

APPENDIX 1

(Attached with the Resolution of the BOD No.1408/18/NQHDQT-HAGL dated 14 August 2018 of Hoang Anh Gia Lai Joint Stock Company)

Amendment to and supplementation of a number of articles in the Charter of Hoang Anh Gia Lai Joint Stock Company

Ladies and gentlemen,

The Board of Directors has agreed on passing the Amendment, supplementation of a number of articles in the Charter of the Company in accordance with the new laws in force, specifically the Enterprise law No. 68/2014/QH13 passed by the national Assembly of the Socialist Republic of Vietnam on 26 November 2014 ("Enterprise Law 2014"), the Decree No.71/2017/NĐ-CP dated 6 June 2017 guiding on corporate governance applicable to Public companies ("Decree No.71") and the Circular No.95/2017/TT-BTC dated 22 September 2017 guiding the Decree No. 71/2017/NĐ-CP dated 6 June 2017 ("Circular No.95"). Details are as follows:

No.	Current charter	Amendment, supplementation	Note
01	<p>Point d, e, i, j, Section 1 Article 1. Explanation of terminology</p> <p>"d. "Managing executives" means the General Director, Deputy Director or Deputy General Director, Chief Accountant, and other key management titles appointed by the Board of Directors;</p> <p>"e. "Related Persons" means any individual or organization directly or indirectly related to the enterprise as defined in Article 4.17 of the Enterprise Law.</p>	<p>Point d, e, i, j, Section 1 Article 1. Explanation of terminology</p> <p>"d. "Corporate Managing executives" means the General Director, Deputy Director or Deputy General Director, Chief Accountant, and other key management titles appointed by the Board of Directors;</p> <p>"e. "Related Persons" means any individual or organization directly or indirectly related to the enterprise as defined in Article 4.17 of the Enterprise Law, section 34 article 6 of Securities Law"</p> <p>Supplementation: point i and j Article 1. Explanation of terminology</p> <p>"i. "Major shareholders" means the shareholders as stipulated in section 9 article 6 of Securities Law"</p>	<p>In accordance with the Enterprise law 2014</p>

		<p>“j. “Securities Law” means Securities Law dated 29 June 2006 and the Law on Amendment of and Supplementation to a Number of Articles of the Securities Law dated 24 November 2010”</p>	
02	<p>Section 1 Article 2, 4. Business scope and operation</p> <p>“1. The Company is allowed to draw up plans and to participate in all business activities which are mentioned in the Business Registration Certificate and this Charter, in accordance with the current Law, as well as to carry out all suitable and useful measures to obtain the objectives of the Company;</p> <p>“2. The Company is able to pursue any other business form permitted by the Law and passed by the Board of Directors.</p>	<p>Section 1 Article 2, 4. Business scope and operation</p> <p>“1. The Company is allowed to draw up plans and to participate in the Company’s professions announced on the national enterprise registration portal and this Charter, in accordance with the current Law, as well as to carry out all suitable and useful measures to obtain the objectives of the Company;</p> <p>“2. The Company is able to pursue the professions permitted by the Law and passed by the Board of Directors.</p>	<p>Amended in accordance with Enterprise Law 2014 and The content of Circular 95</p>
03	<p>Section 6 Article 5. Chartered Capital, Shares, Founding Shareholders</p> <p>“6. Shareholders will be given priority to buy new ordinary shares scheduled to be issued in proportions corresponding to the percentage of ordinary shares currently held by each shareholder in the company, except for other cases given in Shareholders Meetings’ decisions. Company must announce the offering and give clearly details about the number of shares for sale and reasonable timing (not less than 21 days), so that Shareholder can place orders. Any shares which are not purchased following the offering announcement will be decided by Board of Directors. The Board of Directors can allocate the shares to candidates with conditions and methods which Board of Directors deems suitable, but</p>	<p>Section 6 Article 5. Chartered Capital, Shares, Founding Shareholders</p> <p>“6. Shareholders will be given priority to buy new ordinary shares scheduled to be issued in proportions corresponding to the percentage of ordinary shares currently held by each shareholder in the company, except for other cases given in Shareholders Meetings’ decisions. Any shares which are not purchased following the offering announcement will be decided by Board of Directors. The Board of Directors can allocate the shares to candidates with conditions and methods which Board of Directors deems suitable, but those shares cannot be purchased with the terms that are more advantageous than the terms offered to the Shareholders, unless the Shareholders agree to different conditions or shares are sold via Stock Exchange Department by mode of auction.”</p>	<p>Amended in accordance with The content of Circular 95</p>

	<p>those shares cannot be purchased with the terms that are more advantageous than the terms offered to the Shareholders, unless the Shareholders agree to different conditions or shares are sold via Stock Exchange Department / Securities Trading Center.</p>		
<p>04</p>	<p>Section 2, 3, 5 Article 6. Share certificates</p> <p>“2. All issued certificates must be sealed by the Company and signed by the legal representative of the Company in accordance with the Enterprise Law. The quantity and type of related shares, the name of the holder (if it is a registered share) and the other information required by the Enterprise Law should be mentioned in the certificates. A registered share certificate only represents a type of share.”</p> <p>“3. According to the regulations of the Company, within 14 days from the date of submitting enough documents for transfer share, or within two months (or a longer period according to the stipulated terms of issue) after payment in full of the purchasing rights as stipulated in the Company shares’ issuance plan, the owner of shares will be given a certificate. Shareholders will not pay to the Company any printing cost or any other fees.</p> <p>“5. If a registered share certificate is torn, erased, lost, stolen or destroyed, a new share certificate will be given to the holder upon request, in the condition that he could give proof on the ownership and pay for all the expenses of the Company.”</p>	<p>Section 2, 3, 5 Article 6. Share certificates</p> <p>“2. Shares are company-issued certificates, book entries or electronic data certifying the ownership of one or more shares of the company. The shares must have all the contents as stipulated in section 1 Article 120 of Enterprise law.”</p> <p>“3. According to the regulations of the Company, within 14 days from the date of submitting enough documents for transfer share, or within two months (or a longer period according to the stipulated terms of issue) after payment in full of the purchasing rights as stipulated in the Company shares’ issuance plan, the owner of shares will be given a certificate. Shareholders will not pay to the Company the certificates printing cost;”</p> <p>“5. If a registered share certificate is lost, destroyed, or damaged, a new share certificate will be given to the holder upon request, in the condition that he could give proof on the ownership and pay for all the expenses of the Company.”</p>	<p>Amended in accordance with The content of Circular 95</p>

<p>05</p>	<p>Section 1, 2 Article 8. Share transfer</p> <p>“1. All shares can be transferred freely unless otherwise stipulated by this Charter or legal regulations. All stocks listed at the Stock Exchange will be transferred in line with the regulations on securities and stock exchange”.</p> <p>“2. Shares for which full payment has not yet been made are not transferable and do not receive any benefits including the right to receive dividends.”</p>	<p>Section 1, 2 Article 8. Share transfer</p> <p>“1. All shares can be transferred freely unless otherwise stipulated by this Charter or legal regulations. Listed stocks which are issued at the Stock Exchange will be transferred in line with the regulations on securities and stock exchange”.</p> <p>“2. Shares for which full payment has not yet been made are not transferable and do not receive related benefits such as the right to receive dividends, the right to receive stocks issued to increase share capital from the equity capital, the right to buy new offered shares and other benefits in accordance with the law.”</p>	<p>Amended in accordance with The content of Circular 95</p>
<p>06</p>	<p>Section 4, 5 Article 9. Share reclamation</p> <p>“4. A share which is reclaimed will become the property of the Company. The Board of Directors can directly or authorize to sold, redistributed or dealt with in a different way for the person who owned the share before it was reclaimed according to the conditions and methods the Board of Directors deems appropriate.</p> <p>“5. A Shareholder who owns shares which are reclaimed must abandon his Shareholder status in relation to those shares, but still bears the responsibility to pay the Company all sums related to those shares which were not paid at the time of reclamation, plus interest at a rate (not exceeding 12-month loan interest of Bank of Investment and Development of Viet Nam) decided by the Board of Directors from the date of reclamation to the date of payment. In the matter of demanding payment, the Board</p>	<p>Section 4, 5 Article 9. Share reclamation</p> <p>“4. A share which is reclaimed has the right to be offered for sale as stipulated at section 3 Article 111 of Enterprise law. The Board of Directors can directly or authorize to sold, redistributed or dealt with it according to the conditions and methods the Board of Directors deems appropriate.</p> <p>“5. A Shareholder who owns shares which are reclaimed must abandon his Shareholder status in relation to those shares, but still bears the responsibility to pay the Company all sums related to those shares which were not paid at the time of reclamation, plus interest accrued at a rate (not exceeding 12-month loan interest of Bank of Investment and Development of Viet Nam) decided by the Board of Directors from the date of reclamation to the date of payment. In the matter of demanding payment, the Board of Directors retains the right to determine if the entire share value at the date of reclamation must be repaid, or if a reduction in</p>	<p>Amended in accordance with The content of Circular 95</p>

	of Directors retains the right to determine if the entire share value at the date of reclamation must be repaid, or if a reduction in payment or exemption from payment will be allowed.	payment or exemption from payment will be allowed.	
07	<p>Article 10. Management structure</p> <p>The Company's management organizational structure comprises:</p> <p>a. Shareholders Meeting;</p> <p>b. Board of Directors;</p> <p>c. General Director;</p> <p>d. Board of Supervision.</p>	<p>Article 10. Management structure</p> <p>The Company's organizational structure of management, governance and supervision comprises:</p> <p>a. Shareholders Meeting;</p> <p>b. Board of Directors;</p> <p>c. General Director;</p> <p>d. Board of Supervision.</p>	Amended in accordance with The content of Circular 95
08	<p>Point a, g Section 2 Article 11. Rights of Shareholders of the Company</p> <p>"2. Owners of ordinary shares have the following rights:</p> <p>a. to participate and express opinions in Shareholders' Meetings and to execute voting rights directly or via Proxy;</p> <p>g. in the case of the Company's dissolution, to receive part of the remaining assets corresponding to their contributed equities, but only after the Company have paid all its debts to the creditors and holders of other shares;</p>	<p>Point a, g Section 2 Article 11. Rights of Shareholders of the Company</p> <p>"2. Owners of ordinary shares have the following rights:</p> <p>a. to attend and express opinions in Shareholders' Meetings and to execute voting rights directly at General Meeting of Shareholders or via Proxy.</p> <p>g. in the case of the Company's dissolution, to receive part of the remaining assets corresponding to their share ownership ratio at the Company after the Company have paid its debts (including debt obligations to the state, taxes, costs) and to the shareholders holding different types of shares of the Company in accordance with the law."</p>	Amended in accordance with The content of Circular 95
09	<p>Point a, b, c Section 3 Article 11</p> <p>"3. A Shareholder or a group of Shareholders holding 10%</p>	<p>Point a, b, c Section 3 Article 11</p> <p>"3. A Shareholder or a group of Shareholders holding 10% and</p>	Amended in accordance with The content of

	<p>and more of the total number of ordinary shares for six consecutive months or longer will have the following rights:</p> <p>a. to nominate members to the Board of Directors or the Board of Supervision in accordance with the relevant regulations in Articles 24.3 and 36.2 of this Charter;</p> <p>b. to request convening of a Shareholders' Meeting as stipulated in the Enterprise Law.</p> <p>c. to examine and to receive a copy of or excerpt from the list of Shareholders eligible to participate in and to vote at Shareholders' Meetings;</p> <p>d. to request the Board of Supervision to inspect each particular issue relating to the management and administration of the operations of the Company in cases where it is considered necessary. The request must be in writing, must contain full name, permanent address, nationality, number of identity card, passport or other legal personal identification of an individual shareholder; name, permanent address, nationality, number of the decision on establishment or number of business registration of an organizational shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; the issues to be inspected and purposes of the inspection;</p>	<p>more of the total number of ordinary shares for at least six consecutive months will have the following rights:</p> <p>a. to nominate candidates for the Board of Directors or the Board of Supervision in accordance with the relevant regulations in Articles 24.3 and 36.2 of this Charter;</p> <p>b. to request the BOD to convene of a Shareholders' Meeting as stipulated in the Enterprise Law;</p> <p>c. to examine and to receive a copy of or excerpt from the list of Shareholders eligible to participate in and to vote at the meeting of General Meeting of Shareholders;</p> <p>d. to request the Board of Supervision to inspect each particular issue relating to the management and administration of the operations of the Company in cases where it is considered necessary. The request must be in writing, must contain full name, permanent address, nationality, ID card, number of identity card, passport or other legal personal identification of an individual shareholder; name, enterprise code or number of the decision on establishment or head office's address of an organizational shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; the issues to be inspected and purposes of the inspection;</p>	Circular 95
10	<p>Section 2, 7 Article 12. Obligations of Shareholders</p> <p>"2. to participate in and to execute voting rights directly or via Proxy at Shareholders' Meetings. A shareholder can</p>	<p>Section 2, 7 Article 12. Obligations of Shareholders</p> <p>"2. to participate in and to execute voting rights through the following forms:</p>	Amended in accordance with The content of Circular 95

	<p>give the power to a Board member to act as his/her representative at the Shareholders' Meeting.”</p> <p>“7. to take personal responsibility in the event that he or she performs one of the following acts under any form in the name of the Company:</p> <p>a. Breaching of the law;</p> <p>b. Doing business and other transactions for the personal benefit of themselves or other organizations or individuals;</p> <p>c. Paying undue debts while the Company is at potential financial risk.”</p>	<p>a. to participate in and directly vote at the Meeting;</p> <p>b. to give the power to another person to attend and vote at the Meeting;</p> <p>c. send votes to the meeting via mail, fax, email.”</p> <p>“7. to take personal responsibility in the event that he or she performs one of the following acts under any form in the name of the Company:</p> <p>a. Breaching of the law;</p> <p>b. Doing business and other transactions for the personal benefit of themselves or other organizations or individuals;</p> <p>c. Paying undue debts while the Company is facing financial risks.”</p>	
11	<p>Section 2 Article 13. The General Meeting of Shareholders</p> <p>“2. The Annual Shareholders' Meeting is convened by the Board of Directors and held at a venue in Vietnam as decided each time by the Board of Directors. The Annual Shareholders, Meeting decides on issues allowed by the Charter and the Law, especially will pass the annual financial statements and the budgets of the Company for the following fiscal year. Independent auditors will be invited to the Meeting to give advisory opinions for the approval of the annual financial statements.</p>	<p>Section 2 Article 13. The General Meeting of Shareholders</p> <p>“2. The Annual Shareholders' Meeting is convened by the Board of Directors and held at a suitable venue. The Annual Shareholders, Meeting decides on issues allowed by the Charter and the Law, especially will pass the financial statements of the year and make prediction for the nex fiscal year. The Company can invite representatives from the independent auditing company to attend the Annual Shareholders' Meeting so as to explain related contents.”</p>	Amended in accordance with The content of Circular 95
12	Point b, c, e Section 3 Article 13	Point b, c, e Section 3 Article 13	Amended in accordance

