

CHARTER

Hoang Anh Gia Lai Joint Stock Company



Gia Lai, 26th November, 2021

TABLE OF CONTENTS

TABLE OF CONTENTS	2
I. DEFINITIONS AND TERMINOLOGIES IN THE CHARTER.....	4
Article 1 Definitions.....	4
II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES AND OPERATING TERM OF THE COMPANY.....	5
Article 2 Name, form, headquarters, branches, representative offices and Operating Term of the Company.....	5
III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY	5
Article 3 Objectives of the Company	5
Article 4 Business scope and operations	7
IV. CHARTERED CAPITAL, SHARES AND FOUNDING SHAREHOLDERS	7
Article 5 Chartered Capital, Shares, Founding Shareholders	7
Article 6 Share certificates.....	8
Article 7 Other securities certificates.....	8
Article 8 Share transfer	8
Article 9 Share revocation	8
V. ORGANIZATION, MANAGEMENT AND CONTROL	9
Article 10 Management organizational structure.....	9
VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS.....	9
Article 11 Rights of Shareholders of the Company	9
Article 12 Obligations of Shareholders	10
Article 13 General Meeting of Shareholders	10
Article 14 Rights and obligations of the General Meeting of Shareholders	12
Article 15 Authorized representatives	13
Article 16 Changes of rights	13
Article 17 General Meeting of Shareholders, agenda and announcement.....	14
Article 18 Conditions for conducting a General Meeting of Shareholders	15
Article 19 Formality and voting method of the General Meeting of Shareholders	15
Article 20 Passing Decision of the General Meeting of Shareholders	17
Article 21 Jurisdiction and formality for Approval of the resolutions via written documents	17
Article 22 Minutes of General Meeting of Shareholders.....	19
Article 23 Demand for the cancellation of the resolutions of the General Meeting of Shareholders	19
VII. BOARD OF DIRECTORS	19
Article 24 Composition and term	19
Article 25 Rights and functions of the Board of Directors	21
Article 26 Chairman, Vice Chairman and members of the Board of Directors.....	23
Article 27 Alternate members of the Board of Directors.....	23
Article 28 Meetings of the Board of Directors	25
VIII. GENERAL DIRECTOR, OTHER MANAGERS.....	25
Article 29 Management organization	25
Article 30 Executives.....	25
Article 31 Appointment, dismissal, tasks and authority of the General Director	25
IX. THE BOARD OF SUPERVISION	26
Article 32 Candidacy for, nomination to the Board of Supervision	26
Article 33. Composition of the Board of Supervision	26
Article 34. Head of the Board of Supervision	27
Article 35. Rights and obligations the Board of Supervision	27
Article 36. Meetings of the Board of Supervision.....	28
Article 37. Salary, remuneration, bonus, and other benefits of the Board of Supervision	28
X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR, MEMBERS OF THE BOARD OF SUPERVISION, AND OTHER EXECUTIVES	28
Article 38. Responsibility of prudence.....	28

Article 39 Responsibility of honesty and avoidance of conflicts of interests	28
Article 40. Liability for damage and compensation	29
XI. AUTHORITY TO LOOK UP THE COMPANY’S BOOKS AND RECORDS	29
Article 41. Rights to look up books and records	29
XII. EMPLOYEES AND UNIONS	30
Article 42 Employees and unions.....	30
XIII. PROFIT DISTRIBUTION	30
Article 43. Dividend distribution.....	30
XIV. BANK ACCOUNTS, FUND ESTABLISHMENT, FISCAL YEAR, AND ACCOUNTING SYSTEM	30
Article 44. Bank accounts	30
Article 45. Fiscal year	30
Article 46. Accounting system	30
XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE	31
Article 47. Annual, interim and quarterly financial statements	31
Article 48. Annual report	31
XVI. COMPANY AUDITING	31
Article 49. Auditing.....	31
XVII. COMPANY STAMP	31
Article 50. Company Stamp	31
XVIII. DISSOLUTION OF THE COMPANY	31
Article 51. Dissolution of the Company.....	31
Article 52 Extension of Operating Term.....	32
Article 53 Liquidation	32
XIX. SETTLEMENT OF INTERNAL DISPUTES	32
Article 54 Settlement of internal disputes	32
XX. SUPPLEMENTING AND AMENDING THE CHARTER	32
Article 55. Company charter	32
XXI. EFFECTIVE DATE	33
Article 56. Effective date	33

INTRODUCTION

The Charter of Hoang Anh Gia Lai Joint Stock Company is amended and supplemented in accordance with the laws and was passed by the General Meeting of Shareholders in the Resolution No. /21/NQĐHĐCĐ-HAGL on 11/2021.

