SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

CHARTER

THANH THANH CONG- BIEN HOA JOINT STOCK COMPANY

(Version No.19 - October 2018)

***<u>Headquarter</u>*: Tan Hung Commune, Tan Chau District, Tay Ninh Province**

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PREFACE

This Charter is the legal basis for Thanh Thanh Cong - Bien Hoa Joint Stock Company (hereinafter referred to as "the Company"), a joint stock company, to be established under the Enterprise Law. This Charter, Regulations of the Company, Resolutions of the General Meeting of Shareholders and the Board of Director shall become rules and regulations binding on business activities of the Company after being approved in accordance with the relevant laws;

Amendment and supplement of this Charter has been approved by the Thanh Thanh Cong - Bien Hoa Joint Stock Company in accordance with the Resolution of the General Meeting of Shareholders by shareholder in the form of collecting written opinions on October 17th, 2018.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definition

1. In this Charter, the following terms shall be construed as follows:
   a. "Charter capital" means the capital contributed by all shareholders as stipulated in Article 5 of this Charter.
   b. "Enterprise Law" means the Enterprise Law No. 68/2014 / QH13 adopted by the National Assembly on November 26th, 2014.
   c. "Establishment Date" means the date of issuing the Certificate of Business Registration for the first time to the Company;
   d. "Executive Officer" is the General Director, Deputy General Director, Chief Accountant of the Company.
   e. "Related persons" are individuals or organizations defined in Clause 17, Article 4 of the Enterprise Law and Clause 34 of Article 6 of the Law on Securities.
   f. "Duration of operation" means the duration of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) which is approved by the General Meeting of Shareholders of the Company.
   g. "Vietnam" means the Socialist Republic of Vietnam.
2. In this Charter, references to one or a number of other regulations or documents shall include amendments or substitute documents;
3. The Headers (Chapters, Articles of this Charter) are used to facilitate the understanding of contents without affecting 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 as this Charter.

II. NAME, FORMS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES AND DURATION OF OPERATION OF THE COMPANY

Article 2. Name, forms, headquarters, branches, representative offices and duration of operation of the company

1. Company name
   - Company name in Vietnamese: CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG-BIÊN HÒA
   - Company name in foreign language: THANH THANH CONG - BIEN HOA JOINT STOCK COMPANY

- Short name: TTC - BH

2. The Company is a joint stock company with legal status in accordance with current laws of Vietnam

3. The registered office of the Company:
   - Address: Tan Hung Commune, Tan Chau District, Tay Ninh Province
   - Phone: (84.66) 839804
   - Fax: (84.66) 839834
   - E-mail: sbttninh@hcm.vnn.vn
   - Website: www.bourbontn.com.vn

4. Chairman of the Board of Directors is the legal representative of the Company.

5. The Company may its establish branches and representative offices in the business area to implement objectives of the Company in accordance with the Resolutions of the Board of Directors and to the extent permitted by law.

6. Except for the termination of operation ahead of time as stipulated in Article 49.2 and Article 50 or extension of operation under Article 51 of this Charter, the term of operation of the Company shall be 50 years from July 15th, 1995.

III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 3. Objectives of the Company

1. Business lines:

No.	Name of business line	Code of business line
1	Sugar production Details: Sugar production	1072
2	Production, transmission and distribution of electricity Details: Production and distribution of electricity	3510
3	Cultivating sugarcane	0114
4	Other food production not yet classified Details: Production and sales of products using sugar or by-products, waste products from sugar	1079
5	Production of fertilizers and nitrogen compounds Details: Producing and trading in fertilizers and agricultural materials	2012
6	Short-stay services Details: Hotel business	5510
7	Restaurant and mobile catering services Details: Restaurant business	5610

8	Other professional, scientific and technological activities not yet classified Details: Technical & technological consultancy in sugar production	7490
9	Management consultancy activities Details: Management consultancy in sugar production	7020
10	Production of basic chemicals Production and business of alcohol and other by-products	2011
11	Trading in real estate, land use rights of owners, users or renters Details: As stipulated in Article 11.3 of the Real Estate Business Act 2014;	6810
12	Producing non-alcoholic beverages, mineral water Details: - Producing bottled mineral water; - Producing non-alcoholic beverages, mineral water; - Producing beverages, fruit juices, soy milk; - Producing bottled pure water.	1104
13	Processing and preserving vegetables Detail: Processing agricultural products	1030
14	Wholesaling agricultural and forestry raw materials (except wood, bamboo and cork) and live animals Details: Wholesale agricultural, forest products, other raw materials (except rice, wood, bamboo and rubber latex).	4620
15	Wholesale of agricultural machinery, equipment and spare parts.	4653
16	Distilling and mixing heavy spirits.	1101
17	Wholesale food Details: Wholesale meat and meat products; Vegetables; milk and dairy products, confectionery and products made from cereals, flour, starch; Other food (except sugar, rice).	4632
18	Retail of food, foodstuffs, beverages, cigarettes, and pipe tobacco accounting for a large proportion in general stores Details: Retail of food, foodstuffs and beverages accounting for a large proportion of general stores (except sugar, rice, tobacco, pipe tobacco, cigarette)	4711
19	Other retails in general business stores Details: Retail in supermarkets, trade centers; Other retails not yet classified in general business stores. (Excluding retail of tobaco, pipe tobacco, cigarette, sugar, rice.)	4719

20	Retail of food in specialized stores Details: Retail of meat and meat products; Vegetables; milk and dairy products, cakes, jams, sweets and products made from cereals, flour or starch; Other food in specialized stores (except sugar, rice).	4722
21	Wholesale beverages	4633
22	Retail beverages in specialized stores	4723
23	Retailed Food, foodstuff, beverages, tobacco, tobacco pipe in mobile method or retailed in the market Details: Food, foodstuff (except sugar, rice, tobacco, tobacco pipe, cigarette), beverages retailed in mobile method or sold in the market	4781
24	Construction of other civil engineering works Details: Construction of civil works (supermarkets, restaurants, hotels)	4290
25	Production of construction materials from clay	2392
26	Wholesale of machinery, equipment and other spare parts. Details: Wholesale of machinery, equipment, materials of sugar industry	4659
27	Repair of machinery and equipment. Details: Repair, maintenance of equipment of sugar industry	3312
28	Installation of industrial machinery and equipment. Detail: Installation of equipment of sugar industry	3320
29	Construction of houses of all kinds	4100

If any of business lines mentioned above are subject to the approval of the competent State agency, the company shall only carry out such business lines after obtaining the approval of the competent State agency.

2. The objective of the Company: Mobilize and utilize capital effectively for production and business by the fields, functions and business lines of the Company; Improve efficiency to maximize reasonable returns; Generate job and stable income for employees; Increase dividend for shareholders; Contribute to social benefits; Continuously develop the Company to become stronger.

Article 4. Scope of business and operation

The Company is permitted to plan and conduct all business activities in accordance with applicable law and to take appropriate measures to achieve the Company's objectives.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 5. Charter capital, shares, founding shareholders

1. Charter capital of the Company is **VND 5,570,186,730,000 (Five thousand five hundred and seventy billion, one hundred and eighty six million, seven hundred and**

thirty thousand Vietnamese dongs). It is divided into **557,018,673 shares (Five hundred and fifty seven million, eighteen thousand, six hundred and seventy three shares)** with par value of VND 10,000 / share. The Company may increase or decrease its charter capital when approved by the General Meeting of Shareholders and in accordance with the law.

2. Shares of the Company adopted by the Company are ordinary shares. The rights and obligations of ordinary shares are provided for in Article 11.
3. A part from ordinary shares, the Company may have preferred shares. The owner of preferred shares is called as preferred shareholder. The preferred shares include:
   a. Voting preferred share. Shareholder who owns voting preferred share, has the rights in accordance with the provisions of law.
   b. Dividend preferred share. Shareholder who owns dividend preferred share, has the rights in accordance with the provisions of law.
   c. Redeemable preferred share. The shareholder who owns redeemable preferred share, has the rights in accordance with the provisions of laws.
   d. Dividend redeemable preferred share:
      (i.) Dividend redeemable preferred share is share that:
         - Be paid dividends higher than the dividends of ordinary shares or fixed amount of annual dividends. Annual distributed dividends include fixed dividend and bonus dividend, fixed dividend does not depend on the Company's business outcome. The level of fixed dividend and method for determination of bonus dividend shall be written on the certificates of dividend redeemable preferred shares.
         - Be redeemed value of contribution by the company at the request from their holder or under the conditions provided in the certificate of the dividend redeemable preferred shares.
         - Be convertible into ordinary share in accordance with the conditions provided in the certificate of the dividend redeemable preferred shares and accordance with approved method of preferred share offer.
      (ii.) Shareholder who owns dividend redeemable preferred share, has the rights to:
         - Receive dividends as prescribed in Clause 3.d(i) of this Article.
         - Receive remaining assets corresponding to the ownership ratio of the Company upon the company's dissolution or bankruptcy after the Company has paid all debts.
         - Be redeemed value of contribution by the company at the request from their holder or under the conditions provided in the certificate of the dividend redeemable preferred shares.
         - To request for converting into ordinary share in accordance with the conditions provided in the certificate of the dividend redeemable preferred shares and accordance with approved method of preferred share offer.
         - Other rights is the same of ordinary shareholder, except for (1) Voting right; (2) Right to Attend General Meeting of Shareholders; and (3) Right to nominate candidates for the Board of Directors.

e. Convertible and dividend preferred share.

(i.) Convertible and dividend preferred share is share that:

- Be paid dividends higher than the dividends of ordinary shares or fixed amount of annual dividends. Annual distributed dividends include fixed dividend and bonus dividend, fixed dividend does not depend on the Company's business outcome. The level of fixed dividend and method for determination of bonus dividend shall be written on the certificates of convertible and dividend preferred shares.
- Be convertible into ordinary share in accordance with the conditions provided in the certificate of the convertible and dividend preferred shares and accordance with approved method of preferred share offer.