	<p>“b. The annual balance sheet, quarterly or half-yearly reports, or final annual auditing report show that half of the Chartered Capital is lost as compared with that at the beginning of the period;</p> <p>“c. The number of members of the Board of Directors is lower than the number required by the Law or less than half the figure as stipulated by the Charter;</p> <p>“e. The Board of Supervision requires convening of a meeting if the Board of Supervision has reason to believe that members of the Board of Directors or Senior Managing executives are seriously violating their obligations as stipulated in the Enterprise Law or the Board of Directors is acting or intends to act beyond its power.</p>	<p>“b. The quarterly financial reports after 6 months or audited financial statements reflect the loss of equity in half as compared with those at the beginning of the period.”</p> <p>“c. The number of members of the Board of Directors, independent members of the Board of Directors, Supervisors is lower than the number required by the Law or the number of members of the Board of Directors is reduced by more than one-third as compared with the number stipulated at this Charter.”</p> <p>“e. The Board of Supervision requires convening of a meeting if the Board of Supervision has reason to believe that members of the Board of Directors or other managing executives are seriously violating their obligations as stipulated in the Enterprise Law or the Board of Directors is acting or intends to act beyond its power.</p>	<p>with The content of Circular 95</p>
<p>13</p>	<p>Point c Section 4 Article 13</p> <p>“c. If the Board of Supervision does not convene the General Meeting of Shareholders as stipulated in Point 4b of Article 13 at this Charter within the next 30 days, the Shareholder of group of Shareholders as regulated in Point 3d Article 13 shall have the rights to act on behalf of the Board of Directors and the Board of Supervision to convene the General Meeting of Shareholders, as stipulated in Section 6, Article 136 of Enterprise Law;</p> <p>In this case, the Shareholders or the group of Shareholders convening the Shareholders’ Meeting may request the business registration bureau to supervise the convening and implementation of the meeting if they</p>	<p>Point c Section 4 Article 13</p> <p>“c. If the Board of Supervision does not convene the General Meeting of Shareholders as stipulated in Point 4b of Article 13 at this Charter within the next 30 days, the Shareholder of group of Shareholders as regulated in Point 3d Article 13 shall have the rights to act on behalf of the Board of Directors and the Board of Supervision to convene the General Meeting of Shareholders, as stipulated in Section 6, Article 136 of Enterprise Law;</p> <p>In this case, the Shareholders or the group of Shareholders convening the Shareholders’ Meeting may request the business registration bureau to supervise the convening process and procedure, the implementation of the meeting and the decision making of the General Meeting of Shareholders.”</p>	<p>Amended in accordance with The content of Circular 95</p>

	consider it necessary		
14	<p>Section 1 Article 14. Rights and tasks of the Shareholders' Meeting</p> <p>"1. The annual Shareholders' Meeting has the right to discuss and to approve the following issues:</p> <p>a. annual audited financial reports;</p> <p>b. reports of the Board of Supervision;</p> <p>c. reports of the Board of Directors;</p> <p>d. short-term and long-term development plans of the Company</p>	<p>Section 1 Article 14. Rights and tasks of the Shareholders' Meeting</p> <p>"1. The annual Shareholders' Meeting has the right to discuss and to approve the following issues:</p> <p>a. audited financial reports of the year;</p> <p>b. reports of the Board of Supervision;</p> <p>c. reports of the Board of Directors;</p> <p>d. short-term and long-term development plans of the Company</p>	Amended in accordance with The content of Circular 95
15	<p>Point d, l, m, o Section 2 Article 14</p> <p>"2. Annual and Extraordinary Shareholders' Meeting have decision-making authority by approving the Resolutions related to the following matters:</p> <p>"d. The selection of an auditor"</p> <p>"l. The disposal of assets of the Company or of the Company's branches or the purchases of which the value are equal to or greater than 50% of the total assets of the Company and the Company's branches, based on the most recently audited financial reports."</p>	<p>Point d, l, m, o Section 2 Article 14</p> <p>"2. Annual and Extraordinary Shareholders' Meeting have decision-making authority by approving the Resolutions related to the following matters:</p> <p>"d. The selection of an independent auditor</p> <p>"l. The decision to make investment transactions/disposal of assets of which the value is equal to or greater than 50% of the total assets of the Company based on the most recently audited financial reports."</p> <p>"m. The Company's purchases or re-purchases of over 10%</p>	Amended in accordance with The content of Circular 95

	<p>“m. The Company’s purchases or re-purchases of over 10% each type of shares being issued</p> <p>“o. The contract signing of the Company or of any branch of the Company with those who are defined in Article 162.1 of the Enterprise Law with the contract value of equivalent or over 20% total value of the Company and the Company’s branches computed by the most recently audited financial reports.”</p>	<p>of the total issued shares of each type.”</p> <p>“o. The contract signing of the Company or of any branch of the Company with those who are defined in Article 162.1 of the Enterprise Law with the contract value of equivalent or over 35% total value of the Company computed by the most recently audited financial reports.”</p>	
16	<p>Section 3 Article 14</p> <p>“3. A Shareholder is not allowed to vote on any resolution to ratify:</p> <p>a. Contracts as stipulated in Article 14.0 if that Shareholder or Related Persons related to that Shareholder are parties in the contract; or</p> <p>b. the share purchase of that Shareholder or of any Related Persons related to that Shareholder except for purchase of shares according to the ownership ratio of all shareholders, or redemption by way of order matching or public offer for purchase on the Stock Exchange.</p>	<p>Section 3 Article 14</p> <p>“3. A Shareholder is not allowed to vote on any resolution to ratify:</p> <p>a. Making contracts as stipulated in Article 14.0 if that Shareholder or Related Persons related to that Shareholder are parties in the contract; or</p> <p>b. the share purchase of that Shareholder or of any Related Persons related to that Shareholder except for purchase of shares according to the ownership ratio of all shareholders, or redemption by way of order matching on the Stock Exchange or public offer for purchase in accordance with the law.</p>	Amended in accordance with The content of Circular 95
17	<p>Section 2 Article 15. Authorized representatives</p> <p>“2. A document to appoint the Proxy must be made in writing in the common form or another form which is accepted by the Board of Directors and must have signature as follows:</p> <p>a. for individuals, the authorization document must be signed by the proxy grantor or his lawyer and the Proxy;</p>	<p>Section 2 Article 15. Authorized representatives</p> <p>“2. A document to appoint the Proxy must be made in writing in the common form or another form which is accepted by the Board of Directors and must have signature as follows:</p> <p>a. for individuals, the authorization document must be signed by the proxy grantor and the individual; the representative of the organization authorized to attend the meeting;</p>	Amended in accordance with The content of Circular 95

	<p>b. In the case that the Authorized representative for organizational shareholder is the proxy grantor, the power of attorney must be signed and sealed on the organization's behalf by the Authorized representative, the legal representative or lawyer of the Shareholders and the Proxy;</p> <p>c. In other cases, the authorization must bear the signatures of the legal representative of the Shareholder and of the Proxy;</p> <p>Any Proxy must submit his written authorization prior to entering the meeting room.</p>	<p>b. In the case that the organizational shareholder is the authorizing person, the authorization letter must be signed by the authorized representative, the legal representative of the organizational shareholder and the individual, the legal representative of the shareholder authorized to attend the meeting;</p> <p>c. In other cases, the authorization letter must be signed by the legal representative of the shareholder and the person authorized to attend the meeting. Any Proxy must submit his written authorization prior to entering the meeting room.</p>	
18	<p>Section 3 Article 15. Authorized representatives</p> <p>"3. In the case of an authorization document to appoint a Proxy signed by a lawyer on behalf of the proxy grantor, the letter of proxy for the lawyer or a certified copy (if not registered with the Company before) must be submitted along with the authorization document to appoint the Proxy. If this is not done, the appointment of the Proxy will be deemed invalid.</p>	<p>Section 3 Article 15. Authorized representatives</p> <p>"3. In the case of an authorization document to appoint a Proxy signed by a lawyer on behalf of the proxy grantor, the letter of proxy for the lawyer or a certified copy (if not registered with the Company before) must be submitted along with the authorization document to appoint the Proxy. If this is not done, the appointment of the Proxy will be deemed invalid.</p>	Amended in accordance with The content of Circular 95
19	<p>Section 1, 2, 4 Article 16. Changes of rights</p> <p>"1. With the approval of the Shareholders' Meeting (as stipulated by Article 14.2 of this Charter, whenever the equity of the Company is divided into different share categories), special rights attached to each share category can be changed or annulled with written agreements from people who are holding at least 75% of the voting rights of issued shares in that category.</p> <p>"2. To organize such a meeting, it is necessary to have at</p>	<p>Section 1, 2, 4 Article 16. Changes of rights</p> <p>"1. The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation is approved by the shareholders holding at least sixty-five (65) per cent of ordinary shares who are in attendance and concurrently approved by the shareholders holding at least sixty-five (65) per cent of voting rights of the above class of preference shares.</p>	Amended in accordance with The content of Circular 95

	<p>least two Shareholders (or their Proxies) in attendance, who are holding at least one-third of the face value of shares of the issued share category (but if the meeting does not have the number of delegates as mentioned above, the meeting will be re-organized within 30 days after that, and any persons holding shares in that category who attends directly or through a Proxy will be seen as a sufficient number of attendees). At these private meetings, anyone who is holding shares of that category and is present at the meeting, or has a Proxy at the meeting, has the right to request a secret ballot. Each share of the same type has an equal voting right at the meetings mentioned above.</p> <p>“4. Unless the terms of share issue are defined differently, special rights related to the division of profits or assets of the Company attached to shares with preferential rights will not be changed if more shares of the same category are issued.</p>	<p>“2. The organization of a meeting of the shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (2) shareholders (or their authorized representatives) are present and hold at least one-third of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be reorganized within a period of thirty (30) days and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present in person or via authorized representatives shall be deemed to constitute the number of attendees as required. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via representatives may request a secret ballot. Each share of the same class shall have equal voting rights at the meeting mentioned above.</p> <p>“4. Unless otherwise stipulated in the terms of share issues, special rights attached to various classes of shares with preference rights with respect to some or all matters relating to the distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same class.”</p>	
20	<p>Section 2, 3, 4, 5 Article 17. Shareholders’ Meeting, agenda and notice of meeting of General Meeting of Shareholders</p> <p>“2. People who convene a Shareholders’ Meeting are required to complete the following tasks:</p> <p>a. preparing a list of all Shareholders eligible to participate</p>	<p>Section 2, 3, 4, 5 Article 17. Shareholders’ Meeting, agenda and notice of meeting of General Meeting of Shareholders</p> <p>“2. People who convene a Shareholders’ Meeting are required to complete the following tasks:</p> <p>a. Prepare a list of shareholders satisfying all conditions for attending and voting at the General Meeting of Shareholders</p>	Amended in accordance with The content of Circular 95

<p>in and to vote at the not exceeding five (05) days ahead of the opening date of the Shareholders' Meeting; to prepare an agenda for the meeting, and documents in conformity with the Law and the Company's regulations;</p> <p>b. confirming the time and venue of the meeting; and</p> <p>c. informing all Shareholders about the meeting and send them a meeting notice.</p> <p>"3. A notice of a meeting of the General Meeting of Shareholders shall be sent to all shareholders, and at the same time, shall be announced on the means of communications of the Stock Exchange (for listed companies or companies registering for trading), and on the website of the Company. A notice of the General Meeting of Shareholders must be sent at least ten (10) days before the date of the opening day (from the date the notice is properly sent or delivered, the delivery charge is paid, or the notice is put in a post-box). If the Company has a website, the notice of the Shareholders Meeting must be posted on the website and sent to Shareholders at the same time.</p> <p>"4. Shareholders or groups of Shareholders as stipulated by Article 11.3 of this Charter have the right to propose issues for the Shareholders Meeting's agenda. The proposals must be made in writing and sent to the Company at least three working days ahead of the date of the Shareholders' Meeting. The proposal must include details about the name of Shareholder, the number and categories of shares which they are holding, and the issues proposed for the agenda.</p>	<p>no later than five (5) days prior to the date of sending the notice of invitation to the meeting;</p> <p>b. confirming the time and venue of the meeting; and</p> <p>c. informing all Shareholders about the meeting and send them a meeting notice.</p> <p>d. Prepare the agenda and issues to be discussed at the meeting;</p> <p>e. Prepare data for the meeting;</p> <p>f. Draft resolutions of the General Meeting of Shareholders in accordance with the matters proposed to be discussed at the meeting;</p> <p>g. Other work to service the meeting."</p> <p>"3. The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders by registered means, and at the same time shall be announced on the websites of the Company, of the State Securities Commission and of the Stock Exchange (applicable to companies listed or registered for trading). The convenor of the General Meeting of Shareholders must send a notice to all shareholders on the list of shareholders entitled to attend, at least [15] days prior to the date of the meeting of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox). The agenda of the General Meeting of Shareholders and data relating to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the website of the Company. If no data is attached to the notice of the meeting of the General Meeting</p>	
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<p>“5. People convening Shareholders Meetings only have the right to refuse a proposal related to Section 0 of this Article if:</p> <p>a. The proposal is not sent on schedule;</p> <p>b. At the time of proposal, the Shareholder or group of Shareholders has not owned at least 10% of the common shares for six (06) consecutive months;</p> <p>c. The proposal does not contain essential details; and</p> <p>d. Proposed issues are not in the jurisdiction of the Shareholders’ Meeting to discuss and to pass resolutions.</p>	<p>of Shareholders, then the notice of invitation to the meeting must include clear guidelines on how all data or documents can be accessed by shareholders, such data to comprise:</p> <p>a. The meeting agenda and data to be used at the meeting;</p> <p>b. List and detailed information about each candidate if electing members to the Board of Directors or Inspection Committee;</p> <p>c. Voting cards;</p> <p>d. Sample form for appointing an authorized representative to attend the meeting;</p> <p>e. Draft resolutions on each matter on the agenda.</p> <p>“4. A shareholder or group of shareholders referred to in article 11.3 of this Charter has the right to propose any issue to be included on the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (3) business days before the opening day of the General Meeting of Shareholders. The proposal must contain the full names of the shareholders, their residential addresses, nationalities, number of their people's identity card, citizen's card, passport or other valid personal identification document in the case of individuals; and names, enterprise code numbers or establishment decisions, and head office address in the case of a shareholder being an organization; and number and class of shares held by them, and the items proposed to be included in the agenda;</p> <p>“5. People convening Shareholders Meetings only have the right to refuse a proposal related to Section 0 of this Article if:</p>	
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		<p>a. The proposal was sent outside the stipulated time-limit or is incomplete or is irrelevant;</p> <p>b. At the time of the proposal, the shareholder or group of shareholders did not have 5% or more of the ordinary shares for a consecutive period of six months in accordance with section 3 article 11 of this Charter;</p> <p>c. The proposal does not contain essential details; and</p> <p>d. Proposed issues are not in the jurisdiction of the Shareholders' Meeting to discuss and to pass resolutions.</p>	
21	<p>Section 1, 2, 3 Article 18. Conditions for conducting a Shareholders' Meeting</p> <p>"1. A Shareholders' Meeting can be proceeded when the Shareholders attending own at least 51% of the total voting shares."</p> <p>"2. Where there are not sufficient delegates within thirty (30) minutes from the time set for the opening of meeting, the second meeting must be reconvened within thirty (30) days after the scheduled date of the first meeting. In the second meeting, it is required that all attending Shareholders and authorized representatives who own at least 33% of the total voting shares must be present.</p> <p>"3. If the second meeting fails to open due to insufficient number of delegates within thirty (30) minutes from the times set for the opening of meeting, the third meeting may be convened within twenty (20) days from the scheduled date of the second meeting; and in such case, any number of attending Shareholders and authorized</p>	<p>Section 1, 2, 3 Article 18. Conditions for conducting a Shareholders' Meeting</p> <p>"1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the voting shares.</p> <p>"2. Where the number of attendees required is insufficient within 30 minutes after the stipulated time for opening the meeting, the convenor of the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within a period of 30 days from the intended date of holding the first General Meeting of Shareholders. The re-convened General Meeting of Shareholders shall be conducted only when the attending members are shareholders representing at least thirty-three (33) per cent of the total voting shares.</p> <p>"3. Where a meeting convened for the second time is not able to be conducted due to an insufficient number of attendees required to be present 30 minutes after the stipulated time for opening the meeting, the General Meeting of Shareholders may be convened</p>	Amended in accordance with The content of Circular 95