I. DEFINITIONS AND TERMINOLOGIES IN THE CHARTER

Article 1 Definitions

1. Terminology in this Charter is defined as follows:
 - a. "Chartered Capital" refers to the total face value of shares sold as defined in Article 5 of this Charter.
 - b. "Enterprise Law" refers to the Enterprise Law No 59/2020/QH14 passed by the National Assembly on 17 June 2020;
 - c. "Date of Establishment" refers to the date when the Business Registration Certificate (Certificate of Business Registration and equivalent instruments) is initially issued to the Company.
 - d. "Corporate Managing executives" refers to the General Director, Deputy Director or Deputy General Director, Chief Accountant, and other key management titles as specified in the Company Charter;
 - e. "Related Persons" refers to any individual or organization directly or indirectly related to the enterprise as defined in Article 4.23 of the Enterprise law, clause 46 Article 4 Securities Law;
 - f. "Shareholders" refer to individuals and organizations holding at least one share of the Joint Stock Company;
 - g. "Term" refers to the operating term of the Company as stipulated in Article 2 of this Charter, and all extensions to this term (if any) which are passed the General Meeting of Shareholders.
 - h. "Vietnam" refers to the Socialist Republic of Vietnam.
 - i. "Major shareholders" means the shareholders as stipulated in clause 18 Article 4 of Securities Law"
 - j. "Securities Law" means Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 /11/2019;
 - k. "Offline meeting" is a format of holding a meeting of the General Meeting of Shareholders convened at a venue, shareholders or authorized representatives of shareholders attend, discuss and vote directly at the meeting venue;
 - l. "Online meeting" is a format of holding General Meeting of Shareholders using electronic means and through the internet environment or another form that allows shareholders at different places to attend and discuss and vote by electronic voting or other form as designated by the Company. The venue where the chairperson attends is the main venue of the meeting;
 - m. "Electronic voting" means a shareholder or a shareholder's authorized representative voting through the Company's or a third party's electronic voting system designated by the Company.
 - n. "Enterprise Managers" refer to the management personnel, including the Chairman of Board of Directors, the Board Members, CEO and other persons holding managerial positions as specified in the Company Charter;
 - o. "Stock Exchange" means the Stock Exchange of Vietnam and its subsidiaries;
 - p. "Voting capital" is the share capital, whereby the owner has the right to vote on issues under the decision-making authority of the General Meeting of Shareholders.
2. In this Charter, any article or document used for reference will include all subsequent changes or replacement documents.
3. Headings (chapter or article of this Charter) are used for reference only and do not affect the structure of this Charter.
4. Words or terminology defined in the Enterprise Law, Securities law (if they do not contradict

the subject or context) will have the same definitions in this Charter.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES AND OPERATING TERM OF THE COMPANY.

Article 2. Name, form, headquarters, branches, representative offices and Operating Term of the Company

1. The legal name of the Company :
 - o In Vietnamese: “Công ty Cổ phần Hoàng Anh Gia Lai”
 - o In English: “Hoang Anh Gia Lai Joint Stock Company”
 - o Transaction name: “Hoang Anh Gia Lai Joint Stock Company”
 - o Abbreviation of the Company’s name: “HAGL”
2. The Company is a joint-stock company and has a legal status in accordance with the current Law of Viet Nam.
3. Registered office of the Company
 - Head office address: 15 Truong Chinh Street, Phu Dong Ward, Pleiku City, Gia Lai Province, Viet Nam
 - Telephone: (84 269) 2225888
 - Fax: (84 269) 2222335
 - Website: www.hagl.com.vn
4. The General Director will be the Company’s legal representative.
5. The Company can open branches and representative offices in its area of business to carry out the Company’s objectives in accordance with the decisions of the Board of Directors and within the limits of the prevailing laws.
6. The company has an operating Term for ever from the Date of Establishment, unless the Company terminates its operating Term ahead of schedule in line with Articles 51 in this Charter.