(ii.) Shareholder who owns convertible and dividend preferred share, has the rights to:

- Receive dividends as prescribed in Clause 3.e(i) of this Article.
- Receive remaining assets corresponding to the ownership ratio of the Company upon the company's dissolution or bankruptcy after the Company has paid all debts.
- to request for converting into ordinary share in accordance with the conditions provided in the certificate of the convertible and dividend preferred shares and accordance with approved method of preferred share offer .
- Other rights is the same of ordinary shareholder, except for (1) Voting right; (2) Right to Attend General Meeting of Shareholders; and (3) Right to nominate candidates for the Board of Directors.

f. The Company may issue other types of preferred shares after approved by the General of Meeting Shareholders, in accordance with the provisions of laws.

4. The Company may issue other types of preference shares after the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. Ordinary shares shall be offered to the existing shareholders in proportion to their shareholding unless otherwise stipulated by the General Meeting of Shareholders. The Company must announce the share offering, specifying the number of shares to be offered and the time of purchase registration so that shareholders can register to buy. The number of shares not registered by the shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to other shareholders according to suitable conditions and methods but shall not be more favorable s than the conditions offered to existing shareholders unless otherwise agreed by the General Meeting of Shareholders or in the case where the shares are sold through the Stock Exchange.
6. The Company may purchase shares issued by the company itself (including redeemable preference shares) in the manner as prescribed in this Charter and applicable laws. Ordinary shares repurchased by the Company are treasury shares and can be offered in a manner consistent with the provisions of this Charter, the Law on Securities and relevant guiding documents.

7. The Company may issue other types of securities when they are unanimously passed by the General Meeting of Shareholders in writing and in accordance with the law on securities and securities market.

Article 6. Share certificates

1. Shareholders of the Company shall be issued with share certificates corresponding to the number of shares and types of shares owned, except for the cases as prescribed in Clause 7 of Article 6.
2. Share certificates shall bear the seal of the company and the signature of the legal representative of the company in accordance with the provisions of the Enterprise Law. Stock certificates shall specify the quantity and type of shares held by shareholders, full name of the holder (in the case of registered shares) and other information in accordance with the provisions of the Enterprise Law. Each registered share certificate represents only one type of share.
3. Within two months (or longer term under the terms of issue) from the date of full payment of purchase price of shares as stipulated in the share issue plan of the Company, the shareholders shall be issued with share certificates. The shareholders shall not pay the company the cost of printing share certificates or any other fees.
4. In case of transferring only some shares in a registered share certificate, the old certificates will be canceled and the new certificate of the remaining shares will be issued with free of charge.
5. Where a registered share certificate is damaged, erased or lost, stolen or destroyed, the holder of the registered share certificate may request a new certificate after giving evidence of ownership of the shares and pay all related expenses to the Company.
6. The holder of bearer share certificate shall be solely responsible for preservation and the Company shall not be liable in cases where the certificate is stolen or used for fraudulent purposes.
7. The Company may issue registered shares not in the form of certificates. The Board of Directors may issue documents allowing the shares to be registered (in the form of certificates or not) to be transferred without needing transfer documents. The Board of Directors may issue regulations on certificates and transfer of shares in accordance with the provisions of the Enterprise Law, the law on securities, securities market and this Charter.

Article 7. Other share certificates

Bond certificates or other share certificates of the Company (except for letters of offer, temporary certificates and similar documents) will be issued with the seal and signature of the legal representative of the Company unless otherwise provided by the terms and conditions of the issue.

Article 8. Offer for sale and transfer of shares

1. All shares can be freely transferred unless this Charter and other laws stipulate that shares listed on the Stock Exchange shall be transferred in accordance with the law on securities and stock market of the Stock Exchange.
2. Shares which have not been fully paid shall not be transferable or entitled to interest, including the right to receive dividends, the right to receive shares issued to increase

share capital from owners 'equity, the right to buy new shares and other rights as prescribed by law.

3. The Board of Directors shall decide on the time, method and price of shares. The purchase price shall not be lower than the market price at the time of offering or the value recorded in the book of shares at the latest time, except for following cases:
   a. Shares offered for the first time to non-founding shareholders;
   b. Shares offered to all shareholders in proportion to their existing shares in the Company;
   c. Shares offered to brokers or guarantors. In this case, the discount amount and rate shall be approved by the Board of Directors.

Article 9. Share revocation

1. Where a shareholder fails to pay fully and timely the purchase price of the shares, the Board of Directors shall notify and may request such shareholder to pay the remaining amount together with the interest and expenses incurred due to payment failure in accordance with regulations.
2. The above payment notice must clearly state the new payment period (at least seven days after the date of sending the notice) and place of payment. This notice must clearly state that in case of non-payment, unpaid shares shall be revoked fully.
3. In case of failure of payment, the Board of Directors shall have the right to revoke the number of shares prior to fully paying all payable amounts, interests and related expenses. The revocation shall include dividends of the withdrawn shares that have not actually been paid until the time of the revocation. The Board of Directors may accept the submission of shares to be revoked in accordance with clauses 4, 5 and 6 and in other cases as stipulated in this Charter.
4. Shares revoked shall be deemed as shares to be offered for sale. The Board of Directors may directly or indirectly authorize the sale, redistribution or settlement to the persons whose shares are revoked or other subjects in accordance with the conditions and methods decided by the Board of Directors.
5. Shareholders whose shares are revoked shall quit their status as shareholders in respect of those shares, but still have to pay all related amounts plus interest rate at the time of revocation at the decision of the Board of Directors from the date of revocation until the date of payment. The Board of Directors shall have full power to decide on the coercive payment of the total value of shares at the time of revocation or may discount partly or wholly of such amount.
6. A notice of share revocation shall be sent to the persons holding revoked shares prior to the time of revocation. The revocation shall remain its effect despite of the case of erroneous or careless notification.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 10. Organizational structure and management of the Company:

The organizational structure of the company includes:

a. General Meeting of Shareholders;
b. Board of Directors;

c. General Director;

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. Shareholders are the owner of the Company with rights and obligations corresponding to the number of shares and type of shares which they own. Shareholders are responsible for debt and other property obligations of the Company within the amount of capital contributed to the Company.
2. Holders of ordinary shares shall have the following rights:
   a. To attend and speak at the General Meeting of Shareholders and exercise the right to vote at the General Meeting of Shareholders or through the authorized representative or through the remote voting;
   b. To receive dividends;
   c. To freely transfer their shares to others according to the provisions of this Charter and current law;
   d. To receive priority to buy new shares offered in proportion to the rate of ordinary shares which they own;
   e. To check information related to shareholders in the list of shareholders eligible to participate in the General Meeting of Shareholders and request the amendment of inaccurate information;
   f. To review, search, extract or copy the Charter of the Company, the Book of Minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;
   g. To receive partly the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid fully to the creditors and shareholders of other types in case of dissolution of the Company in accordance with the law;
   h. To request the Company to redeem their shares in the cases as stipulated in Article 129.1 of the Enterprise Law;
   i. Other rights as stipulated in Enterprise Law.
3. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares within continuous six months or more shall have the following rights:
   a. To nominate or nominate themselves to the Board of Directors in accordance with the relevant provisions in Article 24.2;
   b. To check and receive copies or quotations of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders.
   c. To review and extract the book of Minutes of Resolutions of the Board of Directors, mid-year and annual financial reports according to the form of the Vietnamese accounting system during business hours and at the head office of the Company.
   d. To request the Board of Directors to examine each specific issue related to the management and operation of the Company in necessary cases. The request must be made in writing with full name, permanent address, nationality, ID card number, passport or other lawful personal identification for an shareholders as an individual;

Full name, permanent address, nationality, establishment decision number or business registration number for shareholders as organizations; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the company; Problems to check and purposes of checking;

e. To request the convening of the General Meeting of Shareholders in the following cases:
   (i) Board of Directors seriously violates the rights of shareholders, the obligations of the managers or makes decision beyond its authority;
   (ii) The term of office of the Board of Directors has exceeded six (6) months without the replacement of the Board of Directors.

   The request for convening a meeting of the General Meeting of Shareholders shall be in writing with full name, permanent address, ID Card/ Passport No. or other legal personal identification for shareholders as an individual; Full name, address, nationality, establishment decision number, business registration number, head office address of shareholders as an organization; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and percentage of ownership in the total number of shares of the company, grounds and reasons for convening the meeting of the General Meeting of shareholders. Enclosed with the request shall be documents and evidences on the violations of the Board of Directors, the seriousness of the violation or the decision beyond authority of the Board of Directors.

f. Other rights as stipulated in this Charter.