	<p>representatives shall be valid and the participants shall be valid and the participants shall be entitled to decide on all issues which were expected to be approved by the first meeting.</p>	<p>for a third time within 20 days from the intended date of conducting the second meeting; and in such case, the meeting shall be conducted irrespective of the number of attending shareholders representing total voting shares, and shall be deemed valid and have the right to make decisions on all issues proposed to be passed at the first General Meeting of Shareholders.”</p>	
<p>22</p>	<p>Article 19. Formality and voting method of the Shareholders’ Meeting</p> <p>“1. At the date of the opening of the Shareholders’ Meeting, Shareholder registration procedures must be implemented and continued until all eligible Shareholders complete registration.</p> <p>“2. In the process of Shareholder registration, the Company will give to each Shareholder or Proxy a voting card which includes the registration number and name of the Shareholder, the name of the Proxy, and the number of votes of the Shareholder. The voting process of the Shareholders’ Meeting will start by first collecting votes for a resolution and then votes against the resolution. Counting the number of votes for and against a resolution will reveal the result. The chairperson will announce the number of yes and no votes and abstentions right after the voting. The Shareholders’ Meeting will choose from among the delegates a number of people responsible for vote check and scrutiny. If the Shareholders Meeting does not choose, the chairperson will choose those people. The number of members of a vote counting committee shall</p>	<p>Article 19. Formality and voting method of the Shareholders’ Meeting</p> <p>“1. Before the opening of the General Meeting of Shareholders, the Company must carry out procedures to register its shareholders and must implement such registration until all shareholders who are entitled to attend the meeting and who are present have been registered;</p> <p>2. Upon registration of shareholders, the Company shall issue a voting card to each shareholder or authorized representative with voting rights which states registration number, full name of shareholder, full name of authorized representative and number of votes of such shareholder. When conducting voting at the meeting, the voting cards which agree with a resolution shall be collected first, then the voting cards which do not agree, and finally there shall be a count of the overall number of votes which agree or do not agree to make a decision. The total number of votes which agree, which do not agree, and abstentions and invalid votes on each issue shall be announced by the chairman immediately after voting on such issue. The General Meeting of Shareholders shall elect the persons responsible to check the votes or to supervise the checking of votes at the request of</p>	<p>Amended in accordance with The content of Circular 95</p>

<p>not exceed three (03) members.</p> <p>“3. Shareholders who come to the Shareholders’ Meeting late have the right to register immediately and after that have the right to participate in voting at the Shareholders’ Meeting. However, the chairperson will not have to pause the Shareholders’ Meeting for the Shareholder to complete his registration and the outcome of any votes already completed will not be affected.</p> <p>“4. The Chairman of the Board of Directors will preside over the Shareholders’ Meeting. or if the chairman is absent, the Vice Chairman of the Board or any person elected by the Shareholders’ Meeting will chair the meeting. If none of them can chair the Shareholders’ Meeting, members of the Board of Directors in attendance who hold the highest position will preside at the meeting to choose the chairperson, who does not need to be a member of the Board of Directors. The Chairman, Vice Chairman or elected chairperson will appoint a secretary to take the minutes of the meeting. In case of voting for a chairman, the name of selected person to chair the meeting and the number of votes for him must be announced.</p> <p>“5. The chairperson will be the ultimate authority on decisions about issues related to the meeting’s order, procedures and unexpected events outside the agenda of the Shareholders Meeting.</p> <p>“6. Without having to consult the attendees, the</p>	<p>the chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders on the basis of a request of the chairman.</p> <p>3. Any shareholder or authorized representative who comes to the General Meeting of Shareholders late shall be registered immediately and thereafter has the right to attend and vote at the meeting. The chairman is not responsible to delay the meeting so that late shareholders may register, and the effectiveness of any voting which has already been conducted before the late shareholders attended shall not be affected;</p> <p>4. The Chairman of the Board of Directors shall act as chairman of all meetings which are convened by the Board of Management. If the Chairman is absent or is temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the chairman of the meeting. If there is no person able to act as chairman, the Head of the Board of Supervision shall arrange for the General Meeting of Shareholders to elect the chairman of the meeting from amongst the persons attending the meeting, and the person with the highest number of votes shall act as the chairman of the meeting. In other cases, the person who signed the document convening the meeting of the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a chairman of the meeting, and the person with the highest number of votes shall act as the chairman of the meeting. The Chairman, Vice Chairman or elected chairperson will appoint a secretary to take the minutes of</p>	
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<p>chairperson of the Shareholders Meeting can at any time postpone a Shareholders' Meeting with sufficient attendance to another time and at another venue decided by the chairperson if the chairperson finds that (a) attendees do not have convenient seats at the venue for the Shareholders Meeting, (b) the behavior of attendees is obstructing or is likely to obstruct the order of the meeting or (c) a delay is necessary for the tasks of the Shareholders Meeting to be carried out appropriately. Additionally, the chairperson can postpone a Shareholders Meeting with sufficient attendance with the unanimity or demand of that Shareholders Meeting. The maximum time for any adjournment of a meeting shall be three days from the date of the proposed opening of the meeting. A postponed Shareholders' Meeting, when reconvened, will not consider any issues apart from the issues which should have been resolved lawfully at the previous postponed Shareholders' Meeting.</p> <p>"7. Where the chairman adjourns or pauses a Shareholders' Meeting contrary to the provisions in Section 6 this Article, the Shareholders' Meeting shall elect another person from the attendees to replace the chairman in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting shall not be affected.</p> <p>"8. The chairperson or secretary of the Shareholders' Meeting can carry out activities which they deem essential</p>	<p>the meeting. In case of voting for a chairman, the name of selected person to chair the meeting and the number of votes for him must be announced.</p> <p>5. The agenda and issues to be discussed at the General Meeting of Shareholders must be passed at the opening session, and the agenda must set out the specific time to be spent on each issue at the meeting. The chairman of the meeting has the right to organize necessary activities to run the General Meeting of Shareholders in a valid and orderly manner or to enable the meeting to reflect the wishes of the majority of attendees. The chairperson will be the ultimate authority on decisions about issues related to the meeting's order, procedures and unexpected events outside the agenda of the Shareholders Meeting;</p> <p>6. Without having to consult the attendees, the chairperson of the Shareholders Meeting can at any time postpone a Shareholders' Meeting in spite of sufficient attendance of people registered as stipulated at another venue decided by the chairperson if the chairperson finds that (a) attendees do not have convenient seats at the venue for the Shareholders Meeting, (b) inadequate communication facilities for the attendees to attend, discuss and vote, (c) the behavior of attendees is obstructing or is likely to obstruct the order of the meeting, causing the meeting not to proceed legally and equitably. Additionally, the chairperson can postpone a Shareholders Meeting with sufficient attendance with the unanimity or demand of that Shareholders Meeting. The maximum time for any adjournment of a meeting</p>	
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<p>to control the Shareholders' Meeting appropriately and orderly; or to let the Shareholders' Meeting reflect the expectations of the majority of the participants.</p> <p>"9. The Board of Directors can request Shareholders or Proxies who want to participate in a Shareholders' Meeting to submit to inspection or other security measures which the Board of Directors deems appropriate. After careful inspection, the Board of Directors can reject or expel from the Shareholders' Meeting any Shareholder or Proxy for not abiding by inspection regulations or security measures.</p> <p>"10. The Board of Directors can apply measures which they deem appropriate after careful considerations in order to:</p> <ol style="list-style-type: none"> a. Adjust the number of participants at the venue for the Shareholders' Meeting; b. Ensure safety for participants at the venue; c. Provide conditions for Shareholders to attend the Shareholders' Meeting (or continue attending). <p>The Board of Directors can change the measures at any time. The measures can include and are not limited to issuing admission tickets or using other forms of selection.</p> <p>"11. If the Shareholders' Meeting applies these measures, the Board of Directors, while identifying a venue for the Shareholders Meeting, can:</p> <ol style="list-style-type: none"> a. Announce that the Shareholders' Meeting will be held at a venue mentioned in the announcement and the 	<p>shall be three days from the date of the proposed opening of the meeting. A postponed Shareholders' Meeting, when reconvened, will not consider any issues apart from the issues which should have been resolved lawfully at the previous postponed Shareholders' Meeting.</p> <p>7. Where the chairman adjourns or pauses a Shareholders' Meeting contrary to the provisions in Section 6 this Article, the Shareholders' Meeting shall elect another person from the attendees to replace the chairman in conducting the meeting until its completion, and all resolutions passed at that meeting are enforceable;</p> <p>8. The chairperson or secretary of the Shareholders' Meeting can carry out activities which they deem essential to control the Shareholders' Meeting appropriately and orderly; or to let the Shareholders' Meeting reflect the expectations of the majority of the participants.</p> <p>9. The Convenor of the General Meeting of Shareholders may require the shareholders or authorized representatives attending the General Meeting of Shareholders to be checked or be subject to lawful and reasonable security measures. Where any shareholder or authorized representative refuses to comply with the inspection rules or security measures mentioned above, the Convenor of the General Meeting of Shareholders may, after careful consideration, reject or expel such shareholder or representative from the General Meeting of Shareholders;</p> <p>10. The Convenor of the General Meeting of Shareholders may, after careful consideration, take appropriate measures to:</p>	
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<p>chairperson will be present at that location (“The Main Venue for the Meeting”);</p> <p>b. Arrange for Shareholders or Proxies who cannot participate in the meeting in line with these terms or those who want to attend the Shareholders’ Meeting at a different venue to participate in the meeting at the same time.</p> <p>The notice of the Shareholders’ Meeting does not need to include details about organizational measures in line with these terms;</p> <p>“12. According to this Charter (unless the situation demands otherwise), all the Shareholders will be considered to be participating in the Shareholders’ Meeting at the Main Venue for the Meeting.</p> <p>The Company must hold the Shareholders’ Meeting at least once a year. The annual Shareholders’ Meeting shall not be held by way of collection of written consulting opinions.</p>	<p>a. Arrange seating at the venue of the meeting of the General Meeting of Shareholders;</p> <p>b. Ensure safety for all persons present at the venue of the meeting;</p> <p>c. Facilitate the shareholders to attend (or continue to attend) the meeting.</p> <p>The Convenor of the General Meeting of Shareholders has full powers to change the above measures and take all other necessary measures which may include issuance of entry permits or use of other selected forms.</p> <p>11. If the meeting of the General Meeting of Shareholders takes any of the above measures, then the Convenor of the General Meeting of Shareholders may, when determining the venue of the meeting:</p> <p>a. Notify that the meeting will be conducted at the venue stated in the notice and the chairman of the meeting shall be present there (“Official Venue of the Meeting”);</p> <p>b. Arrange and organize matters so that the shareholders or authorized representatives unable to attend the meeting in accordance with this article or the persons who wish to attend at a venue different from the Official Venue of the Meeting can attend the meeting at the same time;</p> <p>A notice of holding a meeting is not required to state the detailed measures for holding it in accordance with this article.</p> <p>12. In this Charter (unless the context requires otherwise), all shareholders shall be deemed to attend the meeting at the Official Venue of the Meeting.</p>	
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<p>23</p>	<p>Section 1, 2, 4 Article 20. Passing Decisions of the Shareholders' Meeting</p> <p>"1. A resolution of the General Meeting of Shareholders on the following issues shall be passed at a meeting when it is approved by 65% or more of the total votes of shareholders with the right to vote who are present at the Meeting:</p> <ul style="list-style-type: none"> a. Changes in business lines and sectors b. Changes in the Company's organizational structure c. Reorganization or dissolution of the Company d. Investment project valued at 35% or more of the total value of assets of the Company as per the Company's most recent financial statement; <p>"2. Other resolutions are passed when they are approved by at least 51% of the total votes by the shareholders present at the meeting, except the case stipulated in Sections 1 and 3 of this Article</p>	<p>Section 1, 2, 4 Article 20. Passing Decisions of the Shareholders' Meeting</p> <p>"1. A resolution of the General Meeting of Shareholders on the following issues shall be passed at a meeting when it is approved by 65% or more of the total votes of shareholders with the right to vote who are present at the Meeting or proxies present at the Shareholder's Meeting:</p> <ul style="list-style-type: none"> a. amendment, supplement of the Charter; b. elimination of stocks and the number of stocks offered for sale; c. Reorganization or dissolution of the Company d. trading transactions of the Company's assets or branches valued at 35% or more of the total value of assets of the Company computed at the most recent audited financial statement of the period; <p>2. Decisions on the resolutions of the General Meeting of Shareholders on the following issues shall be passed when agreed by 51% or more of the total votes of the shareholders with voting rights who are present in person or via their authorized representatives at the General Meeting of Shareholders:</p> <ul style="list-style-type: none"> a. Approval of annual financial statements; 	<p>Amended in accordance with The content of Circular 95</p>

		<p>b. Short-term and long-term developmental plans of the Company;</p> <p>c. Election, dismissal and replacement of members of the Board of Directors and of the Inspection Committee and report by the Board of Directors on the appointment of the Director (General Director).</p> <p>Supplement of Section 4 Article 20</p> <p>4. Resolutions of the General Meeting of Shareholders shall be approved when they are passed by 100% of the total number of votes of shareholders and shall be immediately valid and effective even if the sequence and procedures for passing resolutions are not correctly implemented as required by regulations.</p>	
24	<p>Section 2, 3, 4, 5, 6, 8 Article 21. Jurisdiction and formalities for consultation in writing with shareholders to pass Resolutions of the General Meeting of Shareholders</p> <p>“2. Board of Directors must prepare written consultation forms, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. A written consultation form enclosed with the draft resolution and explaining documents must be sent by register mail to each shareholder at their registered addresses. The Board of Directors must ensure that the documents are sent and published to shareholders in a reasonable period for consideration and voting and they must be sent to all the voting shareholders at least ten (10) days before resending the written consultation forms;</p>	<p>Section 2, 3, 4, 5, 6, 8 Article 21. Jurisdiction and formalities for consultation in writing with shareholders to pass Resolutions of the General Meeting of Shareholders</p> <p>“2. Board of Directors must prepare written consultation forms, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. A written consultation form enclosed with the draft resolution and explaining documents must be sent by register mail to each shareholder at their registered addresses. The Board of Directors must ensure that the documents are sent and published to shareholders in a reasonable period for consideration and voting and they must be sent to all the voting shareholders at least ten (10) days before collecting the written consultation forms;</p> <p>3. Consultation forms should include the following principal items:</p> <p>a. Name, head office address and enterprise code number of the</p>	Amended in accordance with The content of Circular 95