III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 3. Objectives of the Company

1. Lines of business

- o Rubber plantations
- o Producing woodwork used for construction
- o Producing beds, wardrobes, tables, chairs
Details: Producing interior office furniture (excluding processing mechanical products, recycling of scraps, electroplating, painting, welding, processing wood, and producing porcelain, pottery and glass products at the head office)
- o Mining iron ores
- o Mining other types of ore not containing metal
- o Producing, transmitting and distributing electricity
(Except for transmitting and regulating of the national power system; construction and operation of multi-purpose hydroelectricity and nuclear power is of particularly important socio-economic significance)
- o Building other civil engineering works
Details: Building industrial works
- o Other recreational activities not classified in any category
Details: trading electronic games, dance club, karaoke, variety shows
- o Hair-cutting, hair-styling, hair-washing
- o Wholesale of construction materials, installing equipment
Details: trading bamboos, wood and processed wood (trading timber and forest products); trading building materials (granite)
- o Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and other species of bamboo) and livestock
Details: Trading and exporting rubber latex and products made from rubber latex
- o Design cutting and perfecting stones
Details: Processing granite
- o Wholesale of other machines, equipment and spare parts
Details: Trading industrial, mining, forestry, constructional machinery equipment (equipment and spare parts for granite processing)

- Tour operation
Details: inbound travel services
- Mining stone, sand, pebbles and clay
- Producing other products from rubber
- Wholesale of solid, liquid, gas fuels and other related products
Details: Trading oil and petrol
- Activities of sporting clubs
Details: Running activities of football teams and football club
- Planting and raising forests
Details: Planting and raising forests, trading seedlings (rubber)
- Producing other products from wood; producing products from straw, thatch and plaited materials
Details: Producing other products from wood (processing handicrafts, household wooden products for local sales and export)
- Advertising
- Consultancy, brokerage, real estate auction, land use right auction
Details: Real estate consultancy service
- Producing fertilizer and nitrogen compound
- Mining rare and precious ores
- Mining chemical minerals and fertilizer minerals
- Mining and gathering peat
- Cargo road transport
- Producing non-ferrous metal and precious metal
- Building railway and road construction
Details: Building highways
- Mining other unclassified minerals
- Mechanical engineering processing; treating and overlaying metal
- Building houses of all types
Details: Building civil works
- Other uncategorized financial services (excluding insurance and social insurance)
Details: Foreign currency exchange dealer (in the permission granted by authorized state agency)
- Doing business in real-estate, land use rights of owner, users or leased land
Details: Trading real estates; leasing warehouses
(Except for investment in building infrastructure of cemeteries and graveyards to transfer land use rights attached with land)
- Wholesale of food products
Details: Trading food and foodstuffs
- Wholesale of beverages
Details: Trading domestic and imported wine
- Activities of sporting establishments
Details: Sporting activities (gyms)
- Short-time accommodation
Details: Hotel services
- Restaurants and mobile food services
Details: Restaurants, food shops, food booths
- Sauna, massage, and similar health improvement services (excluding sport)
- Wholesale of tobacco and rustic tobacco products
Details: Trading local-made cigarettes
- Retail of other new commodities in specialized stores
Details: Retail of souvenirs, weaving commodities, handicraft in specialized stores
- Producing products from plastic
- Installing industrial machines and equipment
Details: Installing cranes and equipment used in construction works
- Other passenger transport
Details: Passenger transport under contracts
- Other uncategorized specialized wholesale
Details: Wholesale of fertilizer, pesticide, and other chemical substances used in agriculture
- Wholesale of other household appliances
- Wholesale of agricultural machines, equipment and spare parts

- Wholesale of metals and ore
Details: Wholesale of iron, steel
- Warehouses and commodity storage
Details: Warehouses and commodity storage in bonded warehouses
- Post-harvest services
Details: preliminary treating pepper
- Producing other foodstuffs not yet classified in any other category
- Growing fruit trees
Details: passion fruit, mango, dragon fruit, durian, avocado, etc.
- Cultivation services activities
- Processing, preserving meat and meat products
- Processing, preserving fruits and vegetables

2. Operating objectives of the Company:

- The objectives of the Company are mobilizing and using the capital effectively in its fields of business in order to maximize profits, to increase benefits for Shareholders, to create jobs and income for its employees, and to fulfill its tax obligations to the State as well as to develop the company stronger and greater.
- If any of these objectives needs to be approved by state management agencies, the company only implements such objectives after receiving approval of authorized agencies.