Article 12. Obligations of shareholders

Shareholders have the following obligations:

1. To comply with the Charter and regulations of the Company; To abide by the decision of the General Meeting of Shareholders, the Board of Directors;
2. To participate in the meetings of the General Meeting of Shareholders and exercise the right to vote directly or through authorized representatives or through remote voting;
3. To pay for the purchase of shares already registered according to regulations; Not to withdraw the capital contributed in the form of ordinary shares from the Company in any form unless they are repurchased by the Company or other persons. Where a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this Clause, such shareholder and related persons in the company shall be jointly be liable for debts and the other assets of the Company within the value of withdrawn shares and the damages arising;
4. To provide the correct address when subscribing for shares;
5. To fulfill other obligations as prescribed by the current law;
6. To take personal responsibility when acting on behalf of the company in any form to commit one of the following acts:
   a. Breaking the law;
   b. Conducting business and other transactions for self-interest or for the benefit of other organizations and individuals;

c. Paying undue debts against financial risk that may occur to the Company;

Article 13. General Meeting of Shareholders

1. General Meeting of Shareholders is the highest authority of the Company. Annual General Meeting of Shareholders is held once a year. The General Meeting of Shareholders shall hold an annual meeting within four months from the last day of the financial year, except in the case of extension in accordance with law.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select the appropriate venue. The Annual General Meeting of Shareholders decides the issues in accordance with the law and the Charter of the Company, especially the annual financial statements and the financial budget for the next fiscal year. Independent auditors may be invited to attend the meeting to advise on the adoption of annual financial statements.
3. The Board of Directors shall convene the 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 annual balance sheet, quarterly or semiannually statements or audited financial statements of the fiscal year reflect a loss of half (1/2) of the beginning balance;
    c. Where the number of members of the Board of Directors is less than the number prescribed by law or when the number of members of the Board of Directors is reduced by more than one third (1/3) as stipulated in Article;
    d. When the number of independent members of the Board of Directors is less than the minimum number of members as prescribed by law;
    e. Shareholders or groups of shareholders stipulated in Clause 3, Article 11 of this Charter request the convening of the General Meeting of Shareholders in a written proposal. The written request for the convening shall clearly state the reasons and purpose of the meeting with signatures of the concerned shareholders. This written request shall be made in many copies with enough signatures of the relevant shareholders;
    f. Other cases as required by law.
4. Convene of the Extraordinary General Meeting of Shareholders
    a. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within 60 days from the date when the remaining number of members of the Board of Directors belongs to the cases as stipulated in point c of Clause 3 of this Article.
    b. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 90 days from the date when the remaining number of members of the Board of Directors belongs to the cases as provided for in Point d, Clause 3 of this Article or receive the request as prescribed in Point e, Clause 3 of this Article. This provision shall not apply to cases where the independent members of the Board of Directors no longer satisfy the conditions prescribed in Clause 2, Article 151 of the Enterprise Law. Then, the Board of Directors shall have the right to select one of the actions as specified in Clause 3, Article 151 of the Enterprise Law

c. If the Board of Directors does not convene the General Meeting of Shareholders in accordance with the provisions of Clause 4a and Clause 4b of Article 13, within a period of thirty (30) days, the shareholder or group of shareholders shall have the right to replace the Board of Directors to convene the General Meeting of Shareholders as stipulated in Clause 3e, Article 13.

   In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration office to supervise the convening and conduct a meeting if it is necessary.

d. All expenses for the convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company, excluding expenses paid by shareholders such as accommodation and travel expenses when attending the General Meeting of Shareholders.

Article 14. Rights and obligations of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders shall discuss and approve:
   a. The annual business plan of the Company;
   b. Audited annual financial statements;
   c. Report of the Board of Directors;
   d. Dividend rate of each type;
2. Annual and extraordinary meetings of the General Meeting of Shareholders shall pass decisions on the following issues:
   a. Approval of annual financial statements;
   b. The annual dividend payment for each type of shares in accordance with the Enterprise Law and the rights attached to such type of shares. This dividend rate shall not be higher than that proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;
   c. Number of members of the Board of Directors;
   d. Approving the list of auditing companies;
   e. Electing, removing, dismissing and replacing members of the Board of Directors;
   f. Total remuneration of members of the Board of Directors, Report of remuneration of the Board of Directors;
   g. Supplementing and amending the Charter of the Company;
   h. Type of shares and number of new shares to be issued for each type of shares;
   i. Dividing, splitting, merging or converting the Company;
   j. Re-organization, dissolution (liquidation) of the Company;
   k. Inspecting and handling violations of the Board of Directors which cause damages to the Company and its shareholders;
   l. Decision on investment or sale of assets valued at 70% or more of the total assets of the Company and its branches which are recorded in the latest audited financial statement;
   m. The Company acquires more than 10% of the issued type of shares;
   n. The General Director is also the Chairman of the Board of Directors;

o. The Company or its branches enters into contracts with persons defined in Clause 1, Article 162 of the Enterprise Law with a value equal to or greater than 35% of the total value of assets of the Company and its branches which are recorded in the latest audited financial statement;

p. Adopting the development orientation of the Company.

q. Other issues stipulated in this Charter and other regulations of the Company;

3. Shareholders are not allowed to vote in the following cases:

   a. The contracts specified in Article 14.2 of this Charter to which the shareholder or related person is a party;

   b. The purchase of shares of a shareholder or the person related to him/her, except where the acquisition of shares is made in proportion to the ownership of all shareholders or through an order on the Stock Exchange or an offer to purchase publicly according to legal provisions.

4. All resolutions and issues included in the meeting must be discussed and voted at the General Meeting of Shareholders.

Article 15. Authorized representatives

1. Shareholders who are entitled to attend the General Meeting of Shareholders in accordance with the provisions of law may directly attend or authorize their representatives to attend. For meetings with more than one authorized representative, the number of shares and the number of votes of each representative must be specified.

2. Authorization to the representative to attend the General Meeting of Shareholders shall be made in writing in the form of the Company and shall be signed in accordance with the following provisions:

   a. Where an authorized person is an individual, there must be signature of the shareholder and the person authorized to attend the meeting.

   b. Where an authorized person is an organization, there must be the signature of the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting;

   c. In other cases, there must be the signature of the legal representative of the shareholder and the person authorized to attend the meeting. Persons authorized to attend meetings of the General Meeting of Shareholders shall submit a written authorization before entering the meeting room.

3. Where a lawyer signs on behalf of the authorizing party to appoint the representative, it shall be only effective if the appointment letter is presented together with the letter of authorization (if previously not registered with the Company).

4. Except for the case specified in Clause 3 of this Article, the voting slip of the authorized person within the scope of authorization shall be still effective in one of the following circumstances:

   a. The authorizing party has died, has limited capacity for civil acts or lost his / her capacity

   b. The authorizing party has canceled the authorization;

   c. The authorizing authority has revoked the authority of the authorized party;

5. The provisions of Clause 4 of this Article shall not apply in cases where the Company receives notice of one of the events mentioned in Clause 4 of this Article before the opening time of the Shareholders' General Meeting or before the meeting is reconnected.

Article 16. Change of rights

1. The change or cancellation of the special rights associated with a type of preference shares shall be effective when at least 51% of ordinary shares attending the meeting or at least 65% of the voting right of preference shares of the shareholder is adopted;
2. The meeting shall be valid only when there are at least two shareholders (or their authorized representatives) holding at least one-third of the value of issued shares. In the absence of sufficient number of members as mentioned above, the meeting shall be held again within thirty (30) days thereafter, and the holders of such shares (irrespective of the number of persons and number of shares) shall be deemed to be the number of members required. At the above-mentioned separate meetings, the holders of such shares who are attending the meeting directly or through their representatives may request a secret ballot and each ballot holder shall have one vote for each share of that type.
3. The procedures for conducting such separate meetings shall be the same as those set out in Articles 18 and 20.
4. Unless otherwise provided in the issuance regulation, the special rights attached to preference shares of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 17. Convening of the General Meeting of Shareholders, meeting agenda and announcement of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of shareholders or the General Meeting of shareholders shall be convened in accordance with the terms stipulated in Article 13.3 and Article 13.4.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
   a. Prepare the list of eligible shareholders to participate and vote at the meeting within 15 days before sending the invitation letter to shareholders to participate in the Meeting or meeting agenda and documents in accordance with the laws and regulations of the Company;
   b. Determine the time and venue of the meeting;
   c. Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.
3. The notice of the general meeting of shareholders shall be sent to all shareholders by security and is published on the website of the Company, State Securities Commission and the Stock Exchange. The person who convenes the General Meeting of Shareholders shall send an invitation to the meeting to all shareholders in the list of eligible shareholders at least ten (10) days before the opening date of the meeting of the General Meeting of Shareholders (from the date when the notice is sent or transmitted in a suitable manner, paid or mailed. The agenda of the General Meeting of Shareholders, the documents related to the issues to be voted at the meeting shall be posted on the website

of the Company. The invitation shall specify the website address and links to all documents for shareholders to access, including:

a. The agenda and documents used in the meeting;

b. List and details of applicants (in case of known candidates) when electing members of the Board of Directors;

c. Votes;

d. The designation of a proxy;

e. Draft resolutions for each issue in the agenda

4. Shareholders or groups of shareholders stipulated in Clause 3, Article 11 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least 5 working days before the opening of the General Assembly of Shareholders.

5. The convener of the General Meeting of Shareholders shall have the right to reject any proposal related to Clause 4 of Article 17 in following cases:

   a. The proposal is not delivered timely and fully with wrong contents;

   b. At the time of the proposal, the shareholder or group of shareholders does not own at least 10% of the total number of ordinary shares for at least six consecutive months.

   c. The proposed issue does not fall under the decision-making authority of the General Meeting of Shareholders.

6. The Board of Directors must prepare a Draft Resolution for each issue in the agenda.

7. In case all shareholders representing 100% of voting shares directly attending or through authorized representatives at the General Meeting of Shareholders, the resolutions passed by100% of the total number of voting shares in the General Meeting of Shareholders shall be legal and effective even if the General Meeting of Shareholders is not in accordance with the order and procedures as prescribed or the contents are not included in the agenda.

Article 18. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the voting shares.

2. In cases where there is not enough number of required members as prescribed in Clause 1 of this Article within sixty minutes from the time of opening the meeting, the meeting shall be re-convened after 60 (sixty) days from the date of the first General Meeting of Shareholders. The General Meeting of Shareholders shall be convened only when the attending members are shareholders and authorized representatives representing at least 33% of voting shares.