<p>“3. Consultation forms should include the following principal items:</p> <p>a. Name, head office, number and issued date of business certificate, and registered business address.</p> <p>b. Purpose of consultation</p> <p>c. If the shareholder is individual, the form should mention his/her name and surname, nationality, number of identify card, passport or legal personal certificate or shareholder is an organization, the consultation form will mention its name, address, nationality, number of business certificate, or the organization’s legal representative, quantity of shares and the type of shares.</p> <p>d. issues requiring consultation for approval</p> <p>e. The way of voting including favour, against and abstention</p> <p>f. Deadline for filled-out consultation forms to be sent back to the Company;</p> <p>g. Name and surname, signature of the chairman and the legal representative of the Company.</p> <p>“4. Replying form must bear the signature of individual shareholders, Proxy or the organization’s legal representative. Shareholders may send their completed written consultation forms by:</p> <p>a. Posting: A written consultation form must be returned to the Company in a sealed envelope and no person is permitted to open the envelope prior to the vote-counting. A completed written form which is returned to the Company after the deadline stated in the written</p>	<p>Company;</p> <p>b. Purpose of collecting written opinions;</p> <p>c. Full name, permanent address, nationality and number of people’s identity card, citizen's card, passport or other lawful personal identification in respect of a shareholder being an individual; and the name, enterprise code number or number of the establishment decision, and head office address of a shareholder being an organization or the full name, permanent address, nationality and number of people's identity card, citizen's card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; and the number of shares of each class and number of votes of the shareholder;</p> <p>d. Issues on which it is necessary to obtain opinions in order to pass a decision;</p> <p>e. Voting options comprising agreement, non-agreement or abstention with respect to each issue on which it is necessary to obtain opinions;</p> <p>f. Time-limit within which the completed written opinion form must be returned to the Company;</p> <p>g. Full name and signature of the Chairman of the Board of Directors and of the legal representative of the Company.</p> <p>4. Any completed written opinion form must bear the signature of a shareholder being an individual, or of the legal representative of a shareholder being an organization, or of the authorized individual or of the legal representative of the authorized organization. A written opinion form may be returned to the Company by the following methods:</p>	
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<p>consultation form or any form which has been opened shall be invalid.</p> <p>b. Sending by fax or electronic mail: written consultation forms sent to the company by fax or electronic mail are kept confidential until the time of vote counting.</p> <p>Written consultation forms are returned to the Company after the deadline stated in the written consultation form or opened when posted or disclosed when sent by fax/email are deemed invalid. Written consultation forms not returned to the Company are viewed as non-voting forms.</p> <p>“5. Board of Directors will check and count the forms and have the minute in the witness of Board of supervision or non-management shareholders. The form checking minute should mention the followings:</p> <p>a. Name, head office, number and issued date of business certificate, and registered business address.</p> <p>b. Purposes of issues to be passed</p> <p>c. Number of Shareholders with valid forms and invalid forms, together with the list of voting shareholders.</p> <p>d. Total agreeing forms, disagreeing forms and no opinions on each of the issues.</p> <p>e. Approved decisions.</p> <p>f. Name and surname, signature of chairman, legal representative and supervisor of form counting.</p> <p>g. The members of the Board of Directors and the persons who counted the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of</p>	<p>a. Posting: A written consultation form must be returned to the Company in a sealed envelope and no person is permitted to open the envelope prior to the vote-counting. A completed written form which is returned to the Company after the deadline stated in the written consultation form or any form which has been opened shall be invalid.</p> <p>b. Sending by fax or electronic mail: written consultation forms sent to the company by fax or electronic mail are kept confidential until the time of vote counting.</p> <p>Written consultation forms are returned to the Company after the deadline stated in the written consultation form or opened when posted or announced when sent by fax/email are deemed invalid. Written consultation forms not returned to the Company are viewed as non-voting forms.</p> <p>5. The Board of Directors shall conduct the vote-counting and then prepare minutes of the votecounting in the presence of the Board of Supervision or of a shareholder not holding a managing executiveial position in the Company. The minutes of vote-counting shall contain the following basic details:</p> <p>a. Name, head office address and enterprise code number of the Company;</p> <p>b. Purpose of collection of written opinions and issues on which it is necessary to obtain opinions in order to pass the resolution;</p> <p>c. Number of shareholders with total number of votes having participated in the vote, classifying the votes into valid and invalid and mentioning the method by which the votes were returned, and including an appendix being a list of the shareholders having participated in the vote;</p>	
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	<p>votecounting, and shall be jointly liable for any loss and damage arising from a decision which is passed due to an untruthful or inaccurate vote count.</p> <p>6. The minutes of the result of vote counting must be sent to the shareholders within fifteen (15) days from the date of ending the form counting. If the company has a website, the form counting minutes can be posted there instead of the other forms of sending.</p> <p>7. Written opinion forms which were returned, the minutes of the vote count, the full text of the resolution passed and any related documents or data sent with all of the written opinion forms must be archived at the head office of the Company.</p> <p>8. Decisions which are passed via written documents have the same value as those passed by the Shareholders' Meeting.</p>	<p>d. Total number of votes for, against and abstentions on each issue voted on;</p> <p>e. Issues which have been passed;</p> <p>f. Full name and signature of the Chairman of the Board of Management, of the legal representative of the Company and of the persons who counted and supervised the vote-counting.</p> <p>g. The members of the Board of Directors and the persons who counted and supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of votecounting, and shall be jointly liable for any loss and damage arising from a decision which is passed due to an untruthful or inaccurate vote count.</p> <p>6. The minutes of the result of vote counting shall be sent to all shareholders within fifteen (15) days after completion of the vote count; if the Company has a website, then the requirement on sending the minutes may be replaced by their publication on such website within twenty-four (24) hours after completion of the vote count.</p> <p>7. Written opinion forms which were returned, the minutes of the vote count, the full text of the resolution passed and any related documents or data sent with all of the written opinion forms must be archived at the head office of the Company.</p> <p>8. Resolutions which are passed via written documents have the same value as those passed by the Shareholders' Meeting.</p>	
25	<p>Section 2, 3, 5 Article 22. Minutes of Shareholders' Meeting</p>	<p>Section 2, 3, 5 Article 22. Minutes of Shareholders' Meeting</p> <p>"2. The Chairperson of the General Meeting of Shareholders shall</p>	<p>Amended in accordance with The content of</p>

<p>“2. The Chairperson of the General Meeting of Shareholders shall be responsible to archive the minutes of the General Meeting of Shareholders and send them to all the shareholders within 15 days since the end date of the meeting; sending of the vote-counting minutes can be replaced by posting on the company website (if there is one).”</p> <p>“3. The minutes of a meeting of the General Meeting of Shareholders shall be deemed to be conclusive evidence about the work performed at the General Meeting of Shareholders unless there is an opinion protesting against the content of the minutes which is raised in accordance with the stipulated procedures within ten (10) days from the date on which the minutes are sent. Minutes shall be prepared in Vietnamese and may also be in a foreign language. The minutes must be signed by the Chairperson of the General Meeting of Shareholders and by the secretary for certification and prepared in accordance with the Enterprise Law and this Charter. Minutes prepared in Vietnamese and foreign language shall be of equal validity. In case of any difference in the content between the Vietnamese and foreign language versions, the Vietnamese version shall prevail. The Chairperson and the secretary of the meeting must be jointly responsible for the content of the minutes.”</p> <p>“5.</p>	<p>be responsible to archive the minutes of the General Meeting of Shareholders and send them to all the shareholders within 15 days since the end date of the meeting; sending of the vote-counting minutes can be replaced by posting on the company website within 24 hours.</p> <p>“3. The minutes of a meeting of the General Meeting of Shareholders shall be deemed to be conclusive evidence about the work performed at the General Meeting of Shareholders unless there is an opinion protesting against the content of the minutes which is raised in accordance with the stipulated procedures within ten (10) days from the date on which the minutes are sent. Minutes must be prepared in Vietnamese and may also be in English, and must contain the following main details:</p> <ul style="list-style-type: none"> a. Name, head office address and enterprise code number; b. Time and venue of the meeting of the General Meeting of Shareholders; c. Program and agenda of the meeting; d. Full names of the chairman and secretary; e. Summary of the developments at the meeting and of the opinions expressed at the General Meeting of Shareholders on each issue on the agenda; f. Number of shareholders and total number of votes of attending shareholders, and appendix listing the registered shareholders and representatives of attending shareholders together with the number of shares and corresponding number of votes; g. Total number of votes for each issue voted on, specifying 	<p>Circular 95</p>
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		<p>the method of voting, the total number of valid and invalid votes, the number of votes for and against and abstentions; and the corresponding ratio of the total number of votes of shareholders attending the meeting;</p> <p>h. Issues which were passed and corresponding ratio of votes in favour of passing;</p> <p>i. Signatures of the chairman and of the secretary.</p> <p>“5. The minutes of a meeting of the General Meeting of Shareholders must be prepared in full and passed prior to the end of the meeting. The chairman and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.</p>	
26	<p>Article 23. Demand for cancellation of resolutions of the Shareholders’ Meeting</p> <p>“Shareholders, members of the Board of Directors, the General Director or the Board of Supervision shall have the right to require a court or an arbitrator to consider and cancel a resolution of the Shareholders’ Meeting within ninety (90) days from the date of receipt of minutes of the Shareholders’ Meeting or minutes of the results of counting of consultation forms of the Shareholders, in the following cases:</p> <ol style="list-style-type: none"> 1. The orders and procedures for convening the Shareholders’ Meeting do not comply with the Enterprise Law and this Charter; 2. The orders and procedures for issuing a resolution and the content of the resolution breach the law or this 	<p>Article 23. Demand for cancellation of resolutions of the Shareholders’ Meeting</p> <p>“Within ninety (90) days from the date of receipt of the minutes of a meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms of shareholders, members of the Board of Directors or of the Inspection Committee and the Director (General Director), and a shareholder or group of shareholders as stipulated in section 3 article 11 of this Charter have the right to request a court or an arbitrator to cancel a decision of the General Meeting of Shareholders in the following cases:</p> <ol style="list-style-type: none"> 1. The sequence and procedures for convening the meeting of the General Meeting of Shareholders, for obtaining written opinions from shareholders or for issuing the decision of the General Meeting of Shareholders did not comply with the Law on Enterprises and this Charter, except in the case set out in 	Amended in accordance with The content of Circular 95

	<p>Charter.</p>	<p>section 4 article 21 of this Charter;</p> <p>2. The content of the resolution breached the law or the Company Charter.</p> <p>In a case where a decision of the General Meeting of Shareholders is cancelled in accordance with a decision of a court or an arbitrator, the Convenor of the meeting of the General Meeting of Shareholders at which such cancelled decision was passed may consider re-organizing the General Meeting of Shareholders within 60 days in accordance with the sequence and procedures stipulated in the Law on Enterprises and this Charter.</p>	
<p>27</p>	<p>Section 5, 7 Article 24. Composition and term</p> <p>“5. A member of the Board of Directors will not retain Board membership status in the following cases:</p> <p>a. The member is no longer eligible to be a member of the Board of Directors under regulations of the Enterprise Law or is banned by the Law from being a member of the Board of Directors;</p> <p>b. The member sends a request for resignation to the Company’s headquarters;</p> <p>c. The member is affected by a nervous disorder and other members of the Board of Directors have professional evidence that the member does not have the capacity to act;</p> <p>d. The member is absent from and does not participate in meetings of the Board of Directors for six (06) consecutive months without the permission of the Board of Directors, and the Board of Directors concludes that the position of the member is left vacant;</p>	<p>Section 5, 7 Article 24. Composition and term</p> <p>“5. A member of the Board of Directors will not retain Board membership status in the following cases:</p> <p>a. The member is no longer eligible to be a member of the Board of Directors under regulations of the Enterprise Law or is banned by the Law from being a member of the Board of Directors;</p> <p>b. The member submits an application for resignation;</p> <p>c. The member suffers a mental disorder and the other members of the Board of Directors have professional evidence that he or she has lost capacity for civil acts;</p> <p>d. The member did not attend any meeting of the Board of Directors for a consecutive period of six (6) months, except in a case of force majeure;</p> <p>e. The member is discharged from the Board of Directors according to a resolution of the Shareholders’ Meeting.</p> <p>f. The member failed to send personal details to the Company in his or her role as a candidate for election to the Board of Management;</p>	<p>Amended in accordance with The content of Circular 95</p>

	<p>e. The member is discharged from the Board of Directors according to a resolution of the Shareholders' Meeting.</p> <p>"7. The appointment of members of the Board of Directors must be announced in accordance with the laws on securities and the stock exchange.</p>	<p>g. In other cases as stipulated by law and in this Charter.</p> <p>"7. The appointment of members of the Board of Directors must be disclosed in accordance with the law on securities and securities market."</p>	
<p>28</p>	<p>Section 1, 2, 3, 4, 5, 6, 8, 10 Article 25. Rights and duties of the Board of Directors</p> <p>"1. Business activities and operations of the Company must fall under the management or direction of the Board of Directors. The Board of Directors is the body with complete jurisdiction to execute all rights on behalf of the Company except rights belonging to the Shareholders' Meeting.</p> <p>The Members of the Board of Directors are prohibited to transfer Company's shares owned when they are still in office, apart from the case of being accepted by the Board of Directors.</p> <p>"2. The Board of Directors is responsible for supervising the General Director and other Managing executives' tasks.</p> <p>"3. Rights and obligations of the Board of Directors are stipulated by the Law, this Charter, internal regulations of the Company and decisions of the Shareholders' Meeting. Particularly, the Board of Directors has the following rights and obligations:</p> <p>a. To decide on the annual budget, business and development plans;</p> <p>b. To identify the objectives of operations and strategies</p>	<p>Section 1, 2, 3, 4, 5, 6, 8, 10 Article 25. Rights and duties of the Board of Directors</p> <p>"1. Business activities and operations of the Company must fall under the management or direction of the Board of Directors. The Board of Directors is the body with complete jurisdiction to execute all rights and duties on behalf of the Company except rights belonging to the Shareholders' Meeting.</p> <p>"2. The Board of Directors is responsible for supervising the General Director and other managing executives.</p> <p>"3. Rights and obligations of the Board of Directors are stipulated by the Law, the Company's Charter and the Shareholders' Meeting. Particularly, the Board of Directors has the following rights and obligations:</p> <p>a. To make decisions on strategies, medium-term developmental plans and annual business plans of the Company;</p> <p>b. To determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;</p> <p>c. To appoint and remove, sign contracts with and terminate activities of the Director (General Director) and other managing executives and to make decisions on their salary;</p> <p>d. To decide the organizational structure of the Company; establishment of subsidiaries, branches and representative officers; and contribution of capital to and purchase of</p>	<p>Amended in accordance with The content of Circular 95</p>