Article 4 Business scope and operations

1. The Company is allowed to draw up plans and to participate in the Company's professions registered as specified in this Charter, notifying any changes to the registration agency and announced on the national enterprise registration portal
2. The Company can carry out any other **professions** permitted by the Law and passed by the Board of Directors.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 5 Chartered Capital, Shares, Founding Shareholders

1. The Charter Capital of company is **VND 9,274,679,470,000** (*nine thousand two hundred and seventy four billion, six hundred seventy nine million four hundred and seventy thousand Vietnam Dong*)

Total charter capital is divided into 927,467,947 shares (nine hundred and twenty seven million, four hundred and sixty seven thousand, and nine hundred forty seven) with the face value of each share of VND 10,000.
2. The Company may change its Charter Capital upon approval of the General Meeting of Shareholders and in accordance with the provisions of law.
3. All shares issued by the Company on the date of this Charter's approval are ordinary shares. The rights and obligations attached to ordinary shares are defined in Article 11 and Article 12 of this Charter;
4. If the General Meeting of Shareholders approves, the Company can issue other preferential shares in line with the prevailing regulations of the Law.
5. Names, addresses, numbers of shares and other details about the Founding Shareholders as required by the Enterprise Law will be mentioned in the attached Appendix. The Appendix is a part of this Charter.
6. Shareholders will be given priority to buy new ordinary shares scheduled to be issued in proportions corresponding to the percentage of ordinary shares they hold in the company, except for other cases given in General Meeting of Shareholders' decisions. Any shares which are not completely purchased will be decided by Board of Directors. The Board of Directors may allocate those shares to shareholders and other people with the terms that are not more advantageous than the terms offered to the existing Shareholders, otherwise approved by the General Meeting of Shareholders
7. The Company may acquire shares issued by the Company in accordance with the manner specified in this Charter and applicable laws.
8. The Company may issue other securities as specified by the laws

Article 6 Share certificates

1. The Company's shareholders are granted a share certificate corresponding to the number and type of their shares, in case they need it or in case those shares are not deposited in accordance with the Securities Law..
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 clause 1 Article 121 of the Enterprise law.
3. Within two (02) months (or a longer period according to the stipulated terms of issue) from the date of payment in full of the purchasing the shares as stipulated in the Company shares' issuance plan, the owner of shares will be given a share certificate. Shareholders will not pay to the Company the cost of printing certificates.
4. In case a share certificate is lost, destroyed, or damaged in another form, a new share certificate will be given to the holder upon request. The request must contain the following:
 - a. Information about the share certificate that is lost, damaged, or otherwise destroyed;
 - b. Commitment to responsibility for disputes over issuance of the new share certificate.
5. In case there is an error in the content and form of shares issued by the Company through no fault of the shareholder, the lawful rights and interests of such owner will not be affected.

Article 7 Other securities certificates

All forms of bonds or other securities certificates of the Company will be issued with the seal and facsimile signature of the legal representative of the Company.

Article 8 Share transfer

1. All shares can be transferred freely unless otherwise stipulated by this Charter or legal regulations. Listed stocks which are registered at the Stock Exchange will be transferred in line with the regulations on securities and stock exchange;
2. Shares not fully paid 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 owner's equity the right to buy new offered shares and other benefits in accordance with the law;

Article 9 Share revocation

1. In case a Shareholder does not make complete and on-schedule payment for his stock purchase, the Board of Directors will notify the Shareholder at any time requiring full payment of the balance, along with responsibility corresponding to total par value of shares registered to buy with respect to the financial obligations of the Company arising from the failure to pay in full (if any);
2. The notice mentioned above will include a new deadline for payment (a minimum of seven (07) days from the date the notice was sent) method and venue for payment, and will clearly state that in the event that payment is not made according to the request, any shares not yet completely paid for will be reclaimed.
3. The Board of Directors can reclaim all the shares not fully paid and on schedule in case any requirement in the notice is not fulfilled within the time limit as required.
4. A share which is revoked has the right to be offered for sale as stipulated at section 3 Article 112 of Enterprise law. The Board of Directors can make direct or authorized sale, redistribute or deal with it according to the conditions and methods the Board of Directors deems appropriate.
5. A Shareholder who owns shares which are revoked must abandon his Shareholder status in relation to those shares, but still bears the responsibility corresponding to total par value of shares registered to buy with respect to the financial obligations of the Company arising from the time of revocation as decided by the Board of Directors from the date of revocation to the date of payment. The Board of Directors has full authority to decide on the enforcement of payment of the full value of shares at the time of revocation
6. When a share is reclaimed, a notice about the revocation will be sent to the person who owned the share before the date of revocation; but in no case will the revocation be made invalid for reasons of omission or carelessness in the sending of the notice.