3. If the second meeting is not conducted due to inadequate number of members as prescribed in Clause 2 of this Article within sixty minutes from the time of opening the meeting, the third meeting may be re-convened within 60 (sixty) days from the date of the second meeting. In this case, the meeting shall be conducted regardless of the number of shareholders or authorized representative and is considered valid and has the right to decide all issues that the General Meeting of Shareholders intend to approve.

4. According to the decision of the General Meeting of Shareholders, the chairperson of the General Meeting of Shareholders shall have the right to change the meeting agenda sent together with the invitation as stipulated in Article 17.3 of this Charter.

Article 19. Procedures for conducting the meeting and voting at the General Meeting of Shareholders

1. On the date of holding the General Meeting of Shareholders, the Company shall carry out the procedures for registration until all shareholders entitled to attend are registered.
2. When conducting the registration of shareholders, the Company shall issue to each shareholder or authorized representative a voting card, stating the registration number, full name of shareholder, the authorized representative and the number of votes of the shareholder. When voting at the meeting, the number of the card approving the resolution is collected first, the number of the card not approving the resolution is collected after. Then, the total number of votes approving, not approving or no opinion shall be counted. The total number of votes for, against or no opinion shall be announced immediately before the closing of the meeting. The meeting shall elect a panel of counts at the request of the chairperson of the meeting.
3. Shareholders who come to the General Meeting of Shareholders late have the right to register immediately and then have the right to participate and voting at the meeting. The Chairperson shall not be responsible to stop the meeting for this late registration and the validity of the voting process conducted before shall not be affected.
4. The Chairman of the Board of Directors shall chair the meetings convened by the Board of Directors; If the Chairman is absent or temporarily incapable of working, the remaining members shall elect one of them to preside over the meeting on the principle of majority; If members of the Board of Directors is unable to elect a chairperson, one of members of the General Meeting of Shareholders shall have right to control the meeting to elect the person with the highest number of votes to preside the meeting.

   In other cases, the person who signs to convene the meeting of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the person with the highest number of votes to chair the meeting;

   The chairperson shall appoint one or several persons to act as a secretary of the meeting.
5. Only the General Meeting of Shareholders shall have the right to decide on the change of the meeting agenda together with the invitation to the meeting.
6. Chairperson of the General Meeting of Shareholders may postpone the meeting to another time and another place without consulting the members despite of enough eligible members, if:
   a. The meeting venue does not have enough seats for all attendees;
   b. Information at the meeting is not enough for participants to participate discuss and vote;
   c. Some participants obstruct, disturb the order or there is a risk that the meeting is not conducted in a fair and legal manner.

   In addition, the Chairperson may postpone the meeting when it is accepted and requested by the General Meeting of Shareholders which has sufficient number of members to attend the meeting. The maximum delay shall not more than three days from the date of opening the meeting. The meeting shall review the work that should have been legally resolved at the previous delayed meeting.

7. The chairperson shall postpone the General Meeting of Shareholders in contravention of Clause 6 of Article 19. In this case, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson of the meeting until the expiration and the validity of the voting at this meeting shall not be affected.
8. The chairperson of the General Meeting of Shareholders may carry out the necessary activities to control the General Meeting of Shareholders in a valid and orderly manner; or to reflect the wishes of the majority of the participants.
9. The convener of the General Meeting of Shareholders shall have the right to request shareholders or authorized representatives to be under inspection or other security measures. In cases where the shareholders or their authorized representatives refuse to comply with inspection or security measures, the person convening the meeting, after careful consideration, can refuse or expel such shareholder or representative from the meeting;
10. The person who convenes the General Meeting of Shareholders, after careful consideration may take appropriate measures to:
    a. Arrange seating at the meeting of the General Meeting of Shareholders;
    b. Ensure safety for everyone who are present at the meeting;
    c. Facilitate shareholders to attend (or continue to attend) the meeting. The person who convenes the General Meeting of Shareholders shall have the full power to change the said measures and apply all necessary measures. Applicable measures may be door-to-door or alternative forms of use.
11. Where the General Meeting of Shareholders applies the above-mentioned measures, the person convening the General Meeting of Shareholders may:
    a. Notice that the meeting will be held at a place as indicated in the notice and the chairman of the meeting will be present there ("Main place of the meeting");
    b. Arrange, organize so that shareholders or authorized representatives who cannot attend the meeting according to this Article or those who want to participate at another place other than the main place of the meeting can concurrently attend the meeting;

       Notification of the organization of the General Meeting of Shareholders does not require details of organizational measures under this Article.
12. In this Charter (unless otherwise required), all shareholders will be considered as participating in main place of the General Meeting of Shareholders.

    Annually, the Company shall hold the General Meeting of Shareholders at least once. Annual General Meeting of Shareholders shall not be organized in the form of written opinions.

Article 20: Approval of decisions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall approve all matters within its competence by way of voting at the meeting or by collecting written opinions, including the matters stipulated in clause 2 of Article 143 of the Enterprise Law. A decision of the General

Meeting of Shareholders which is approved by voting at the meeting shall meet all the following conditions:

a. There is approval of at least 51% of the total number of votes of all shareholders directly attending or their authorized representative;
b. For decisions on the following issues, there must be at least 65% of the total number of votes of all shareholders directly attending or their authorized representative approving:
   i. Deciding on the type of shares and the total number of shares of each type to be offered for sale;
   ii. Changing business lines and fields of business;
   iii. Organizing and dissolving the Company; changing the organizational structure of the company.
   iv. Deciding on investment or sale of assets equal to or greater than 70% of the total value of assets recorded in the latest audited financial statement of the Company;

2. A decision of the General Meeting of Shareholders which is approved in the form of collecting written opinions, including issues mentioned in Point b, Clause 1 of this Article must be approved by a number of shareholders representing at least 51% of total number of votes of shareholders with voting rights.
3. The vote on the election of the members of Board of Directors shall be conducted by voting according to the ownership rate or cumulative voting. Before the meeting of the General Meeting of Shareholders is collected or shareholders' opinions are collected, the Board of Directors will decide the voting method to elect a member of the Board of Directors in accordance with the provisions of this Charter.

   In case of voting for the election of members of the Board of Directors by the method of cumulative voting, each shareholder or authorized representative of the shareholder who has the total number of votes corresponding to the total number of shares owned or total number of representative shares multiplied with the number of elected members of the Board of Directors and shareholders are entitled to put all of their votes into one or several candidates.

   The method of cumulative voting shall be set by the Board of Directors in the Election Rules.

   The elected members of the Board of Directors shall be determined according to the number of votes from high to low, starting from the candidates with the highest number of votes until there are enough number of members of the Board of Directors (ensuring minimum ratio of number of independent members of the Board of Directors) as stipulated in the Charter of the Company. In order to ensure the minimum number of independent members of the Board of Directors in accordance with Clause 1, Article 24 of this Charter, independent candidates of the Board of Directors shall be selected first (in the number of votes from high to low for independent candidates). After selecting a sufficient number of independent members of the Board of Directors, the selection of the remaining members of the Board of Directors will be calculated by the number of votes from high to low (including the non-independent candidates and the remaining independent candidates).

In cases where two (02) or more candidates reach the same number of votes for the last member of the Board of Directors, they shall be re-elected among candidates of equal number of votes or selected according to the Election Rules. In case there are not enough members of the Board of Directors or independent members of the Board of Directors, the General Meeting of Shareholders will proceed to re-elect until the number of shareholders has been reached.

Article 21. Authority and procedures for gathering written opinions of shareholders for approval of decisions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions in order to pass the decisions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors is entitled to collect shareholders' written opinions in order to pass matters under the authority of the General Meeting of Shareholders as stipulated in this Charter at any time if it is deemed as necessary for interests of the company;
2. The Board of Directors shall prepare the Opinion Form, the Draft Resolution of the General Meeting of Shareholders and the documents explaining the Draft Resolution. The written Opinion Form attached to the Draft Resolution and explanatory documents shall be sent by security method to the registered address of each shareholder at least 10 days before the deadline to return the opinion form. The list of shareholders for comments shall be made according to the provisions of Point a, Clause 2, Article 17 of this Charter and Clause 2, Article 137 of the Enterprise Law. The request and the manner of sending the opinion form and accompanying documents shall comply with the provisions of Article 139 of the Enterprise Law;
3. The written opinion form shall contain the following principal contents:
   a. Name, head office address and business number;
   b. Purpose of collecting opinions;
   c. Full name, permanent address, nationality, citizenship card number, ID card, passport or other personal identity document of shareholders as the individual; Name, business number or establishment decision number, address of the head office of the shareholder as the organization or full name, permanent address, nationality, citizenship card number, passport or other personal identity document of authorized representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;
   d. Issues to be solicited for decision approval;
   e. Voting options include approval, disapproval and no opinion;
   f. The deadline to return the opinion form to the Company;
   g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company
4. Answered opinion from shall be signed by the shareholder being an individual, the authorized representative or the representative at law of the shareholder being an organization.
5. The opinion form sent to the company must be enclosed in a sealed envelope and no one shall be entitled to open it before the vote count. Any opinion form sent to the company

after the deadline specified in the form or opened in the case of mailing and disclosed in the case of sending faxes or e-mails is not valid; The opinion form which is not sent shall be considered as not participating in voting;

6. The Board of Directors shall count the votes and make a vote counting record in the witness of shareholders who do not hold the position of management of the company. The vote counting record shall contain the following principal contents:
   a. Name, address of the head office, business identification number;
   b. Purpose and issues to be consulted for the adoption of the decision;
   c. The number of shareholders with the total number of votes, including the number of valid votes or the number of invalid notes together with the list of shareholders participating in the vote;
   d. Total number of votes for approval, disapproval and no opinion of each problem;
   e. Decisions which have been passed;
   f. Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the person who supervises the vote counting and the person who counts votes.