<p>based on strategic aims passed by the Shareholders' Meetings;</p> <p>c. To appoint, to dismiss or to remove, and to sign or to terminate labor contracts with the General Director and any Managing executives of the Company, and to make decisions on salaries and other benefits of such Managing executives;</p> <p>d. To decide on the organizational structure of the Company;</p> <p>e. To act on the complaints of the Company about Managing executives as well as to decide the selection of representatives of the Company in carrying out legal proceedings against those Managing executives;</p> <p>f. To propose share categories to be issued and the total number of shares for each issuance;</p> <p>g. To decide the issuance of ordinary shares, to propose the Shareholders' Meeting to approve the issuance of convertible bonds and rights allowing buyers to own shares at set prices.</p> <p>h. To decide on the selling prices of bonds, shares and convertible securities;</p> <p>i. To appoint, to dismiss or discharge the Chairman of the Board of Directors; appoint, discharge, enter into and terminate contracts with General Director and Managing executive or any representative of the Company; decides on the salary and other benefits of that managing executive; assign authorized representative to the members' council or the General Meeting of Shareholders</p>	<p>shareholding in other enterprises;</p> <p>e. To resolve complaints of the Company about enterprise managing executives and to make decisions selecting representatives of the Company to resolve issues relating to legal proceedings against such managing executives;</p> <p>f. To propose share categories to be issued and the total number of shares for each issuance;</p> <p>g. To propose classes of shares to be issued and the total number of shares of each class to be issued;</p> <p>h. To decide on the selling prices of bonds, shares and convertible securities;</p> <p>i. To appoint, to dismiss or discharge the Chairman of the Board of Directors; appoint, discharge, enter into and terminate contracts with General Director and Managing executive or any representative of the Company; decides on the salary and other benefits of that managing executive; assign authorized representative to the members' council or the General Meeting of Shareholders in another company, decide on the remuneration and other benefits of that person. The discharge above must not violate the rights provided in the discharged person's contract (if any).</p> <p>j. To supervise, instruct General Director and other managing executives in the running of the company's day-to-day business operation;</p> <p>k. To decide the internal rules on corporate governance after the General Meeting of Shareholders has passed them as being effective to protect the shareholders;</p> <p>l. To examine the agenda and contents of documents for the</p>	
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<p>in another company, decide on the remuneration and other benefits of that person. The discharge above must not violate the rights provided in the discharged person's contract (if any).</p> <p>j. To supervise, instruct General Director and other managing executives in the running of the company's day-to-day business operation;</p> <p>k. To make decisions on the organizational structure and internal management regulations, establishment of subsidiary companies, branches, representative offices and on capital contribution to or purchase of shares in other enterprises;</p> <p>l. To examine the agenda and contents of documents for the General Meetings of Shareholders; to convene meetings of the General Meeting of Shareholders or to consult in order for the Shareholders to pass resolutions;</p> <p>m. To recommend the dividend rates to be paid, to make decisions on the schedule and procedures for payment of dividends or for dealing with losses incurred during the business operation;</p> <p>n. To recommend reorganization or dissolution of the Company, or to file for the Company's bankruptcy.</p> <p>"4. The following issues must be approved by the Board of Directors:</p> <p>a. Establishing branches or representative offices of the Company;</p> <p>b. Establishing subsidiaries of the Company;</p> <p>c. Within the scope of Article 149.2 and except for the</p>	<p>General Meetings of Shareholders; to convene meetings of the General Meeting of Shareholders or to consult in order for the Shareholders to pass resolutions;</p> <p>m. To propose annual dividend rates and to decide the time and procedures for payment of same;</p> <p>n. To recommend reorganization or dissolution of the Company, or to file for the Company's bankruptcy.</p> <p>o. To submit to the General Meeting of Shareholders the audited annual financial statements and reports on management of the company;</p> <p>p. to report to the General Meeting of Shareholders on the General Director appointed by the BOD;</p> <p>q. Other rights and obligations (if any)."</p> <p>"4. The following issues must be approved by the Board of Directors:</p> <p>a. Establishing branches or representative offices of the Company;</p> <p>b. Establishing subsidiaries of the Company;</p> <p>c. Within the scope of Article 149.2 and except for the case provided in 135.2 of the Enterprise Law and section 1, 3 of article 162 of the Enterprise Law subject to the approval of the General Meeting of Shareholders, the Board of Directors must decide, at each given time, on the implementation, amendment or cancellation of large contracts of the Company or any branch of the Company;</p> <p>d. Appointing and dismissing people who are authorized by</p>	
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<p>case provided in 135.2 of the Enterprise Law subject to the approval of the General Meeting of Shareholders, the Board of Directors must decide, at each given time, on the implementation, amendment or cancellation of large contracts of the Company or any branch of the Company (including purchase, sale, merger, takeover or joint-venture contracts)</p> <p>d. Appointing and dismissing people who are authorized by the Company to be commercial representatives and lawyers of the Company;</p> <p>e. Anything relating to loans and fulfilling all mortgages, guarantees and compensation of the Company;</p> <p>f. Investments exceeding 10% of the total value of the annual plan and business budget;</p> <p>g. Buying or selling shares of other companies established in Vietnam or abroad;</p> <p>h. Appraising non-cash assets contributed to the Company related to the issue of shares or bonds of the Company, including gold, land-use rights, intellectual property rights, technology and trade secrets;</p> <p>i. The Company's purchase or withdraw of less than 10% of the shares of each category;</p> <p>j. Other business or transaction issues which the Board of Directors decides needs approval within the scope of the Board's authority and obligations; and</p> <p>k. Deciding on the price to purchase or reclaim shares of the Company.</p> <p>l. Via loan and sales contracts and other contracts</p>	<p>the Company to be commercial representatives and lawyers of the Company;</p> <p>e. Anything relating to loans and fulfilling all mortgages, guarantees and compensation of the Company;</p> <p>f. Investments not included in business plans and budgets for investments exceeding 10% of the total value of the annual business plan and budget;</p> <p>g. Buying or selling shares of other companies established in Vietnam or abroad;</p> <p>h. Appraising non-cash assets contributed to the Company related to the issue of shares or bonds of the Company, including gold, land-use rights, intellectual property rights, technology and trade secrets;</p> <p>i. The Company's purchase or withdraw of less than 10% of the total shares of each category which were offered for sale within twelve (12) months;</p> <p>j. Other business or transaction issues which the Board of Directors decides needs approval within the scope of the Board's authority and obligations; and</p> <p>k. Deciding on the price to purchase or reclaim shares of the Company.</p> <p>l. Via loan and sales contracts and other contracts valued at 35% or more of the total value of the assets recorded in the most recent financial statements.”</p>	
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<p>valued at 35% or more of the total value of the assets recorded in the most recent financial statements.”</p> <p>“5. The Board of Directors must submit a report to the Shareholders Meeting about its operations, particularly about the Board’s supervision of the General Director and other Managing executives in the fiscal year. If the report is not submitted, the Company’s annual financial report will be deemed invalid and not yet approved by the Board.”</p> <p>“6. The Board of Directors can authorize junior employees and Managing executives to represent and act on behalf of the Company, even when dealing with issues which require assessment and conclusion, unless the Law and this Charter include different regulations.”</p> <p>“8. Total amount of remunerations to the Members of the Board of Directors and the amount received by each member must be detailed in the annual report of the Company.”</p> <p>“9. All members holding any position of management (including the position of Chairman or Vice Chairman, regardless of whether those positions are deemed to lie within the scope of management), or members working for committees of the Board, or members executing different work which, in the opinion of the Board, is outside the scope of the normal tasks of a member of the Board of Directors, can get additional compensation in the form of wages, salary, commission, profit-sharing or different forms as decided by the Board of Directors.”</p>	<p>“5. The Board of Directors must submit a report to the Shareholders Meeting about its operations, particularly about the Board’s supervision of the General Director and other Managing executives in the fiscal year. If the report is not submitted, the Company’s annual financial report will be deemed invalid and not yet approved by the Board.”</p> <p>”6. The Board of Directors can authorize junior employees and Managing executives to represent and handle tasks on behalf of the Company, even when dealing with issues which require assessment and conclusion, unless the Law and this Charter include different regulations.”</p> <p>“8. The total amount of money paid to each member of the Board of Directors includes remuneration, expenses, commission, share options and other benefits conferred by the Company, its subsidiaries, affiliated companies and other companies in which the member of the Board of Directors is the capital contribution representative must be disclosed in detail in the annual report of the Company. The remuneration of members of the Board of Directors must be set out in a separate section of the annual financial statements of the Company.”</p> <p>“9. All members holding any position of management (including the position of Chairman or Vice Chairman, regardless of whether those positions are deemed to lie within the scope of management), or members working for committees of the Board, or members executing different work which, in the opinion of the Board, is outside the scope of the normal tasks of a member of the Board of Directors, can get additional compensation in the form of wages, salary, commission, profit-sharing or different forms as decided by the Board of Directors.”</p>	
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<p>29</p>	<p>Section 2, 4 of Article 26 Chairman, Vice Chairman of the Board of Directors</p> <p>“2. The Chairman of the Board of Directors must convene and preside over Shareholders’ Meetings and meetings of the Board of Directors; and has other rights and responsibilities as stipulated by this Charter and the Enterprise Law. The Vice Chairman has acting rights and obligations equally to the Chairman if authorized by the Chairman, but only when the Chairman informs the Board of Directors of his absence, or is absent for unavoidable reasons, or loses his ability to execute the functions of the Chairman. If the Chairman does not designate a Vice Chairman to act in this way, then the remaining members of the Board of Directors will designate the Vice Chairman. If both the Chairman and Vice Chairman are temporarily unable to fulfill their tasks for any reason, the Board of Directors can appoint, on the principle of absolute majority, another one of its members to execute the tasks of the Chairman.”</p> <p>“4. When both the Chairman and Vice Chairman resign or are dismissed for any reason, the Board of Directors must elect new persons to these positions within ten (10) days.”</p>	<p>Section 2, 4 of Article 26 Chairman, Vice Chairman of the Board of Directors</p> <p>“2. The Chairman of the Board of Directors must prepare agendas, documents, convene and preside over Shareholders’ Meetings and meetings of the Board of Directors; and has other rights and responsibilities as stipulated by this Charter and the Enterprise Law. The Vice Chairman has acting rights and obligations equally to the Chairman if authorized by the Chairman, but only when the Chairman informs the Board of Directors of his absence, or is absent for unavoidable reasons, or loses his ability to execute the functions of the Chairman. If the Chairman does not designate a Vice Chairman to act in this way, then the remaining members of the Board of Directors will designate the Vice Chairman. If both the Chairman and Vice Chairman are temporarily unable to fulfill their tasks for any reason, the Board of Directors can appoint, on the principle of absolute majority, another one of its members to execute the tasks of the Chairman.”</p> <p>“4. When both the Chairman and Vice Chairman resign or are dismissed agreeably to decisions of the Board of Directors, the Board of Directors must elect new persons to these positions within ten (10) days.”</p>	<p>Amended in accordance with the content of Circular No. 95</p>
<p>30</p>	<p>Section 3, 4, 5, 6, 7, 8, 9, 10, 11, 14, 17, 18 of Article 28 Meetings of the Board of Directors</p> <p>“3. Extraordinary meetings. The Chairman must</p>	<p>Section 3, 4, 5, 6, 7, 8, 9, 10, 11, 14, 17, 18 of Article 28 Meetings of the Board of Directors</p> <p>“3. Extraordinary meetings. The Chairman must convene a</p>	<p>Amended in accordance with regulations of Decree No. 71 and</p>

<p>convene a meeting of the Board of Directors without unreasonable delay if one of the following subjects proposes the meeting in a written document which mentions the purpose and issues which need to be discussed:</p> <p>a. The General Director or at least five Managing executives;</p> <p>b. Two members of the Board of Directors;</p> <p>c. The Chairman of the Board of Directors; or</p> <p>d. The Board of Supervision.”</p> <p>“4. A meeting of the Board of Directors as mentioned in Section 3 Article 27 must be organized within seven (07) days after the proposal. If the Chairman does not agree to convene a meeting as proposed, the Chairman of the Board of Directors shall be liable for losses suffered by the Company; those desiring to organize a meeting as mentioned in Section 3 Article 27 are able to convene a meeting of the Board.”</p> <p>“5. At the request of independent auditors, the Chairman of the Board of Directors must convene a meeting of the Board to discuss reports about auditing reports and the situation of the Company.”</p> <p>“6. Meeting venue. Meetings of the Board of Directors will be held at the registered address of the Company or at other places in Vietnam or abroad as decided by the</p>	<p>meeting of the Board of Directors without unreasonable delay if one of the following subjects proposes the meeting in a written document which mentions the purpose and issues which need to be discussed:</p> <p>a. The General Director or at least five (05) Managing executives;</p> <p>b. At least two (02) members of the Board of Directors;</p> <p>c. Independent member of the Board of Directors; or</p> <p>d. The Board of Supervision.</p> <p>e. Other cases (if any).”</p> <p>“4. A meeting of the Board of Directors as mentioned in Section 3 Article 27 must be organized within seven (07) days after the date of receipt of the proposal. If the meeting is not convened as requested, the Chairman of the Board of Directors shall be liable for any loss and damage caused to the Company; the person making the request as referred to in Section 3 of this article may then himself/herself convene a meeting of the Board.”</p> <p>“5. At the request of independent auditors who conduct an audit of the financial statements of the Company, the Chairman of the Board of Directors must convene a meeting of the Board to discuss reports about auditing reports and the situation of the Company.”</p> <p>“6. Meeting venue. Meetings of the Board of Directors will be held at the head office address of the Company or at other places in Vietnam or abroad as decided by the Chairman and</p>	<p>content of Circular No. 95</p>
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<p>Chairman and approved by the Board.”</p> <p>“7. Notice and meeting agenda. Members of the Board of Directors must be informed of a meeting five days ahead of the planned date so that members can refuse to attend the meeting in writing and the refusal can have retroactive effect. The notice about the meeting of the Board of Directors must be made in writing in Vietnamese, and include the meeting’s agenda, time and venue, necessary documents about issues to be discussed and voted on at the meeting, as well as voting cards for members unable to participate, must also be enclosed.”</p> <p>“8. A notice of invitation may be sent by post, fax, electronic mail or by other means, but delivery must be ensured at the address of each member of the Board of Directors as registered with the Company.”</p> <p>“9. Minimum number of participants: A meeting can only take place and pass resolutions when at least three quarters (3/4) of the total members of the Boa of Directors are present or have their proxy in attendance at the meeting. In case the minimum number of attending members is not sufficient, the meeting must be reconvened within fifteen (15) days since the first tentative meeting. The meeting reconvened shall take place if half (1/2) of the members of the Board of Directors attend.”</p> <p>“10. Voting.</p>	<p>approved by the Board.”</p> <p>“7. Notice and meeting agenda. The notice of a meeting of the Board of Directors must be sent to the members of such Board at least five (05) working days before holding the meeting; the members of the Board of Directors may refuse the notice of invitation in writing and such refusal may be changed or negated in writing by the members of the Board of Directors. The notice of the meeting of the Board of Directors must be in writing and in Vietnamese, and must provide complete information about the agenda, time and venue of the meeting, contents of issues to be discussed, accompanied by necessary documents regarding the issues to be discussed and voted on at the meeting and voting cards for the members of such Board.”</p> <p>“8. A notice of invitation may be sent by post, fax, electronic mail or by other means, but delivery must be ensured at the address of each member of the Board of Directors and member the Board of Supervision as registered with the Company.”</p> <p>“9. Minimum number of participants: A meeting can only take place and pass resolutions when at least three quarters (3/4) of the total members of the Board of Directors are present or have their proxy in attendance at the meeting on the condition that the majority of the Board of Directors approve it. In case the minimum number of attending members is not sufficient, the meeting must be reconvened for the second time within seven (07) days since the first tentative meeting. The meeting reconvened shall take place if half (1/2) of the members of the Board of Directors attend.”</p> <p>“10. Voting. a. Following the regulations in Point 10b of Article 27, each member of the Board of Directors or his or her authorized person being an individual who is present in person at the meeting will be given one vote. b. A member of the Board of Directors will not be allowed to vote on any contracts or transactions or proposals in which the member has interests (including the interests of any Related Persons) which are considered contradict or possibly contradict</p>	
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<p>a. Following the regulations in Point 10b of Article 27, each member of the Board of Directors or his or her authorized person being an individual who is present in person at the meeting will be given one vote.</p> <p>b. A member of the Board of Directors will not be allowed to vote on any contracts or transactions or proposals in which the member has interests (including the interests of any Related Persons) which are considered contradict or possibly contradict the interests of the Company. A member of the Board of Directors will not be counted in the required minimum number of participants present at the meeting regarding the passage of a resolution on which the member does not have the right to vote.</p> <p>c. According to the regulation in Point 10d of Article 27, at a meeting of the Board of Directors, if any issues arise related to the level of interests of a member of the Board of Directors or related to the voting right of any member, and those issues are not resolved by the member voluntarily abandoning his voting right, those issues will be passed on to the chairperson of the meeting and the decision of the chairperson concerning all other members of the Board of Directors is final, except in cases where the nature or scope of the interests of a concerned member of the Board of Directors has not been announced adequately.</p> <p>d. Any member of the Board of Directors who benefits from a contract as stipulated in Points 34.4a and 34.4b of this Charter will be seen to have considerable interests in the contract.”</p> <p>“11. Disclosure of interests. A member of the Board who, in one way or another, directly or indirectly, benefits from a contract or transaction which has been or will be signed with the Company, must disclose the nature and contents of those interests at the meeting in which the Board of Directors first considers the signing of the contract or transaction if the member already knows he has related benefits. Or the member can declare this at the first meeting of the Board organized after the member knows he has or will have related benefits.”</p> <p>“14. Telephone meetings or other forms. A meeting of</p>	<p>the interests of the Company. Members of the Board of Directors will not be counted in the required minimum number of participants present at the meeting regarding the passage of a resolution on which the member does not have the right to vote.</p> <p>c. According to the regulation in Point 10d of Article 27, at a meeting of the Board of Directors, if any issues arise related to the level of interests of a member of the Board of Directors or the voting right of the member that does not voluntarily abandon his voting right, those issues will be passed on to the chairperson of the meeting and the decision of the chairperson concerning all other members of the Board of Directors is final, except in cases where the nature or scope of the interests of a concerned member of the Board of Directors has not been announced adequately.</p> <p>d. Any member of the Board of Directors who benefits from a contract as stipulated in Points 34.4a and 34.4b of this Charter will be seen to have considerable interests in the contract.</p> <p>e. Supervisors have the right to attend the Meeting of the Board of Directors, to discuss but they have no right to vote.”</p> <p>“11. Disclosure of interests. A member of the Board who, in one way or another, directly or indirectly, benefits from a contract or transaction which has been or will be signed with the Company, and is aware of his/her responsibilities in it must disclose those interests at the meeting in which the Board of Directors first considers the signing of the contract or transaction. In case the member of the Board of Directors is not aware of his/her own interests or related people’s interests at the time the contract/transaction is signed with the Company, that member must declare this at the first meeting of the Board organized after the member knows he has or will have the above benefits.”</p> <p>“14. Telephone meetings or other forms. An online meeting of the Board of Directors can be organized among members of the Board of Directors when all or some members are at different locations on the condition that each participating member can:</p> <p>a. Hear every other participating Board member speaking at the meeting;</p> <p>b. If desired, be able to speak to other participating members simultaneously.</p> <p>Communication among members can be implemented directly, through the telephone or via any other means of communication (whether already in use at the time of the approval of this Charter or coming into use afterward) or in a way combining all the forms. According to this Charter, each member of the Board who participates in such a meeting is deemed “present” at the meeting.</p>	
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<p>the Board of Directors can be organized in a form in which all or some members are at different locations on the condition that each participating member can:</p> <p>a. Hear every other participating Board member speaking at the meeting;</p> <p>b. If desired, be able to speak to other participating members simultaneously.</p> <p>Communication among members can be implemented directly, through the telephone or via any other means of communication (whether already in use at the time of the approval of this Charter or coming into use afterward) or in a way combining all the forms. According to this Charter, each member of the Board who participates in such a meeting is deemed "present" at the meeting. A meeting which is held in line with the regulation is deemed to be taking place at the venue where the largest group of members of the Board of Directors gathers, or if there is no such group, the venue where the chairperson of the meeting is present will be seen as the venue of the meeting.</p> <p>Resolutions passed at a telephone meeting organized in line with regulations will take effect immediately after the meeting concludes, but they must be confirmed by a minutes bearing the signatures of all the members of the Board attending this meeting."</p> <p>"17. Sub-committees of the Board of Directors. The Board of Directors can establish and grant the rights to act and make decisions to subordinate committees including one or many members of the Board of Directors and one or many people from outside the Board of Directors if suitable. In the process of executing their delegated authority, all committees have to abide by regulations issued by the Board of Directors at any given time. The regulations are able to adjust or allow admission of people who are not members of the Board of Directors to the committees. The newly admitted people have the right to vote as members of the committees but (a) the number of new admissions to a committee must be lower than half of the total members of the committee and (b) resolutions of the committee will not take effect if the majority of the members present at the meeting to pass the resolutions are not members of the Board of Directors."</p>	<p>A meeting which is held in line with the regulation is deemed to be taking place at the venue where the largest group of members of the Board of Directors gathers, or if there is no such group, the venue where the chairperson of the meeting is present will be seen as the venue of the meeting.</p> <p>Resolutions passed at a telephone meeting organized in line with regulations will take effect immediately after the meeting concludes, but they must be confirmed by a minutes bearing the signatures of all the members of the Board attending this meeting."</p> <p>"17. Sub-committees of the Board of Directors. The Board of Directors can establish subordinate committees to take charge of development policies on development, personnel, salaries and bonuses and internal audit. The number of the sub-committee members is decided by the Board of Directors but there should be at least three (03) members including members of the Board of Directors and external members if suitable. Independent members of the Board and non-managing executiveial members of the Board must constitute the majority of members of a sub-committee, and one of such people shall be appointed as Head of the sub-committee pursuant to a decision of the Board of Directors. Activities of sub-committees must comply with regulations of the Board of Directors, and resolutions of a sub-committee shall take effect only when the majority of members attending and voting at the meeting of the sub-committee are members of the Board of Directors.</p> <p>In case that sub-committees of personnel, and salaries and bonuses are not established, the Board of Directors can assign members of the Board of Directors to assist in such tasks or activities.</p> <p>The Board of Directors shall regulate establishment of sub-committees, responsibilities of each sub-committee, sub-committee members, or independent members assigned the tasks of personnel, and salaries and bonuses."</p> <p>"18. Legal value of actions. All actions which are carried out in line with the resolutions of the Board of Directors, or of any sub-committee directly under the Board, or by any person with status as a member of that committee must comply with the regulations of current laws and the Company's charter. "</p>	
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	<p>“18. Legal value of actions. All actions which are carried out in line with the resolutions of the Board of Directors, or of any committee directly under the Board, or by any person with status as a member of that committee, will be seen as having the same legal value as if that person were lawfully appointed, qualified, and will continue as a member of the Board or of the committee with voting rights, although there might be mistakes in the process of appointing the acting person, or the acting person may not be qualified or did not have a position or voting rights before.”</p>		
31	<p>Article 29 Management organization</p> <p>“The Company must enforce a management system in which the management will take responsibility for and operate under the leadership of the Board of Directors. The Company has a General Director or some Deputy General Directors and a Chief Accountant who are appointed by the Board of Directors. The General Director and Deputy General Directors can be members of the Board of Directors at the same time, and are appointed or dismissed by a passed resolution of the Board of Directors.”</p>	<p>Article 29 Management organization</p> <p>“The Company must enforce a management system in which the managing executiveial apparatus is liable to the Board of Directors and is subject to supervision by and direction from such Board in the daily business work of the Company. The Company has a General Director, Deputy General Directors, Chief Accountant and other positions appointed by the Board of Directors. The appointment, removal or dismissal of any position mentioned above must be implemented by a resolution of the Board of Directors.”</p>	<p>Amended in accordance with content of Circular No. 95</p>
32	<p>Article 30 Managing executives</p> <p>“1. At the General Director’s suggestion and with the Board of Directors’ approval, the Company will have a certain quantity and various types of essential or appropriate Managing executives to implement the structure and practices of the Company as determined by the Board of Directors at any given time. Managing executives must have necessary diligence so that the operations and organizations of the Company are able to</p>	<p>Article 30 Enterprise Managing executives</p> <p>“1. At the General Director’s suggestion and upon approval of the Board of Management, the Company may recruit managing executives in the numbers and with the appropriate standards which satisfy the structure as decided by the Board of Directors. Managing executives must be diligent in order to assist the Company to achieve its stated objectives during its operation and organization.”</p> <p>“2. Salary, remuneration, benefits and other terms in the labour</p>	<p>Amended in accordance with content of Circular No. 95</p>

