts at banks where the Company opens accounts.

Article 47. Fiscal year

The Company's financial year begins on January 01 and ends on the December 31 of the same year. The first fiscal year begins from the date of issuance of the business registration certificate (or business license for conditional business lines) and ends on the December 31 of the same year.

Article 48. Accounting system

1. The accounting system used by the Company is Vietnam Accounting System (VAS) or other accounting system approved by the Ministry of Finance.
2. The company makes accounting books in Vietnamese. The Company shall keep accounting records according to the type of business activities that the Company participates in. These records must be accurate, up to date, systematic and sufficient to prove and explain the Company's transactions.
3. The company uses Vietnamese dong (or freely convertible foreign currencies in case it is approved by competent state agencies) as the currency used in accounting. In case the Company

has economic transactions mainly arising in a foreign currency, it may select such foreign currency as the accounting currency, take responsibility for that choice before law and notify the direct tax administration agency.

CHAPTER XV. ANNUAL REPORT, FINANCIAL STATEMENTS, RESPONSIBILITY FOR INFORMATION DISCLOSURE, ANNOUNCEMENT TO THE PUBLIC

Article 49. Annual, six-month and quarterly reports

1. The company must prepare the annual financial statements according to regulations of the law as well as the regulations of the State Security Commission of Vietnam and reports must be audited according to regulations specified in Article 51 of this Charter. The Company must submit audited annual financial statements to competent authorities, State Securities Commission, Stock Exchanges and Business Registration Authority according to the law.

At the time when the annual audited financial statements have not yet been approved by the General Meeting of Shareholders according to the provisions of point b Clause 1 of Article 15 of the Company's Charter, the financial statements established by the company and certified by the Legal Representative of the company and/or audited financial statements certified by the audit unit as prescribed in Article 51 of the Company's Charter are considered valid financial statements of the company .

Audited annual financial statements must include the Income Statement which honestly and objectively reflect the situation of profits and losses of the Company in the fiscal year and the Balance Sheet which honestly and objectively reflect the situation of the Company's activities up to the time of preparation of the statement, Cash Flow Statements and notes to the financial statements. Aside from the parent's company financial statements, the Company must prepare consolidated financial statements to summarize the business operation of the Company and its subsidiaries at the end of every fiscal year.

2. The audited financial statements (including the auditor's opinion), quarterly and six-month reports of the Company must be published on the Company's website.

3. The company must prepare and publish the reviewed six-month financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange where the company's shares are listed and submit to the relevant tax authority and the business registration authority in accordance with the provisions of the Law on Enterprises.

Article 50. Annual report

The Company must prepare and publish the Annual Report in accordance with the law on securities and securities market.

CHAPTER XVI. AUDITING OF THE COMPANY

Article 51. Auditing

1. The Annual General Meeting of Shareholders shall appoint an auditing company **that has been approved**, legally operating in Vietnam and approved by the State Securities Commission

to audit listed companies or shall approve the list of independent auditing companies and authorize the Board of Directors decide to choose one of the above units to conduct Company's audit activities for the next fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The Company shall have to prepare and send annual financial statements to the independent auditing company after the end of the financial year.

3. A copy of the audit report shall be attached with each annual accounting report of the Company.

4. Auditors performing the audit of the Company shall be allowed to attend every meeting of the General Meeting of Shareholders and have the rights to receive notices and other related information of General Meeting of Shareholders that shareholders are entitled to the right to receive and to express their opinions at the meeting on audit-related issues.

CHAPTER XVII. SEAL

Article 52. Seal

1. The seal includes a seal made at seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the seal type, quantity, form and content of the stamp of the Company, its branches and representative offices (if any).

3. The Board of Directors, General Manager use and manage the seal in accordance with current law.

CHAPTER XVIII. TERMINATION OF OPERATION AND LIQUIDATION

Article 53. Termination of operation

1. The Company may be dissolved or terminated in operation in the following cases:

- a. The certificate of enterprise registration has been revoked;
- b. The Court declared the Company bankrupt in accordance with the Current law;
- c. End of the operation term of the Company without extension;
- d. Dissolution ahead of time as being decided by the General Meeting of Shareholders
- e. The company no longer has the minimum number of shareholders according to provisions of the Law on Enterprises within a period of six (06) consecutive months without changing the business type;
- f. Other cases as provided by law.