   Members of the Board of Directors, the counters and the counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting record; To be jointly and severally liable for losses arising from decisions adopted due to untruthful or inaccurate counting of votes;
7. Vote Counting Record shall be posted on the website of the company and disclosed according to regulations within two four (24) hours from the end of counting of votes.
8. The completed opinion form, vote counting record, resolution adopted and the related documents shall be kept at the head office of the company;
9. Resolution adopted in the form of collecting written opinions of shareholders is as valid as the resolution passed at the General Meeting of Shareholders.

Article 22. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be recorded in the Minute and may be recorded or saved in electronic form. The Minute shall be in Vietnamese.
2. The Minute of General Meeting of Shareholders shall be:
   a. Made and passed before the closing of the meeting;
   b. The chair and secretary shall be jointly responsible for the truthfulness and accuracy of the Minute of the meeting;
   c. The Minute of the General Meeting of Shareholders shall be posted on the Company's website and disclosed in accordance with the law within twenty four (24) hours from the date of approval.
3. The Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders attending the meeting, the Resolution which was passed and the documents attached to the invitation shall be kept at the head office of company.
4. Minute of the General Meeting of Shareholders are considered as evidence of the work carried out at the General Meeting of Shareholders unless there are objections to the

content of the Minute given in accordance with the procedure within ten (10) days from the date of submitting the Minute.

Article 23. Request to cancel the decision of the General Meeting of Shareholders

Within ninety days from the date of receipt of the Minute of the General Meeting of Shareholders or the Vote Counting Record for comments of the General Meeting of Shareholders, shareholders, groups of shareholders as stipulated in Clause 3, Article 11 of this Regulation may request the court or the arbitrator to consider and cancel the Resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening a meeting of the General Meeting of Shareholders or collecting written opinions does not comply with the provisions of the Enterprise Law and the Charter of the company except for the cases stipulated in Clause 2, Article 148 of the Enterprise Law;
2. The order and procedures for the issuance of the Resolution and the contents of the Resolutions violates the law or the Charter of the Company;

   In case the Decision of the General Meeting of Shareholders is canceled by the decision of the Court or the arbitrator, the person convening the meeting of the General Meeting of Shareholders whose resolution has been revoked may consider the reorganization of the General Meeting of Shareholders within 90 days according to the order and procedures stipulated in the Enterprise Law and this Charter.

VII. BOARD OF DIRECTORS

Article 24. Members and office term of members of the Board of Directors

1. The number of members of the Board of Directors shall be at least three (03) and at most eleven (11). The specific number of members of the Board of Directors in each period shall be decided by the General Meeting of Shareholders. The term of office of members of the Board of Directors shall not exceed five (05) years. A member of the Board may be re-elected for an unlimited number of terms. The number of independent members must be at least one-third (1/3) of the total number of members of the Board of Directors.
2. Shareholders and groups of shareholders holding voting shares for at least 6 (six) consecutive months have the right to add the number of votes of each person to nominate candidates of the Board of Directors as stipulated by law and shall notify the Board of Directors before 03 working days before the opening of the General Meeting Of Shareholders. Shareholders or group of shareholders holding from 10% to 20% of total number of shares with voting rights for at least six consecutive months shall be entitled to nominate at most one (01) candidate; Between 20% and under 30% of the total number of voting shares for at least six consecutive months shall be entitled to nominate up to two (02) candidates; From 30% to less than 40% of the total number of voting shares for at least six consecutive months shall be entitled to nominate up to three (03) candidates; From 40% to less than 50% of the total number of voting shares for at least six consecutive months shall be entitled to nominate up to four (04) candidates; Between 50% and under 60% of the total number of voting shares for at least six consecutive months shall be entitled to nominate at most five (05) candidates; 60% or more of the total number of voting shares or more for a consecutive period of at least six months shall be entitled to nominate full number of candidates.

3. Where the number of candidates for the Board of Directors is still insufficient via nomination, the current Board of Directors may nominate more candidates or organize the nomination according to the regulation of the Company. The nomination mechanism or the method which the current Board of Directors nominates a candidate for the Board of Directors must be clearly defined and approved by the General Meeting of Shareholders prior to nomination.
4. Members of the Board of Directors will no longer be members of the Board of Directors in the following cases:
    a. Such member is not eligible to be a member of the Board of Directors in accordance with the provisions of the Enterprise Law or prohibited by law from acting as a member of the Board of Directors;
    b. That member sends a written request to resign to the head office of the Company;
    c. The member is mentally disturbed and other members of the Board of Directors have professional evidence that he or she is no longer capable of acting;
    d. That member is absent from meetings of the Board of Directors for six consecutive months without the approval of the Board of Directors except for force majeure events;
    e. That member is dismissed from the Board of Directors by decision of the General Meeting of Shareholders.
5. The election of members of the Board of Directors must be notified in accordance with the Law On Securities And Securities Market.
6. A member of the Board of Directors is not necessarily a Shareholder of the Company.

Article 25. Rights and tasks of the Board of Directors

1. The business activities and tasks of the Company shall be managed and directed by the Board of Directors. The Board of Directors is empowered to exercise all the rights in the name of the Company except for cases under the authority of the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising the General Director and other executives.
3. The rights and obligations of the Board of Directors are stipulated by the law, the Charter, the internal regulations of the Company and the decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
    a. To make decisions on the plan for development of production and business and the annual budget;
    b. To identify operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;
    c. To make decision on appointment, removal, dismissal, salary and other regimes for the General Director and other executives of the Company at the proposal of the General Director; Sign the labor contract, terminate the labor contract with the General Director and other executives; To appoint representatives authorized to participate in the Members' Council or the General Meeting of Shareholders in other companies; To decide on their remuneration and other benefits;
    d. To decide the organizational structure of the Company;

e. To resolve the Company's complaints against the Executive as well as the selection of representatives of the Company to settle issues related to the legal procedures of such Executive;

f. To propose types of shares that can be issued and the total number of shares issued by each type;

g. To decide the issuance of bonds, propose plans for issuance of convertible bonds to shares, and to allow shareholders to buy shares at pre-determined prices to submit them to the General Meeting of Shareholders for decision;

h. To decide the prices of bonds, shares and convertible securities;

i. To propose annual dividend and determine temporary dividend; organize the payment of dividends;

j. To propose the reorganization or dissolution of the Company;

k. To decide solutions for market development, marketing and technology;

l. To decide on investment or sale of assets valued at less than 70% of the total value of assets recorded in the latest financial statement of the Company.

m. To develop internal regulations on corporate governance and submit to the General Meeting of Shareholders for approval.

4. The following issues shall be approved by the Board of Directors:

   a. Establishment and dissolution of branches or representative offices of the Company;

   b. Establishment and dissolution of subsidiaries of the Company;

   c. Contracts for purchase, sale, borrowing, lending and other contracts of the Company, except for the cases as stipulated in Point 1, Clause 2, Article 14 of the Charter, Clauses 1 and 3 of Article 162 of the Enterprise Law must be approved by the General Meeting of Shareholders;

   d. Appointment and dismissal of persons authorized by the Company as trade representatives and lawyers of the Company;

   e. Borrowing and execution of mortgages, guarantees, pledge and indemnities of the Company;

   f. Investments not included in the business plan or investments exceed 10% of the annual plan and business budget;

   g. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;

   h. The evaluation of non-cash assets contributed to the Company relates to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and know-how;

   i. Purchase or withdrawal of no more than 10% of each class of shares of the Company. In other cases, the share buyback shall be decided by the General Meeting of Shareholders;

   j. Issues related to business or transactions which are decided by the Board of Directors within the scope of their powers and responsibilities;

   k. Determination of the purchase price or withdrawal of shares of the Company.

l. Economic-technical norms related to production and business activities of the Company.

5. The Board of Directors shall report to the General Meeting of Shareholders on its activities, including supervision of the Board of Directors for the General Director and other executives in the fiscal year. If the Board does not submit a report to the General Meeting of Shareholders, the financial statements of the Company will be considered invalid and not approved by the Board of Directors.
6. Unless otherwise provided by law, the Board of Directors may authorize subordinate employees and / or their representatives to handle work on behalf of the Company.
7. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their jobs as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. The remuneration will be distributed to the members of the Board of Directors under the agreement of members of the Board of Directors or equally divided in case of failure of agreement.
8. The total amount of remuneration for each member of the Board of Management, including remuneration, expenses, commissions, share purchase rights and other benefits from the Company, its subsidiaries and affiliated companies of the Company and other companies in which the members of the Board of Directors are representatives of the capital contribution must be disclosed in detail in the annual report of the Company.
9. Members of the Board of Directors holding the executive posts (including the chairman or vice chairman), or members of the Board of Directors working for subcommittees of the Board of Directors, or executing any other work that, in the view of the Board of Directors, is outside the normal scope of duties of a member of the Board of Directors, may be paid with additional remuneration in the form of a one-time remuneration package , salary, commission, percentage of profits or other forms as decided by the Board of Directors;
10. Members of the Board of Directors are entitled to all travel, accommodation, meals and other expenses that they are paid when performing their duties as members of the Board of Directors, including all expenses incurred in attendance at meetings of the Board of Directors or subcommittees of the Board of Directors or General Meeting of Shareholders.
11. Members of the Board of Directors have the right to request the General Director, Deputy General Director and other executives to provide information and documents on the financial status and business operation of the Company, member companies and branches of the Company (if any).

    Information and documents shall be supplied timely, fully and accurately at the request of the members of the Board of Directors.

Article 26. Chairman and Vice Chairman of the Board of Directors

1. The Board of Directors shall select among the members of the Board of Directors to elect one Chairman. Depending on each period, one or several Vice Chairman may be elected. Unless otherwise decided by the General Meeting of Shareholders, the Chairman of the Board of Directors shall not be concurrently the General Director of the Company. The

Chairman of the Board of Directors cum General Director must be approved annually at the Annual General Meeting of Shareholders.