	<p>achieve its stated goals.”</p> <p>“2. Salary, honoraria, benefits and other clauses in the employment contract of the General Director must be decided by the Board of Directors. The Board also decides the contracts of other Managing executives after consulting the General Director.”</p>	<p>contract with the General Director shall be decided by the Board of Management, and labour contracts with other managing executives shall be decided by the Board of Directors after consulting the Director (General Director).”</p>	
33	<p>Section 2 Article 31 Appointment, dismissal, tasks and authority of the General Director</p> <p>“2. Term of office. Based on Article 26 of this Charter, the General Director may not be the Chairman of the Board of Directors. The term of the General Director shall be five (05) years, except that the Board of Directors has other regulations, and then the General Director can be reappointed. The appointment can become invalid based on regulations in the employment contract. The General Director cannot be a person who is banned by the law from holding the position, meaning a person who is a minor, does not have the capacity to act, is convicted of a crime, is punished by imprisonment, is a military officer, a State official or has received a verdict that he made a previous company where he was a leader go bankrupt.”</p>	<p>Section 2 Article 31 Appointment, removal, tasks and authority of the General Director</p> <p>“2. Term of office. Based on Article 26 of this Charter, the General Director may not be the Chairman of the Board of Directors. The term of the General Director shall be no more than five (05) years, except that the Board of Directors has other regulations, and then the General Director can be reappointed. The appointment can become invalid based on regulations in the employment contract. The General Director cannot be a person who is banned by the law from holding the position, meaning a person who is a minor, does not have the capacity to act, is convicted of a crime, is punished by imprisonment, is a military officer, a State official or has received a verdict that he made a previous company where he was a leader go bankrupt.”</p>	<p>Amended in accordance with content of Circular No. 95</p>
34	<p>Point c, h, i Section 4 Article 31</p> <p>“c. To propose the number and titles of managing executives the Company needs to hire for the Board of Directors to appoint or dismiss when necessary to implement the best management practices and structures which the Board of Directors suggests; to play a consulting role so that the Board of Directors can decide</p>	<p>Point c, h, i Section 4 Article 31</p> <p>“c. To propose the number and category of managing executives the Company needs to recruit for appointment or removal by the Board of Directors in accordance with internal statutes; and also to recommend remuneration, salary and other benefits for enterprise managing executives in order for the Board to decide;”</p>	<p>Amended in accordance with content of Circular No. 95</p>

	<p>on salary, honoraria, and other benefits to be included in employment contracts signed with Managing executives;”</p> <p>“h. To prepare annual long-term and monthly estimates (hereinafter referred to as estimates) serving the annual long-term and monthly management activity of the Company in conformity with the business plan. Annual estimates (including expected balance sheet, income statement and cash flow statement) for each of the fiscal year will be submitted to the Board of Directors for approval and shall contain information as stipulated in the Company’s regulations;”</p> <p>“i. To manage the day-to-day business operations of the Company in line with provisions of the Law, the regulations of this Charter and the regulations of the Company, the resolutions of the Board of Directors, and the General Director’s employment contract signed with the Company.”</p>	<p>“h. To prepare long-term, annual and quarterly estimated budgets of the Company (hereinafter referred to as estimated budgets) to service long-term, annual and quarterly managing executiveial activities of the Company in accordance with business plans. The annual estimated budget (including the proposed balance sheet, report on business results and cash flow report) for each financial year must be submitted to the Board of Directors for its approval and must contain information information as stipulated in the Company’s regulations;”</p> <p>“i. To exercise other rights and obligations as stipulated by the regulations of this Charter, and the internal statues of the Company, resolutions of the Board of Directors and the labour contract signed with the Company.”</p>	
35	<p>Section 6 Article 31</p> <p>“6. Dismissal. The Board of Directors can dismiss the General Director when at least two-thirds of the members of the Board issue yes votes (excluding the votes of the Chairman or members of the Board of Directors in case the Chairman or the member is the General Director) and appoint a new General Director to replace him. The dismissed General Director has the right to object to the dismissal at the next Shareholders’ Meeting.”</p>	<p>Section 6 Article 31</p> <p>“6. Removal. The Board of Directors can remove the General Director when at least two-thirds of the members of the Board issue yes votes (excluding the votes of the Chairman or members of the Board of Directors in case the Chairman or the member is the General Director) and appoint a new General Director to replace him. The removed General Director has the right to object to the removal at the next Shareholders’ Meeting.”</p>	Amended in accordance with content of Circular No. 95
36	<p>Article 37 (32?) Company Secretary</p> <p>“The Board of Directors will appoint a Company Secretary</p>	<p>Article 37 (32?) Person responsible for corporate governance</p> <p>“1. The Board of Directors must appoint at least one (1)</p>	Amended in accordance with content of Circular

<p>with tenure and terms as decided by the Board of Directors. The Board of Directors is able to dismiss a Company Secretary at any time but is not allowed to raise any complaint or lawsuit due to a breach of the labor contract between the Secretary and the Company. The Board of Directors can also appoint one or more Assistant Company Secretaries at any given time. The Company Secretary has the following roles and functions:</p> <p>a. To prepare the meetings of the Board of Directors, the Board of Supervision and General Shareholders' Meeting on the order of the Chairman of the Board of Directors or the Board of Supervision;</p> <p>b. To take the minutes of meetings;</p> <p>c. To provide advice about proceedings of meetings;</p> <p>d. To provide financial information and copies of meeting minutes to members of the Board of Directors and Board of Supervision;</p> <p>e. To attend the meetings;</p> <p>f. To ensure the conformity of Resolutions of the Board of Directors with laws.</p> <p>The secretary of the Company shall be responsible to keep information confidential in accordance with the law and this Charter.”</p>	<p>person to act as the person in charge of corporate governance in order to assist corporate governance to be carried out effectively. The term of office of such person shall be decided by the Board of Directors, but shall be a maximum five (5) years. The person in charge of corporate governance can concurrently hold the position of the Company Secretary as stipulated at Section 5 Article 152 Law on Enterprises.</p> <p>2. The person in charge of corporate governance must satisfy the following criteria:</p> <p>(a) Having knowledge and understanding of the law;</p> <p>(b) Not concurrently working for the independent auditor currently auditing the financial statements of the Company;</p> <p>(c) Other criteria stipulated by law, this Charter and decisions of the Board of Management.</p> <p>3. The Board of Directors may dismiss the person in charge of Corporate Governance but not contrary to the applicable law on labour. The Board of Directors may appoint an assistant to the person in charge of corporate governance from time to time.</p> <p>4. The person in charge of corporate governance has the following rights and obligations:</p> <p>(a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders and on relevant work as between the Company and shareholders;</p> <p>(b) To prepare meetings of the Board of Directors, of the Board of Supervision and of the General Meeting of Shareholders as requested by the Board of Directors or Board of Supervision;</p>	<p>No. 95</p>
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		<p>(c) To advise on meeting procedures;</p> <p>(d) To attend all meetings;</p> <p>(e) To advise on procedures for formulating resolutions of the Board of Directors in compliance with the law;</p> <p>(f) To provide financial information, copies of minutes of the Board of Directors and other information to members of the Board of Directors and of the Board of Supervision;</p> <p>(g) To supervise and report to the Board of Directors on activities being disclosure of information by the Company;</p> <p>(h) To maintain confidentiality of information in accordance with law and the Company's Charter;</p> <p>(i) Other rights and obligations as stipulated by law and the Company's Charter."</p>	
37	<p>Article 33 Responsibility of prudence of members of the Board of Directors, General Director and Managing executives</p> <p>"Members of the Board of Directors, the General Director and other Managing executives are responsible to execute their tasks, including tasks as members of committees of the Board of Directors, honestly and in a way which they believe to bring the best interests to the Company and with a level of prudence which any other careful person would need to undertake an equivalent position in a similar context."</p>	<p>Article 33 Responsibility of prudence of members of the Board of Directors, General Director and Managing executives</p> <p>"Members of the Board of Directors, members of the Board of Supervision, the General Director and other Managing executives are responsible to execute their tasks, including tasks as members of committees of the Board of Directors, honestly and in a way which they believe to bring the best interests to the Company and with a level of prudence which any other careful person would need to undertake an equivalent position in a similar context."</p>	Amended in accordance with content of Circular No. 95
38	<p>Article 34 Responsibility of honesty and avoidance of conflicts of interests</p> <p>"1. Members of the Board of Directors, the General</p>	<p>Article 34 Responsibility of honesty and avoidance of conflicts of interests</p> <p>"1. Members of the Board of Directors, members of the</p>	Amended in accordance with content of Circular No. 95