2. The dissolution of the Company ahead of time shall be decided the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

Article 54. Case of deadlock between members of the Board of Directors and shareholders

Unless otherwise provided in this Charter, shareholders holding 50% of the outstanding shares with voting rights in the election of members of the Board of Directors have the right to file a complaint to the Court to request the dissolution on one or some of the following grounds:

1. The members of the Board of Directors do not agree on the management of the Company's affairs, resulting in the failure to reach the required number of votes for the Board of Directors to operate.

2. Shareholders do not agree; therefore, it is impossible to reach the required votes as prescribed to conduct election of members of the Board of Directors.

3. There is internal disagreement and the two or more factions of the shareholders are divided, making dissolution to be the most beneficial plan for all shareholders.

Article 55. Liquidation

1. After a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 (three) members. Two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected among Company's employees or independent experts. All expenses related to the liquidation shall be given priority by the Company to pay before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the business registration authority on the date of establishment and the date of commencement of operation. From that time, the Liquidation Committee shall represent the Company in all work related to liquidation of the Company before the Court and administrative agencies.

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

- a. Liquidation expenses;
- b. Debts of Salary, severance allowance, social insurance and other benefits of employees under the collective labor agreements and signed labor contracts;
- c. Taxes and payments of tax nature that the Company must pay to the State;
- d. Loans (if any);
- e. Other debts of the Company;
- f. Balance remaining after payment of all debts from (a) to (e) above shall be distributed to the shareholders. Preference shares shall be paid first.

CHAPTER XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 56. Settlement of internal disputes

1. In case of any dispute or complaint related to the Company's operations or to the rights of shareholders arising from the Charter or any rights or obligations defined by the Enterprise Law or by other laws or administrative regulations, between:

- a. Shareholders with the Company; or
- b. Shareholders with the Board of Directors, Board of Supervisors, General Manager or other executives.

Related parties shall try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present practical elements related to the dispute within 05 (five) working days from the date the dispute arises. In case of disputes related to the Board of Directors or the Chairman of the

Board of Directors, any party may request the General Meeting of Shareholders to appoint an independent expert to act as an arbitrator for the dispute settlement process.

2. If conciliation decision is not reached within 06 (six) weeks from the beginning of the mediation process or if the mediation decision is not accepted by the parties, any party may take that dispute to the competent People's Court.

3. The parties shall bear their own costs related to the procedure of negotiation and mediation. The party paying costs of the Court shall be borne by the Court.

CHAPTER XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 57. Charter of the Company

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

2. In case there are legal provisions relating to the Company's activities that have not been mentioned in this Charter or in the case of new provisions of law which are different from those in this Charter, those laws will automatically apply and govern the operation of the Company.

CHAPTER XXI. EFFECTIVE DATE

Article 58. Effective date

1. This Charter includes XXI chapters of 58 articles, which were issued and unanimously approved on July 2, 2022 by the Board of Directors of Kinh Bac City Development Holding Corporation according to the Resolution No. 0207/2022/KBC/NQ-HDQT of the Board of Directors dated July 02, 2022 on the basis of authorization of the General Meeting of Shareholders in Submission No. 1002-2/2022/KBC/TT-HDQT approved by the 1st Annual Extraordinary Meeting of Shareholders in 2022 approving Resolution No. 1002/2022/KBC/NQ-DHDCD dated February 10, 2022 and Resolution No. 2506/2022/KBC/NQ-DHDCD dated June 25, 2022, which jointly approve the effectivity of the full text of this Charter, replacing the Charter and amendments and supplements to the Charter previously adopted. This Charter is made in 10 copies with the same validity, of which:

- a. 01 copy to be submitted at the local State Notary Public;
 - b. 05 copies to be registered at the government agencies according to the regulations of the People's Committee of the province or city;
 - c. 04 copies to be stored at the Head Office of the Company;
2. This charter is unique and official of the Company.
3. Copies or duplicates of the Charter of the Company only take effect when being signed by the Chairman of the Board of Directors or by at least 1/2 (one half) of the total number of members of the new Board of Directors.

LEGAL REPRESENTATIVE OF THE COMPANY CHAIRMAN OF THE BOARD OF DIRECTORS

(Signed and sealed)

Dang Thanh Tam