2. The Chairman of the Board of Directors is responsible for convening and presiding over the General Meeting of Shareholders and the meetings of the Board of Directors and at the same time having other rights and responsibilities as stipulated in this Charter and the Enterprise Law. The Vice Chairman shall have the same rights and obligations as the Chairman in cases of being authorized by the Chairman but only if the Chairman has notified the Board of Directors that he / she is absent or absent due to force majeure reasons or lost ability to perform his duties. In the above case, if Chairman does not appoint the Vice Chairman to act like that, the remaining members of the Board of Directors shall appoint the Vice Chairman. In the event that both the Chairman and the Vice Chairman are temporarily unable to perform their duties for any reason, the remaining members of the Board of Directors shall elect one of the temporary members to hold the position as the Chairman of the Board of Directors on the principle of majority.
3. The Chairman of the Board of Directors shall have the responsibility to ensure that the Board of Directors shall submit annual financial statements, reports on the company's activities, auditing reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders;
4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within thirty days.

Article 27. Authorization to attend the meeting of members of the Board of Directors

Members shall attend fully all meetings of the Board of Directors or may authorize other persons to attend the Board of Directors if they are approved by a majority of the members of the Board of Directors;

Article 28. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the term of the Board of Directors within 7 working days after the end of the election of the Board of Directors. This meeting was convened by the member with the highest vote ballot. In cases where more than one member has the highest and equal number of votes, the members shall elect one of them to convene a meeting of the Board of Directors.
2. Regular meetings: The Chairman of the Board of Directors shall convene meetings of the Board of Directors; make the agenda, time and venue of the meeting at least five days before the scheduled meeting. The Chairman may convene the meeting whenever it is deemed necessary but at least once every quarter.
3. Extraordinary meetings: The Chairman shall convene an extraordinary meeting of the Board of Directors when it is deemed necessary for the benefit of the Company. In addition, the Chairman of the Board of Directors shall convene the Board of Directors without delay if there is no justifiable reason when one of the following persons proposes in writing the purpose of the meeting and issues to discuss:
   a. The General Director or at least five other managers;
   b. At least two (02) executive members of the Board of Directors;
   c. Independent member of the Board of Directors.

4. Meetings of the Board of Directors mentioned in Clause 3 of Article 28 shall be conducted within 07 working days from the date of receipt of the request as mentioned in Clause 3 of this Article. If the Chairman of the Board of Directors does not accept the meeting as proposed, the Chairman shall be responsible for any damage caused to the Company; Persons who propose to hold a meeting mentioned in Clause 3 of Article 28 may convene a meeting of the Board of Directors by themselves.
5. The Board of Directors shall adopt a resolution by voting at the meeting, collecting written opinions or other forms depending on the specific conditions and issues. Each members of the Board of Directors shall have one vote.
6. Where there is a request from an independent auditor to audit the financial statements of the company, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the situation of Company.
7. Places of the meetings: Meetings of the Board of Directors shall be held at the registered address of the Company or other addresses in Vietnam or abroad under the decision of the Chairman of the Board of Directors and agreed by the Board of Directors;
8. The notice of the meeting of the Board of Directors mentioned in Clause 3 of Article 28 shall be sent to members of the Board of Directors at least two days before the date of the meeting. The meeting invitation shall specify the time and place of the meeting, the agenda, the issues discussed and the decision. Attached to the meeting invitations shall have the documents used at the meeting and votes of the members.
9. Minimum number of participants:
   a. Meetings of the Board of Directors shall be only proceed and adopted when at least three-fourths of the members of the Board of Directors are present in person or through their representatives.
   b. If the meeting convened under the provisions of Point a, Clause 9 of this Article does not have enough participants as prescribed, a second meeting shall be convened within seven (7) days after the date of the first meeting. In this case, the meeting shall be conducted if there are more than half of the members of the Board of Directors attending.
10. Voting
   a. Except for the provisions in Clause 10b of Article 28, each member of the Board of Management or his authorized person at the meeting of the Board of Directors shall have one vote;
   b. Members of the Board of Directors are not allowed to vote on contracts, transactions beneficial to such members or related persons in accordance with the law. Members of the Board of Directors shall not be included in the minimum number of attendants required to hold a meeting for decisions that such member has no voting right;
   c. Pursuant to the provisions of Clause 10d, Article 28, when a problem arises in a meeting of the Board of Directors relating to benefits of members of the Board of Directors or related to voting rights of a member which cannot be resolved by the voluntary renunciation of the voting rights of such member shall be referred to the Chairperson of the meeting and the decision of the Chairperson shall be the final

decision, except that the nature or scope of the benefit of the members of the Board of Management is not adequately disclosed.

d. Members of the Board of Directors who benefit from a contract as provided in Article 355.4a and Article 355.4b of this Charter shall be deemed to have significant benefits in such contract.

11. Disclosure of benefits. Members of the Board of Directors directly or indirectly benefit from a contract or transaction that has been signed or is expected to sign with the Company and know that they have interests in it shall be publicized on the nature and contents in the meeting of the Board of Directors for the first time to consider the issue of signing the contract or transaction. Besides, the member may disclose benefits at the first meeting of the Board of Directors after he/she knows that he or she has benefits or shall have benefit in the transactions or related contracts;

12. Vote by majority. The Board of Directors shall adopt resolutions and decisions by adhering to the approval of the majority of the members attending the meeting. In case the number of votes for and the votes against are equal, the vote of the Chairman will be the decision.

13. Meeting on the phone or other forms. A meeting of the Board of Directors may be organized in the form of a seminar among the members of the Board of Directors when all or some of the members are in different places provided that each member attending the meeting can:

    a. Listen to other members making speeches at the meeting of the Board of Directors;

    b. He or she can speak to all other participants concurrently.

    Exchange between members may be made directly by telephone or by other means of communication (including use of the media at the time of adoption of the Charter or later) or it is the combination of all these methods. According to this Charter, members of the Board of Directors attending such meeting are considered as "present" at the meeting. The place of the meeting under this regulation shall be the place where the largest group of members of the Board of Directors gathers. In case of absence of such groups, the place of meeting where the Chairman is present shall be the place of the meeting;

    Decisions adopted during a telephone conference and conducted in a legal manner shall be effective immediately upon the conclusion of the meeting and shall be confirmed by signatures in the Minute of all members of Board of Directors attending this meeting.

14. A resolution in the form of collecting written opinions shall be adopted on the basis of the opinion of the majority of the members of the Board of Directors with voting rights. This Resolution shall take effect and is effective as the Resolution adopted by members of the Board of Directors at the meeting convened and organized as usual.

15. Minutes of meetings of the Board of Directors. The Chairman of the Board of Directors is responsible for forwarding the Minute of the meeting to the members and such minutes shall be considered as evidence of the work performed in those meetings unless there is a written claim on the contents of the minutes within ten days after forwarding. Minutes of meetings of the Board of Directors shall be made in Vietnamese and shall contain the full name and signature of the chairperson and the recorder.

16. The Board of Directors may set up divisions to support the activities of the Board of Directors, such as personnel division, payroll division and other division. The Board of Directors may appoint one independent member of the Board of Directors as the Head of the personnel division, payroll division. The establishment of divisions shall be approved by the General Meeting of Shareholders. In cases where no division is appointed, the Board of Directors may assign independent members to assist the Board of Directors in personnel activities and remuneration. The Board of Directors shall stipulate in detail the establishment of divisions, the responsibilities of each division, the responsibilities of members of the division or the responsibilities of independent members in charge of the personnel and remuneration.
17. The legal value of the action. The actions to enforce decisions of the Board of Directors or divisions of the Board of Directors or the member of the division of the Board of Directors shall be considered as valid even if the election and the nomination of members of the Board of Directors or the division may be wrong.

Article 29. Audit committee

1. The Company has an Audit Committee of the Board of Directors. Audit Committee is Internal Audit Committee that provided for in item b, Clause 1, Article 134 of Enterprise Law. Structure, composition and standards of members of the Audit Committee; rights and obligations; meetings of the Audit Committee and operating expenses are provided in the Internal Regulations on Corporate Governance of the Company.
2. Other matters relating to organization and operation of the Audit Committee shall be decided by the Board of Directors.

VIII. CHIEF EXECUTIVE OFFICER, OTHER EXECUTIVES AND THE SECRETARY OF COMPANY

Article 30. Organization of the management apparatus

The Company will issue a management system under which the Board of Management shall be responsible and under the leadership of the Board of Directors. The Company has a General Director and a number of Deputy General Directors and a Chief Accountant appointed by the Board of Directors. The General Director and Deputy General Directors may be concurrently members of the Board of Directors, and shall be appointed or dismissed by the Board of Directors by a resolution passed by a meeting of the Board of Directors.

Article 31. Executives of the Company

1. At the proposal of the General Director and approved by the Board of Directors, the Company may recruit or hire other executives which is necessary or suitable to the structure and management of the company from time to time under the proposal of the Board of Directors. Executives of the Company shall have necessary diligence so that activities and organization of the company can achieve the goals set.
2. The wages, benefits and other terms in the labor contract signed with the General Director shall be decided by the Board of Directors and the labor contracts with other executives shall be decided by the Board of Directors after consulting the General Director.