<p>Director and Managing executives are not allowed to, for individual purposes, take advantage of business which are of benefit to the Company; they cannot also use information they have obtained owing to their positions for their own individual self-interest or for the interests of any other individuals or organizations.”</p> <p>“2. Members of the Board of Directors, the General Director and Managing executives have obligations to inform the Board of Directors of all possible conflicts of interest which they could enjoy via economic legal entities, transactions or other individuals. They can only use these opportunities only when the members of the Board, who do not have related benefits, decide not to investigate this issue.”</p> <p>“3. The Company is not allowed to grant loans, guarantees or credit to members of the Board of Directors, the General Director, Managing executives or their families or any legal entity in which these persons have related financial interests, unless the Shareholders’ Meeting decides differently.</p> <p>The fact that the parent company gives loans or guarantees to the subsidiaries can only be approved by the Board of Directors.”</p>	<p>Board of Supervision, the General Director and other Managing executives are not allowed to, for individual purposes, take advantage of business which are of benefit to the Company; they cannot also use information they have obtained owing to their positions for their own individual self-interest or for the interests of any other individuals or organizations.”</p> <p>“2. Members of the Board of Directors, members of the Board of Supervision, the General Director and other Managing executives have obligations to inform the Board of Directors of all possible conflicts of interest which they could enjoy via economic legal entities, transactions or other individuals. They can only use these opportunities only when the members of the Board, who do not have related benefits, decide not to investigate this issue.”</p> <p>“3. Except that the General Meeting of Shareholders has other decisions, the Company is not allowed to grant loans, guarantees or credit to members of the Board of Directors, members of the Board of Supervision, the General Director, and other Managing executives and their related persons and individuals and organizations related to the above-mentioned persons or to a legal entity in which those persons have financial interests, except where the public company and the organization related to such member are companies within the same group or companies operating in accordance with a group of companies, parent company – subsidiary, or an economic group and specialized branch law contains some other provision.</p> <p>The fact that the parent company gives loans or guarantees to the subsidiaries can only be approved by the Board of Directors.”</p> <p>“4. A contract or transaction between the Company and one or</p>	
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<p>“4. A contract or transaction between the Company and one or more members of the Board of Directors, the General Director, Managing executives and their Related Persons; or companies, associations or organizations in which any member of the Board of Directors, and any other Managing executives of the Company and their Related Persons are members or are involved in terms of financial interests, due to the above relationships, or that that member of the Board of Directors or that Managing executive participates in a related meeting which the Board of Directors or the committee has already allowed, or that their voting cards are also counted upon the voting about that purpose, shall not be invalid if:</p> <p>a) With respect to a contract with a value equal to or less than [20%] of the total value of assets recorded in the most recent financial statements, the important factors of the contract or transaction as well as the relationship and interest of members of the Board of Directors, or Managing executives have been reported to the Board of Directors or related sub-committees; and at the same time, the Board of Directors or that sub-committee has in good faith permitted implementation of such contract or transaction by a majority vote of members of the Board of Directors who do not have any related interest; or</p> <p>b) With respect to a contract with a value of more than [20%] of the total value of assets recorded in the most recent financial statements, the important factors of the contract or transaction as well as the relationship and interest of members of the Board of Directors, or Managing executives have been disclosed to the</p>	<p>more members of the Board of Directors, members of the Board of Supervision, the General Director, other Managing executives or their related persons, or companies, partners, associations or organizations in which the member of the Board of Directors, members of the Board of Supervision, the General Director, other Managing executives or their related persons are members or are involved in terms of financial interests shall not be invalid in the following cases:</p> <p>a) With respect to a contract with a value equal to or less than [20%] of the total value of assets recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationship and interest of members of the Board of Directors, members of the Board of Supervision, the General Director, other Managing executives have been reported to the Board of Directors; or related sub-committees; and at the same time, the Board of Directors or that sub-committee has in good faith permitted implementation of such contract or transaction by a majority vote of members of the Board of Directors who do not have any related interest; or</p> <p>b) With respect to a contract with a value of more than [20%] of the total value of assets recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationship and interest of members of the Board of Directors, or Managing executives have been disclosed to the shareholders who do not have any related interest and do not have the voting right with respect to such matter, and such shareholders have voted to approve such contract or transaction;</p> <p>c) Such contract or transaction is considered as fair and reasonable by an independent consultancy organization and in all</p>	
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	<p>shareholders who do not have any related interest and do not have the voting right with respect to such matter, and such shareholders have voted in favour of such contract or transaction.</p> <p>c) Such contract or transaction is considered as fair and reasonable by an independent consultancy organization and in all respects relates to the shareholders of the Company as at the time such transaction or contract is approved, passed or allowed to implement by the Board of Directors or a sub-committee belonging to the Board of Directors or shareholders.</p> <p>No members of the Board of Directors, nor the General Director, nor any Managing executives, nor any Related Persons are allowed to buy or sell or carry out any other transactions with shares of the Company or its subsidiaries at any time when they have information which will surely affect the price of shares while other Shareholders are not aware of the information.”</p>	<p>respects relates to the shareholders of the Company as at the time such transaction or contract is permitted to be executed by the Board of Directors or the General Meeting of Shareholders;</p> <p>d) Members of the Board of Directors, members of the Board of Supervision, the Director (General Director), other Managing executives must disclose related interests according to the regulation of Article 159 of Corporate Law and other law rules.</p> <p>Members of the Board of Directors, members of the Board of Supervision, the Director (General Director), other Managing executives and their related persons must not use information of the Company which has not yet been permitted to be disclosed, and must not disclose information to others in order to implement related transactions.”</p>	
39	<p>Article 35. Responsibility for loss and compensation</p> <p>“1. Responsibility for loss. Members of the Board of Directors, the General Director and Managing executives who breach their obligations to act honestly, or fail to fulfill their obligations with prudence, diligence and professional competence, must be liable for any loss and damage caused by their breach.</p> <p>2. Compensation. The Company shall shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or legal proceeding, whether the case is civil or administrative</p>	<p>Article 35. Responsibility for loss and compensation</p> <p>“1. Responsibility for loss. Members of the Board of Directors, members of the Board of Supervision, the General Director, other Managing executives who breach their obligations and responsibilities to be honest and prudent or fail to fulfil their obligations with prudence, diligence and professional competence, must be liable for any loss and damage caused by their breach.</p> <p>2. Compensation. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or legal proceeding, whether the case is civil or administrative (excluding those initiated by the Company) if</p>	Amended in accordance with content of Circular No. 95

	<p>(excluding lawsuits lodged by the Company or pertaining to the Company's right to initiate), if that person was or is a member of the Board of Directors, a Managing executive, an employee or an authorized representative of the Company (or a subsidiary of the Company), or that person was or is working at the request of the Company (or a subsidiary of the Company) with status as a member of the Board of Directors, a Managing executive, an employee or an authorized representative of another company, partner, joint-venture, trust or legal entity. Compensated expenses include: arising fees (including lawyer fees), verdict fees, fines, and amounts which must be paid in practice or are seen as reasonable while deciding these cases within the framework of the Law, on the condition that the person did act honestly, prudently, diligently and with professional competence in a manner which that person believes was in the best interests, or not opposed to the best interests, of the Company and on the basis of complying with the Law, and there is no discovery or confirmation that the person breached his obligations. The Company has the right to take out insurance for those persons to avoid having to make compensation as described above."</p>	<p>such person was or is a member of the Board of Directors, a member of the Board of Supervision, the General Director, a Managing executive, an employee or authorized representative of the Company, or such person acted or is acting at the request of the Company in the capacity of the member of the Board of Directors, corporate managing executive, employee or authorized representative of the Company, provided that such person acted honestly, prudently and diligently in the best interests of the Company or not contrary to the best interests of the Company on the basis of compliance with law, and there is no evidence that such person committed a breach of his/her responsibilities."</p>	
40		<p>Added to Section 3 Article 35</p> <p>"When implementing the functions, duties or work authorized by the Company, any member of the Board of Directors, member of the Board of Supervision, or any managing executive, employee or authorized representative of the Company is entitled to compensation paid by the Company when they become a related party in a claim, suit or legal</p>	<p>Amended in accordance with content of Circular No. 95</p>

		<p>proceeding (excluding legal actions initiated by the Company) in the following cases:</p> <p>(a) They acted honestly, prudently and diligently in the interests of the Company and not contrary to the best interests of the Company;</p> <p>(b) They complied with law and there is no evidence that they failed to perform their responsibilities.</p> <p>Expenses being compensation shall comprise expenses arising (including legal fees), expenses being the judgement [amount], fines and other items payables actually arising or deemed reasonable when dealing with such cases within the framework permitted by law. The Company may purchase insurance for such persons in order to avoid [the Company itself] having to pay the above compensation.”</p>	
41	<p>Section 1, 2 Article 36 Members of Board of Supervision</p> <p>“1. The Board of Supervision cannot have fewer than 3 members or more than 5 members, whom are not members of the accounting section of the Company or employees of the outside independent auditing company who are providing the audit service to the Company. The Board of Supervision must have at least one member who is accountant or auditor.</p> <p>The members of the Board of Supervision must not be a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling of any member of the Board of Directors, Director (General Director), and other Managing executives of the Company. The members of the Board of</p>	<p>Section 1, 2 Article 36 Members of Board of Supervision</p> <p>“1. The Board of Supervision cannot have fewer than 3 members or more than 5 members, whom are not members of the accounting section of the Company or employees of the outside independent auditing company who are auditing the Financial Statements of the Company in the last three (03) consecutive years. The Board of Supervision must have at least one member who is accountant or auditor.</p> <p>The members of the Board of Supervision must not be a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling of any member of the Board of Directors, Director (General Director), and other Managing executives of the Company. The members of the Board of Supervision must not hold managing executiveial positions of the company, are not necessarily the shareholders or</p>	Amended in accordance with content of Circular No. 95

<p>Supervision must not hold managing executiveial positions of the company, are not necessarily the shareholders or employees of the company, satisfy other standards and conditions of relevant regulations of law. The Board of Supervision must appoint one (01) member who is the head of the Board. The Head of the Board of Supervision must be a professional accountant or auditor and has to work full-time at the company. The Head of the Board of Supervision has the following authorities and responsibilities:</p> <p>a. To convene the meeting of the Board of Supervision;</p> <p>b. To request the Board of Directors, the Director (General Director) and other Managing executives to provide relevant information to report to the Board of Supervision; and</p> <p>c. To prepare and to sign the Board of Supervision’s reports after consulting with the Board of Directors to present to the Shareholders’ Meeting.”</p> <p>“2. Shareholders have the right to include the voting cards of each member together to nominate the candidates for the Board of Supervision. A shareholder or group of shareholders holding from 5% to below 10% of the total voting shares has the right to nominate a maximum of one (1) candidate; or holding from 10% to below 30% has the right to nominate a maximum of two (2) candidates; or holding from 30% to below 40% has the right to nominate a maximum of three (3) candidates; or holding from 40% to below 50% has the right to nominate</p>	<p>employees of the company, satisfy other standards and conditions of relevant regulations of law. The Board of Supervision must appoint one (01) member who is the head of the Board based on the rule of majority. The Head of the Board of Supervision must be a professional accountant or auditor and has to work full-time at the company. The Head of the Board of Supervision has the following authorities and responsibilities:</p> <p>a. To convene the meeting of the Board of Supervision;</p> <p>b. To request the Board of Directors, the Director (General Director) and other Managing executives to provide relevant information to report to the Board of Supervision; and</p> <p>c. To prepare and to sign the Board of Supervision’s reports after consulting with the Board of Directors to present to the Shareholders’ Meeting.”</p> <p>“2. Shareholders have the right to include the voting cards of each member together to nominate the candidates for the Board of Supervision. A shareholder or group of shareholders holding from 5% to below 10% of the total voting shares has the right to nominate a maximum of one (1) candidate; or holding from 10% to below 30% has the right to nominate a maximum of two (2) candidates; or holding from 30% to below 40% has the right to nominate a maximum of three (3) candidates; or holding from 40% to below 50% has the right to nominate a maximum of four (4) candidates; or holding from 50% to below 60% has the right to nominate a maximum of five (5) candidates; or holding from 60% to below 70% has the right to nominate a maximum of six (6) candidates; or holding from 70% to below 80% has the right to nominate a maximum of seven (7) candidates; or holding from 80% to below 90% has the right to nominate a maximum</p>	
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	<p>a maximum of four (4) candidates; or holding from 50% to below 60% has the right to nominate a maximum of five (5) candidates.”</p>	<p>of eight (8) candidates.”</p>	
<p>42</p>	<p>Article 37 The Board of Supervision</p> <p>“1. The Company must have a Board of Supervision, and the Board of Supervision have the rights and responsibilities as stipulated in the Law on Enterprises and this Charter, mainly the following rights and obligations:</p> <p>a) To propose the appointment of independent auditing companies, auditing fees and matters relating to the resignation or dismissal of an independent auditing company;</p> <p>b) To discuss with independent auditors on the scale and nature of the audit prior to the beginning of the auditing work;</p> <p>c) To consult independent professional auditor or legal consultant, and to ensure the participation of these external experts with appropriate experience and qualification in the business of the Company if necessary;</p> <p>d) To check the annual financial statements, quarterly and six months before submitting to the Board of Directors;</p> <p>e) To discuss the problems and shortcomings identified in the results of the interim or final audits as well as issues raised by independent auditors;</p> <p>f) To examine the management letters from independent auditors and feedback from the Company’s</p>	<p>Article 37 The Board of Supervision</p> <p>“The Company must have a Board of Supervision, and the Board of Supervision have the rights and responsibilities as stipulated in the Law on Enterprises and this Charter, mainly the following rights and obligations:</p> <p>a) To propose and recommend that the General Meeting of Shareholders ratify the independent auditor to audit the financial statements of the Company;</p> <p>b) To be liable before the shareholders for its supervisory activities;</p> <p>c) To supervise the financial status of the Company, and the legality of the activities of members of the Board of Directors, of the Director (General Director), and of other managing executives, and coordination of activities as between the Board of Supervision on the one hand with the Board of Directors, Director (General Director) and shareholders on the other hand;</p> <p>d) On discovery of a breach of law or breach of a provision in this Charter by a member of the Board of Directors, Director (General Director) or other managing executive, to provide written notice thereon to the Board of Directors within 48 hours and to demand the offender terminate such breach and implement solutions to remedy the consequences;</p> <p>e) To provide reports to the General Meeting of Shareholders as required by the Law on Enterprises;</p>	<p>Amended in accordance with content of Circular No. 95</p>