Article 32. Appointment, dismissal, tasks and rights of the General Director

1. Appointment: The Board of Directors shall appoint a member of the Board of Directors or another person as the General Director and shall enter into a labor contract stipulating the salary, benefits and other terms related to the employment. Information about salaries, allowances and benefits of the General Director must be reported in the Annual General Meeting of Shareholders and stated in the annual report of the Company.
2. Term of office: According to Article 26 of this Charter, the General Director may not be the Chairman of the Board of Directors. The term of office of the General Director shall be no more than 05 (five) years and may be reappointed with unlimited number of terms. Appointment may be terminated in accordance with the provisions of the labor contract. General Director is not banned by law to hold this position.
3. Powers and duties. The General Director has the following powers and responsibilities:
   a. To implement the Resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company which were approved by the Board of Directors and the General Meeting of Shareholders;
   b. To decide all issues of the Company in accordance with the Resolutions of the Board of Directors, including the signing of financial and trade contracts, the organization and operation of production and daily business activities of the Company in accordance with the best management practices;
   c. To recommend the number of Managers that the Company needs to hire or recruit for the Board of Directors to appoint or dismiss when it is necessary in order to apply well management practices as proposed by the Board of Directors and advise the Board on the salary, remuneration, benefits and other terms of the Managers;
   d. To consult the Board of Directors to determine the number of employees, wages, allowances, benefits, appointments, dismissals and other terms related to their labor contracts;
   e. On 31st May each year, the General Director must submit to the Board of Directors for approval the detailed business plan for the next financial year on the basis of meeting the requirements of the budget as well as the financial plans of 05 years.
   f. To perform the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;
   g. To propose measures to improve the operation and management of the Company;
   h. To prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and quarterly management of the Company in accordance with the business plan. The annual estimates (including the balance sheet, the income statement and the cash flow statement) for each financial year must be submitted to the Board of Directors for approval and shall include information as stipulated in the regulations of the Company.
   i. To carry out all other activities in accordance with this Charter and the regulations of the Company, resolutions of the Board of Directors, labor contracts of the General Director and the law.

4. To report to the Board of Directors and shareholders. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and shall report upon request.
5. Dismissal: The Board of Directors may dismiss the General Director when the majority of the members of the Board of Directors attending the meeting have the voting right to accept and appoint a new General Director to replace him/her;

   For cases of resignation of the General Director, he / she must submit an application to the Board of Management. Within 30 working days from the date of receiving the application, the Board of Directors must issue a decision to handle the case.

Article 33. The Company's Secretary is in charge of company management

1. The Board of Directors shall appoint one (or more) secretaries of the Company to be in charge of company governance to support effectively. The term of office of the secretary in charge of company governance shall be decided by the Board of Directors which shall be a maximum of five (05) years.
2. The Secretary of the company in charge of company governance must be a person who is knowledgeable in law and may not concurrently work for an independent auditing company that is auditing the financial statements of the company.
3. The Secretary of the company in charge of company governance shall have the following rights and obligations:
   a. To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related work between the company and shareholders;
   b. To prepare meetings of the Board of Directors and General Meeting of Shareholders at the request of the Board of Directors;
   c. To advise the procedures of the meetings;
   d. To attend meetings;
   e. To advise procedures for the Resolution of the Board of Directors in accordance with the law;
   f. To provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and Supervisors;
   g. To supervise and report to the Board of Directors on disclosure of information of the company;
   h. To keep confidential information in accordance with the provisions of law and the Charter of the company;
   i. Other rights and obligations as stipulated in Clause 5, Article 152 of the Enterprise Law.
4. The Board of Directors may dismiss the Secretary in charge of the company management when it is necessary but not contrary to the current provisions of Labor Law;

IX. TASKS OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 34. Carefulness principle

Members of the Board of Directors, the General Director and other executives shall be responsible for the performance of their duties honestly, including duties as members of the divisions of the Board of Directors for the highest benefit of the Company and with a degree of carefulness when taking over the same position and in the same situation.

Article 35. Honesty and avoiding conflicts of interests

1. Members of the Board of Directors, the General Director and other executives are not allowed to use business opportunities that may benefit the Company for personal purposes; At the same time, information obtained by virtue of their position for personal gain or for the benefit of other organizations or individuals may not be used.
2. Members of the Board of Directors, the General Director and other executives are obliged to notify the Board of Directors of all their interests that may conflict with the interests of the Company via economic entities, transactions or other individuals.
3. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, the General Director, other executives and other individuals and organizations related to the above members, except for the case where the public company and its affiliated companies are companies in the same group or as group of companies, including the parent company - subsidiary company, economic group and other cases as stipulated by the law;
4. Contracts or transactions between the Company and one or more members of the Board of Directors, the General Director, other executives, or other organizations or individuals related to them or the company, partner or association or an organization in which one or more members of the Board of Directors, the General Director, other executives or persons related to them are members or have related financial interests, are not nullified in the following cases:
    a. For contracts valued at less than 35% of the total value of assets recorded in the most recent financial statements, significant elements of the contract or transaction as well as the relations and interests of the members of the Board of Directors, General Director and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has authorized the performance of such contracts or transactions in an honest manner by the majority of votes of the members of the Board of Directors who have no relevant interests; or
    b. For contracts valued equal to or greater than 35% of the total asset value recorded in the most recent financial statement, significant elements of the contract or transaction as well as the relations and interests of the members of the Board of Directors, General Director and other executives have been disclosed to the shareholders who have no relevant interests who have the right to vote on such issue and shareholders who voted to approve such contracts or transactions;
    c. Contracts or transactions are considered to be fair and reasonable by an independent consultant in all respects related to the shareholders of the company at the time when such transactions or contracts are approved by the Board of Directors or General Meeting of Shareholders.

Members of the Board of Directors, General Director, other executives and related persons of the above members must not use the information which have not been disclosed by the Company or disclosed to others to perform relevant transactions.

Article 36. Liability for damage and compensation

1. Liability for damage: Members of the Board of Directors, General Director and other executives who violate the obligation to act honestly and fail to fulfill their obligations with due care, diligence and professional competence shall be liable for damages caused by his violation.
2. Compensation: The Company will indemnify those who have been and are in danger of becoming a party to a lawsuit, suit or proceeding that has, is, or may be conducted, whether it is a civil case or not (it is not the lawsuit initiated by the Company or under the right to sue of the Company) if such person has been or is the member of the Board of Directors, Executives, Staffs or the Representative of the Company (or its subsidiaries) or such person performs at the request of the Company (or its subsidiaries) as member of the Board of Directors, Executives, Staffs or the Representative authorized by the Company. The costs of compensation include: costs incurred (including attorney's fees), judicial costs, penalties, payables arising in actual situations or is considered as reasonable when solving cases within the framework of the law provided that such person has acted with honesty, carefulness, diligence and professional competence in a manner that he or she believes that it is the benefits or not contrary to the highest benefit of the Company on the basis of law observance without detection or confirmation or evidence that such person has violated his or her responsibilities. The company has the right to buy insurance for such people to avoid the above compensation liability.

X. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 37.Right to inspect books and records of the Company

1. Shareholders or groups of shareholders referred to in Article 11.3 of this Charter shall have the right to send written requests for inspecting directly or through their lawyers or authorized persons during working hours and at the principal business locations the list of shareholders, Minutes of the General Meeting of Shareholders and copies or extracts of such records. A request for inspection by a representative lawyer or other authorized representative of a shareholder must be accompanied by the power of attorney of the shareholder or a notarized copy of the power of attorney.
2. Members of the Board of Directors, the General Director and other executives have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes related to their position, provided that the information is confidential.
3. The Company shall keep this Charter and other amendments and supplements to the Charter, business registration certificate, regulations, documents proving ownership of the property, Minutes of the General Meeting of Shareholders and the Board of Directors, annual financial statements, accounting books and any other documents as required by law at the head office or other place provided that the shareholders and the business registration office are informed about the location of these documents.
4. Shareholders are entitled to a free copy of the Company's Charter. If the Company has its own website, this Charter must be published on that website.

XI. EMPLOYEES AND TRADE UNION

Article 38. Employees and trade unions

The General Director shall make plans for the Board of Directors to pass on issues related to recruitment, employment, dismissal, salary, social insurance, welfare, rewards and discipline of the Executives and the Employees as well as the relationship of the Company with the trade union organizations which are recognized in accordance with the best standards, practices and management policies, practices and policies stipulated in the Charter the Company's regulations and current regulations.

XII. DISTRIBUTION OF PROFITS

Article 39. Dividends

1. According to the Decision of the General Meeting of Shareholders and in accordance with the law, dividends will be announced and paid from the retained earnings of the Company but not exceed the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders.
2. Under the provisions of the Enterprise Law, the Board of Directors may decide to make advance interim dividends if it considers that such payment is in line with the profitability of the Company.
3. The company shall not pay interest on dividends or payments related to a class of shares.
4. The Board of Directors may request the General Meeting of Shareholders to approve the payment of all or part of dividends by specific assets (such as shares or bonds issued by other companies). The Board of Directors is the executing body of this Resolution.
5. In case dividends or other payments relating to a class of shares are paid in cash, the Company shall pay in VND and by check or money order via the registered address of the beneficiary. In case of any arising risks (from the registered address of the shareholder), the shareholder shall be responsible for this. In addition, dividend payments or other cash payments related to a class of shares may be paid by bank transfer when the Company has detailed information about the bank of the shareholder so that the Company can make direct transfers to shareholders' bank accounts. In case the company has transferred dividends to the bank account in accordance with the detailed information about the bank provided by the shareholder but the shareholder has not still received the dividend, the Company is not responsible for this. Payment of dividends for shares listed on the Stock Exchange / Securities Trading Center may be made through a securities company or a depository center.
6. In case of approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares are entitled to receive dividends by ordinary shares instead of cash dividends. Substitute shares for payment of dividends are recorded as fully paid-up shares on the basis of the value of the dividend which is equivalent to the cash dividend payment.
7. The Board of Directors shall make a list of shareholders entitled to receive dividends, determine the amount of dividends to be paid for each share, the term and form of payment at least 30 days prior to each dividend payment period. Based on that date, those who register as shareholders or other owners of securities are entitled to receive dividends, interest, distributed profits, shares, notices or other documents.

Article 40. Other issues related to distribution of profits

Other issues related to distribution of profits are made in accordance with the law.

XIII. BANK ACCOUNTS, RESERVES, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 41. Bank account

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

Article 42. Deduction for setting up reserves

After fulfilling tax obligations and other financial obligations as prescribed by law, repaying fully (or have fully paid for) debts and other property obligations which are due, depending on the business situation and in accordance with the provisions of the law, the Company will set up the welfare fund, development investment fund, reserve fund for charter capital and other funds under Decision of the General Meeting of Shareholders. The appropriation of funds will be decided by the General Meeting of Shareholders. The Board of Directors shall decide to use these funds at the level set by the General Meeting of Shareholders.

Article 43. Fiscal year

The financial year of the Company commences on the first (01) day of July (07) of the calendar year and ends on the thirtieth (30) day of June of the following calendar year. The first fiscal year starts on the date of issuance of the business registration certificate (or business license for conditional business lines) and ends on the 31st day of December following the date of issuance of the business registration certificate (business license).

Article 44. Accounting regime

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) or the accounting system of enterprises or other accounting systems approved by the Ministry of Finance.
2. The Company shall establish accounting books in Vietnamese and shall keep them in accordance with the type of business activities of the Company. These records must be accurate, up-to-date, systematic and sufficient to substantiate and explain the Company's transactions.
3. The company uses Vietnam dong as the currency unit used in accounting.

XIV. ANNUAL REPORT, RESPONSIBILITY FOR PUBLICIZING INFORMATION, NOTIFICATION TO THE PUBLIC

Article 45. Annual, biannual and quarterly reports

1. The Company shall prepare its annual financial statements in accordance with the law as well as the regulations of the State Securities Commission and they shall be audited in accordance with Article 47 of this Article. Within 90 days after the end of each fiscal year, the annual financial statements approved by the General Meeting of Shareholders

shall be submitted to the competent tax authorities, the State Securities Commission and Stock Exchange/ Securities Trading Center and Business Registration Authority.

2. The annual financial statements shall include income statement which reflects in an honest and objective manner the situation of profit and loss of the Company in the fiscal year and the balance sheet shall reflect honestly and objectively the situation of the Company's operations up to the time of reporting, cash flow statement and notes of financial statement. In case the Company is a parent company, in addition to the annual financial statements, it must include a consolidated balance sheet on the operation of the Company and its subsidiaries at the end of each fiscal year.
3. The Company shall prepare semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange / Securities Trading Center.
4. Audited financial statements (including auditors' opinions), semi-annual and quarterly reports of the Company shall be disclosed on the Company's website and in accordance with law.
5. Organizations and individuals are entitled to inspect or copy the audited annual financial statements, semi-annual and quarterly reports during the working hours of the Company or at its head office with a reasonable fee for the copy.

Article 46. Publication of information and notification to the public

Annual financial statements and other supporting documents shall be disclosed to the public in accordance with the regulations of the State Securities Commission and submitted to the relevant tax authorities and business registration office according to the regulations of the Enterprise Law.

XV. AUDITING

Article 47. Auditing

1. The Annual General Meeting of Shareholders shall designate an independent auditing company or a list of independent auditing companies and authorize the Board of Directors to select one of these units to audit the Company's financial statements for the forthcoming financial year based on the terms and conditions agreed with the Board of Directors. The Company shall prepare and submit the annual financial statements to the independent auditing company after the end of the financial year. For the first fiscal year, the Board of Directors will appoint an auditing company to conduct auditing activities of the Company after being granted a business registration certificate.
2. The Company shall prepare and submit annual financial statements to the independent auditing company after the end of the financial year.
3. The independent auditing company shall examine, certify and report on the annual financial statements of the company's revenues and expenditures, making the audit report and submit it to the Board of Directors within three months from the end of the fiscal year. The staff of the independent auditing company that performs audits for the Company must be approved by the State Securities Commission.
4. A copy of the audited financial statements shall be attached to each annual accounting report of the Company.

5. Auditors performing the audit shall be allowed to attend all meetings of the General Meeting of Shareholders and be entitled to receive notices and other information related to the General Meeting of Shareholders where the shareholders are entitled, have the right to receive and speak at the Meetings on matters related to auditing.

XVI. SEAL

Article 48. Seal

1. The Board of Directors shall approve the official seal of the Company and the seal engraved in accordance with the law.
2. The Board of Directors and the General Director shall use and manage the seal according to the current law provisions.

XVII. TERMINATION OF OPERATION AND LIQUIDATION

Article 49. Termination of operation

1. The Company may be dissolved or terminate its operation at the following case:
    a. At the end of the Company's term of operation even after extension period;
    b. The court declares that the Company is bankrupt in accordance with the provisions of the law in force;
    c. Dissolution ahead of time as decided by the General Meeting of Shareholders.
    d. Other cases as prescribed by law.
2. The dissolution of the Company ahead of time (including the extended term) shall be decided by the General Meeting of Shareholders, the Board of Directors. This dissolution decision shall be notified or approved by the competent agency (if required) according to regulations.

Article 50. In case of deadlock between members of the Board of Directors and shareholders

Unless otherwise provided in this Charter, shareholders holding a half of the outstanding shares shall have the right to vote in the election of members of the Board of Directors and may file a complaint to the court requesting the dissolution under one or more of the following cases:

1. The members of the Board of Directors do not agree on the management of the Company's affairs resulting in the failure to achieve the required number of votes for the Board of Directors to operate.
2. The shareholders are not consistent, so it is impossible to reach the required number of votes according to regulations to elect members of the Board of Directors.
3. There is internal disagreement and two or more factions of shareholders are divided and the dissolution will be the most beneficial for all shareholders.

Article 51. Extension of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (7) months before the expiration of the period of operation so that the shareholders may vote on the extension of the Company's operation for a further period of time as proposed by the Board of Directors.

2. The duration of operation of the Company shall be extended when the number of shareholders representing at least 51% of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

Article 52. Liquidation

1. At least six months before the expiration of the operation duration of the Company or after a decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee of three members. Two members are appointed by the General Meeting of Shareholders and one member is appointed from an independent auditing company by the Board of Directors. The Liquidation Committee shall prepare its operation regulations. Members of the Liquidation Committee may be selected from employees of the Company or independent experts. All expenses related to liquidation shall be paid by the Company before other debts of the Company.
2. The Liquidation Committee shall have to report to the business registration office the date of its establishment and the date of commencement of its operation. After that, the Liquidation Committee shall be on behalf of the Company to solve all matters relating to liquidation of the Company before the Court and administrative agencies.
3. The proceeds from the liquidation shall be paid in the following order:
    a. Liquidation costs;
    b. Salaries and insurance costs for employees;
    c. Taxes and taxes payable by the Company to the State;
    d. Loans (if any);
    e. Other debts of the Company;
    f. The remaining balance after payment of all debts from above (a) to (e) above shall be distributed to the shareholders. Preference shares shall be paid in advance.

XVIII. SETTLEMENT OF INTERNAL DISPUTES

Article 53. Settlement of internal disputes

1. In case of any dispute or complaint relating to the operation of the Company or the rights of shareholders arising from the Charter or from any rights or obligations under the Enterprise Law Enterprises or other laws or administrative regulations between:
    a. Shareholder with the Company; or
    b. Shareholder with the Board of Directors, General Director or other executives;

    Stakeholders shall try to resolve the dispute through negotiation and conciliation. Except for disputes relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and shall request each party to present the practical elements relating to Disputes within 20 working days from the date of arising disputes. In case of disputes relating to the Board of Directors or the Chairman of the Board of Directors, any party may request the Economic Court to appoint an independent expert to act as arbitrator for Dispute resolution.
2. Where the conciliation decision has not been reached within six (06) weeks of the commencement of the mediation process or if the decision of the mediator is not

acceptable to the parties, either party may bring such dispute to the competent court for settlement.

3. The parties shall bear their own costs relating to the negotiation and conciliation procedures. Expenses of the court shall be borne by the losing party.

XIX. MODIFICATION AND AMENDMENT OF THE CHARTER

Article 54. Amendment and supplement to the Charter

1. The amendment and supplementation of this Charter shall be considered and decided by the General Meeting of Shareholders.
2. Where there are provisions of law relating to the Company's activities which are not mentioned in this Charter or in case there are new legal provisions other than the provisions in this Charter, the provisions of the law will automatically apply and adjust the operation of the company.

XX. EFFECTIVE DATE

Article 55. Effective date

1. This Charter consists of XX chapters of 56 Articles and is approved by the General Meeting of Shareholders of Thanh Thanh Cong - Bien Hoa Joint Stock Company in accordance with the Resolution of the General Meeting of Shareholders dated October 17th, 2018 and the full text of this Charter is accepted by all members.
2. The Charter is made in 10 copies with the same validity, where:
   a. One copy shall be submitted at the State Notarization Office of the locality
   b. 05 copies are registered at the governmental authority in accordance with regulations of the People's Committee of the province or city.
   c. 04 copies are kept at the Company's Office.
3. This Charter is unique and official of the Company
4. Copies or extractions from this Charter shall be signed by the Chairman of the Board of Directors or at least one half of the total number of members of the Board of Directors to ensure its validity.

Article 56. Signature of the legal representative of the Company.

LEGAL REPRESENTATIVE OF THE COMPANY
THE CHAIRMAN OF THE BOARD OF DIRECTORS

M.S.D.N: 3900244389 - C.T.C.P
CÔNG TY
CỔ PHẦN
THÀNH THÀNH CÔNG
- BIÊN HÒA
H. TÂN CHÂU - T. TÂY NINH

PHAM HONG DUONG