<p>managing executive board.</p> <p>g) To examine the reports of the Company about the internal control systems before getting the approval of the Board of Directors; and</p> <p>h) To examine the results of internal investigations and feedback from the Company's managing executive board;</p> <p>i) The rights and responsibilities as stipulated in Article 165 of the Law on Enterprises.”</p> <p>“2. Members of the Board of Directors, the General Director and Managing executives must provide all information and documents relating to the Company's operations when required by the Board of Supervision. The Company's secretaries must ensure that copies of all financial records as well as other information are to be provided to the Members of the Board of Directors and that copies of the Board's meeting minutes must also be provided to the members of the Board of Supervision and the Board of Directors at the same time.”</p> <p>“3. After consulting with the Board of Directors, the Board of Supervision can issue regulations on its meetings and methods of operation, but the Board of Supervision must meet at least twice each year and there must be no fewer than two members at each meeting.”</p> <p>“4. The total amount of remunerations paid to the</p>	<p>f) To exercise other rights and discharge other obligations as stipulated at Article 165 of the Law on Enterprises.”</p> <p>“2. Members of the Board of Directors, the General Director and other managing executives must provide all information and documents relating to the operations of the Company at the request of the Board of Supervision. The person in charge of corporate governance must ensure that complete copies of all resolutions and minutes of meetings of the General Meeting of Shareholders and of the Board of Directors, financial information and other information and data which has been provided to shareholders and members of the Board of Directors must also be provided to the Board of Supervision at the same time and by the same method it is provided to shareholders and members of the Board of Directors.”</p> <p>“3. After consulting with the Board of Directors, the Board of Supervision can issue regulations on its meetings and methods of operation. The Board of Supervision must meet at least twice each year and there must be at least two-thirds of the number of members of the Board of Supervision attending such meetings.”</p> <p>“4. The total amount of remuneration, salaries and other benefits paid to the members of the Board of Supervision shall be decided by the General Meeting of Shareholders. The members of the Board of Supervision shall be reimbursed for their accommodation, meals, travel and other reasonable expenses when they attend meetings of the Board of Supervision or carry out other activities of the Board of Supervision.”</p>	
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	<p>members of the Board of Supervision shall be decided by the General Meeting of Shareholders. The members of the Board of Supervision shall be reimbursed for their accommodation, meals, travel and other reasonable expenses when they attend meetings of the Board of Supervision or involve in other activities relating to the Company's operations.”</p>		
<p>43</p>	<p>Section 1, 2, 3 Article 38 Authority to investigate books and records</p> <p>“1. Any Shareholder or group of Shareholders mentioned in Article 24.3 and 36.2 in this Charter holds the rights, directly or via lawyers or authorized individuals, to send a written request to inspect, during working hours and on the premises of the Company, the list of Shareholders and minutes of Shareholders’ Meetings, and to obtain copies of or excerpts from these documents. Any request for examination submitted by representative lawyers or other representatives authorized by the Shareholder must present a letter of authorization from the Shareholder or a notarized copy of the letter.”</p> <p>“2. Members of the Board of Directors, members of the Board of Supervision, the General Director and Managing executives have the right to review the Company’s Shareholder Register, list of Shareholders and other books and records of the Company for purposes relating to their positions upon the condition that the information is kept confidential.”</p> <p>“3. The Company must keep this Charter and its</p>	<p>Section 1, 2, 3 Article 38 Authority to investigate books and records</p> <p>“1. Any Shareholder or group of Shareholders mentioned in Article 24.3 and 36.2 in this Charter holds the rights, directly or via authorized individuals, to send a written request to inspect, during working hours and at the head office of the Company, the list of Shareholders and minutes of Shareholders’ Meetings, and to copy and extract such records. Any request for examination submitted by representative lawyers or other representatives authorized by the Shareholder must present a letter of authorization from the Shareholder or a notarized copy of the letter.”</p> <p>“2. Members of the Board of Directors, members of the Board of Supervision, the General Director and other managing 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 relevant to their positions, provided that such information must be kept confidential.”</p> <p>“3. The Company must archive this Charter, any amendments and additions to it, the Enterprise Registration Certificate, statues, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and of the Board of</p>	<p>Amended in accordance with content of Circular No. 95</p>

	amendments, Business Registration Certificates, statutes, documents proving ownership of assets, minutes of meetings of the General Meeting of Shareholders and of the Board of Directors, reports of the Board of Supervision, annual financial statements, accounting books, and other papers required by the Law at the Company's headquarters or in another place provided that the Shareholders and business registration agencies are informed of the place."	Directors , minutes of meetings of the General Meeting of Shareholders and of the Board of Directors, reports of the Board of Directors and of the Board of Supervision, annual financial statements, accounting books and any other documents , and papers stipulated by law at the head office or another location provided that the shareholders and the business registration agency have been notified of the location where such documents are archived."	
44	Article 39 Employees and unions "The General Director must prepare a plan for the Board of Directors' approval on issues related to recruitment, employment, termination of employment, and salary, social insurance, bonuses, awards and discipline for the Managing executives and employees, as well as the Company's relationships with recognized labor unions, according to the highest standards, practices and management policies, the practices and policies stated in this Charter, and the statutes of the Company and the Law."	Article 39 Employees and unions "The General Director must prepare a plan in order for the Board of Directors' approval on issues related to recruitment and retrenchment of employees , and salary, social insurance, welfare, rewards and discipline applicable to employees and managing executives. The General Director must prepare a plan in order for the Board of Directors to approve the matters relating to the relationship between the Company and unions according to the best management standards, practices and policies, and the practices and policies stipulated in this Charter, the statutes of the Company and applicable law."	Amended in accordance with content of Circular No. 95
45	Section 1, 4, 5, 7 Article 40 Dividends "1. According to the decision of the Shareholders' Meeting and as regulated by the Law, dividends will be announced and paid from the Company's retained profits, but cannot exceed the limits proposed by the Board of Directors after consulting Shareholders at the Shareholders' Meeting. " "4. The Board of Directors can propose the	Section 1, 4, 5, 7 Article 40 Dividends "1. According to the decision of the Shareholders' Meeting and as regulated by the Law, dividends will be announced and paid from the Company's retained profits." "4. The Board of Directors can request the Shareholders' Meeting to approve the payment of dividends in full or in part by means of shares, and the Board of Directors is the one to	Amended in accordance with content of Circular No. 95

<p>Shareholders' Meeting to approve the payment of dividends in full or in part by means of shares, and the Board of Directors is the one to implement the decision.”</p> <p>“5. Dividends or other payments in cash for or relating to a share must be done in Vietnamese dong and can be paid by check or postal money order to the registered address of the beneficiary shareholder, and the shareholder will bear all the risk (from the registered address of the shareholder). In addition, all dividends and other payments paid in cash for or relating to a share can be made by bank transfer when the Company has the information about the Shareholder’s bank necessary to make a direct transfer. When the Company makes payment with all the correct detailed information as supplied by the Shareholder, the Company is not responsible for any payment paid by the Company but not received by the Shareholder. The dividends payment for shares listed at the Stock Exchange or the Securities Exchange Center can be made via a securities company or custody center.”</p> <p>“7. According to the Enterprise Law, the Board of Directors can pass a resolution deciding a specific day (closing day) to close the books on the Company’s operations. Following that day, people registered as Shareholders or people owning other securities get the right to receive dividends, interest and profit shares, to receive shares, and to receive announcements or other documents. This closing day can be the same day as or any time before the reception of those realized benefits. This does not affect the rights of either party in a related</p>	<p>implement the decision.”</p> <p>5. Dividends or other payments in cash for or relating to a share must be done in Vietnamese dong. The payment may be made directly or via banks on the basis of the bank details provided by the shareholders. If the Company makes a bank transfer based on the exact bank details provided by a shareholder but such shareholder does not receive money, the Company shall not be liable for the amount which it transferred to the shareholder entitled to such amount. Payment of dividends in respect of shares listed or registered for trading on the Stock Exchange may be made via a securities company or Vietnam Securities Depository.</p> <p>“7. According to the Enterprise Law, the Board of Directors can pass a resolution deciding a specific date to close the list of shareholders. Based on such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receive dividends, interest, profit distribution, receipt of share certificates, notices or other documents.”</p>	
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	share or securities trade.”		
46	<p>Article 45 Accounting system</p> <p>“1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) or any other system approved by the Ministry of Finance.”</p> <p>“2. The Company shall maintain its accounting books in Vietnamese. The Company will keep its accounting records in accordance with the types of operations which the Company performs. These records must be accurate, up-to-date, systematic and sufficient to prove and explain all the Company’s transactions.”</p> <p>“3. The Company uses the Vietnam dong (or freely convertible foreign currency in case of the consent of the state competent agency) as the unit of currency used in accounting.”</p>	<p>Article 45 Accounting system</p> <p>“1. The accounting system used by the Company is the Vietnamese Accounting System (VAS), the enterprise accounting system or another special accounting system issued by a competent agency and approved by the Ministry of Finance.</p> <p>“2. The Company shall maintain its accounting books in Vietnamese and archive its accounting files in accordance with the law on accounting and other relevant laws. These records must be accurate, up-to-date, systematic and sufficient to prove and explain all the Company’s transactions.”</p> <p>“3. The Company shall use Vietnamese dong as the currency in accounting. If the Company’s economic transactions arise mainly in a foreign currency, then it may choose such foreign currency as the currency in accounting, shall be legally liable for such choice and must notify it to the tax office directly managing it.”</p>	Amended in accordance with content of Circular No. 95
47	<p>Section 2, 3, 4, 5 Article 46 Annual, half-yearly and quarterly reports</p> <p>“2. The annual accounting report must include a report on the business operational results reflecting honestly and objectively the profit and loss of the company in the fiscal year; a balance sheet showing honestly and objectively the operation situation of the Company up to the date of the report; a cash flow statement; and an explanation of the financial statements. If the Company is a parent company, the annual accounting report must</p>	<p>Section 2, 3, 4, 5 Article 46 Annual, six-monthly and quarterly reports</p> <p>“2. The annual accounting report must include a report on the business operational results reflecting honestly and objectively the profit and loss of the company in the fiscal year; financial statements truthfully and objectively reflecting the operational status of the Company up to the date of the report; a cash flow statement; and an explanation of the financial statements. If the Company is a parent company, besides the annual accounting statements, a separate balance sheet on</p>	Amended in accordance with content of Circular No. 95

	<p>include a separate balance sheet on the operation situations of the Company and its subsidiaries at the end of each fiscal year.”</p> <p>“3. The Company shall prepare reports for every six months or on a quarterly basis in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange or the Securities Trading Center.”</p> <p>“4. The audited annual financial statements (including the opinions of the auditor), half-yearly financial statements and quarterly financial statements must be posted to the website of the Company.”</p> <p>“5. Any interested organizations or individuals are entitled to examine or make a copy of the audited annual financial statements, the quarterly and half-yearly reports during the working hours of the Company, at the Company’s headquarters and must pay a reasonable amount for photocopy fees.”</p>	<p>the operation situations of the Company and its subsidiaries must be prepared at the end of each fiscal year.”</p> <p>“3. The Company shall prepare six-monthly financial statements which have been checked and quarterly financial statements in accordance with regulations of the Stock Exchange and regulations of the State Securities Commission, and submit them to the relevant tax office and the business registration agency in accordance with the Law on Enterprises.”</p> <p>“4. The audited annual financial statements (including the auditor’s opinions), the checked six-monthly financial statements and quarterly financial statements of the Company must be published on the Company’s website.”</p> <p>“5. Any interested organizations and individuals are entitled to examine or photocopy the audited annual financial statements, the checked six-monthly financial statements and the quarterly financial statements during business hours of the Company at its head office, and must pay a reasonable amount for photocopy fees.”</p>	
<p>48</p>	<p>Article 48 Auditing</p> <p>“1. The Annual General Meeting of Shareholders shall select an independent auditing company or pass a list of independent auditing companies, licensed to legally operate in Vietnam and approved by the State Securities Commission to perform the audits on financial statements of listed companies and authorize the Board of Directors to select one among these auditing companies to perform the audit for the Company for the next fiscal year based on the terms and conditions agreed to by the Board of</p>	<p>Article 48 Auditing</p> <p>“1. The Annual General Meeting of Shareholders shall select an independent auditing company or pass a list of independent auditing companies, and authorize the Board of Directors to decide to select one to audit the Company’s financial statements for the next financial year on the basis of terms and conditions agreed with the Board of Directors.”</p> <p>“3. The independent auditor shall inspect, certify and make a</p>	<p>Amended in accordance with content of Circular No. 95</p>

	<p>Directors.”</p> <p>“3. The Company’s independent auditing company examines, certifies and reports on the annual accounting reports explaining the Company’s income and expenditure, generates an Auditing Report and presents that report to the Board of Directors within two months after the fiscal year closes. The auditors of this independent auditing company must get approval from the State Securities Commission.”</p> <p>“4. A copy of the Auditing Report must accompany each copy of the Company’s annual accounting reports.”</p> <p>“5. An independant auditor performing an audit of the Company is permitted to attend all Shareholders’ Meetings and has the rights to receive all announcements and other information related to any Shareholders’ Meeting which are given to other Shareholders and also has the right to speak at the Shareholders’ Meeting regarding matters related to auditing work.”</p>	<p>report [on the annual financial statements] and submit that report to the Board of Directors within two (02) months after the end of a financial year.”</p> <p>“4. A copy of the audit report must be sent with each annual financial statements of the Company.”</p> <p>“5. An Independant auditor performing an audit of the Company is permitted to attend Shareholders’ Meetings and has the rights to receive all announcements and other information related to any Shareholders’ Meeting which are given to other Shareholders and also has the right to speak at the Shareholders’ Meeting regarding matters related to auditing work.”</p>	
49	<p>Section 2 Article 50 Termination of operations</p> <p>“2. Any decision to dissolve the Company before the end of its Operating Term (including extended term) must be approved by the Shareholders’ Meeting and implemented by the Board of Directors. This decision must be announced to appropriate authorities to inform or to get approval (if compulsory).”</p>	<p>Section 2 Article 50 Termination of operations</p> <p>“2. Any decision to dissolve the Company before the end of its Operating Term (including extended term) must be approved by the Shareholders’ Meeting and implemented by the Board of Directors. This decision must be notified to and approved by (if approval is compulsory) the competent agency in accordance with regulations.”</p>	Amended in accordance with content of Circular No. 95
50	<p>Section 3 Article 53 Liquidation</p> <p>“3. The money collected from liquidation will be paid out in the following order:</p>	<p>Section 3 Article 53 Liquidation</p> <p>“3. Proceeds from the liquidation shall be disbursed in the following priority order:</p>	Amended in accordance with content of Circular No. 95

	<p>a. Liquidation expenses;</p> <p>b. Employees' salaries and social security;</p> <p>c. Tax and other tax-related amounts the Company must be paid to the government;</p> <p>d. Loans, if any;</p> <p>e. Other Company debts;</p> <p>f. The remains after the payment of Points from (a) to (e) above will be divided among Shareholders. Common Shareholders will be paid after preferential Shareholders."</p>	<p>a. Expenses for liquidation;</p> <p>b. Debts being salaries, allowances on retirement or retrenchment, social insurance and other interests of employees pursuant to signed collective labour agreements and signed labour contracts;</p> <p>c. Tax debts;</p> <p>d. Loans (if any);</p> <p>e. Other debts of the Company;</p> <p>f. The residual amount after payment of the debts set out in (a) to above shall be distributed to shareholders. Payment of preference shares shall be given priority."</p>	
51	<p>Section 1 Article 54 Settlement of internal disputes</p> <p>"1. In the event of a conflict or complaint relating to the Company's operations or to Shareholders' rights arising from this Charter or from any rights or obligations regulated by the Enterprise Law or other laws or administrative regulations, between:</p> <p>a. Shareholders and the Company; or</p> <p>b. Shareholders and the Board of Directors, Board of Supervision, General Director or senior Managing executives.</p> <p>The concerned parties will try to solve the conflict through negotiation and reconciliation. Except for conflicts concerning the Board of Directors or the Chairman of the Board, the Chairman of the Board will preside over the settlement of the conflict and will ask each party to present the actual factors relating to the conflict within 10 working</p>	<p>Section 1 Article 54 Settlement of internal disputes</p> <p>"1. In the event of a conflict or complaint relating to the Company's operations or to Shareholders' rights and obligations prescribed in the Law on Enterprises, other laws, this Charter or regulations as between:</p> <p>a. Shareholders and the Company; or</p> <p>b. Shareholders and the Board of Directors, Board of Supervision, General Director or other Managing executives.</p> <p>The concerned parties will attempt to resolve such dispute by way of negotiation and mediation. Except where such dispute involves the Board of Directors or the Chairman of the Board, the Chairman of the Board of Directors shall preside over resolution of the dispute and require each party to present information about the dispute within a period of 10 working days after the conflict arises. Where the conflict concerns the Board of Directors or the Chairman of the Board, any party can ask for the assignment of an</p>	Amended in accordance with content of Circular No. 95

	days after the conflict arises. Where the conflict concerns the Board of Directors or the Chairman of the Board, any party can ask for the assignment of an independent expert to act as an arbitrator for settlement of the conflict.”	independent expert to act as an arbitrator for settlement of the conflict.”	
52	Section 1 Article 56 Effective date “1. The charter contains 57 articles and XXI chapters and was passed by the General Shareholders’ Meeting of Hoang Anh Gia Lai Joint Stock Company on 22 May 2017, and the effectiveness of the full contents of this Charter has been fully agreed upon.”	Section 1 Article 56 Effective date “1. This Charter comprising XXI Chapters and 57 articles was unanimously passed by the General Meeting of Shareholders of Hoang Anh Gia Lai Joint Stock Company on date... month... year... , and the effectiveness of the full contents of this Charter has been fully agreed upon.”	Amended in accordance with content of Circular No. 95

Gia Lai, August 14th, 2018

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

(signed)

DOAN NGUYEN DUC