V. ORGANIZATION, MANAGEMENT AND CONTROL

Article 10 Management organizational structure

The Company's management, governance and supervision comprises:

- a. General Meeting of Shareholders;
- b. Board of Directors;
- c. Board of Supervision.
- d. General Director

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11 Rights of Shareholders

1. The liability of each shareholder for debts and other property obligations of the Company is limited to the amount of share capital contributed to the Company.
2. Ordinary shareholders have the following rights:
 - a. To attend and voice opinions at the General Meetings of Shareholders and exercise the right to vote directly or via an authorized representative or vote at a distance electronically, by email, by fax or by any other method prescribed by laws and the Company charter. Each ordinary share has a voting right;
 - b. to receive dividends at amount as specified by General Meeting of Shareholders ;
 - c. to freely transfer shares except the cases as specified in clause 3 Article 120 and clause 1 Article 127 of the Enterprise law and other related laws;
 - d. to be given priority in buying new shares corresponding to the number of ordinary shares each Shareholder holds;
 - e. to view, look up and make an extract of information about name and contact address in the list of Shareholders with voting rights and request amendment to their incorrect information;
 - f. to consider, to look up and to make an extraction or copy of this Charter, the minutes of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders;
 - g. In the case of the Company's dissolution, to receive part of the remaining assets corresponding to their share ownership at the Company;
 - h. to request the Company to redeem their shares in cases specified in Article 132 of the Enterprise Law;
 - i. To be fairly treated. Each share of the same type creates the equal rights, obligations and benefits to the Shareholder. In the event that preference shares, its related rights and obligations must be approved by the General Meeting of Shareholders and fully disclosed to the Shareholders;
 - j. To fully access periodic and extraordinary information d by the Company in accordance with the provisions of the laws;
 - k. to have their legal rights and benefits protected; request to suspend and revoke the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors as specified by the Enterprise Law;
 - l. Other rights as specified by this Charter and other laws
3. A Shareholder or a group of Shareholders holding 05% and more of the total number of ordinary shares have the following rights:
 - a. to request the BOD to convene General Meeting of Shareholders as specified in the Enterprise Law.
 - b. To review, search, extract meeting minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervision, contracts and transactions that must be approved by the Board of Directors. management and other documents, except documents related to business secrets of the Company;
 - c. To request the Board of Supervision to inspect each particular issue relating to the management and administration of the operations of the Company where it is considered necessary. The request must be in writing carrying full name, contact address, nationality, ID card, passport or other legal personal identification number of an individual shareholder; name, enterprise code or number of legal documents, head office's address of a shareholder being an organization; 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;
- d. To propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of shares of each type, and the issues proposed to be included in the meeting agenda;
 - e. Other rights as specified in the Enterprise law and this Charter.
4. A shareholder or group of shareholders, who hold at least 10% of total ordinary, shall be entitled to nominate candidates to the Board of Directors and the Board of supervision, which is conducted as follows:
- a. The ordinary shareholders forming groups to nominate their representatives for the Board of Directors must notify others of the group meeting before opening the General Meeting of Shareholders;
 - b. According to the number of members of Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or some persons as decided by the General Meeting of Shareholders as candidates to the Board of Directors. In the event that number of candidates nominated by shareholders or groups of shareholders is lower than number they are entitled to nominate as decided by the General Shareholders' Meeting, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

Article 12 Obligations of Shareholders

Shareholders have the following obligations:

1. to abide by this Charter and regulations, decisions of the Board of Directors, and resolutions of the General Meeting of Shareholders;
2. to participate in and to execute voting rights through the following forms:
 - a. To participate in and directly vote at the Meeting;
 - b. To authorize other individuals, organizations to attend and vote at the Meeting;
 - c. To send votes to the meeting via mail, fax, email
 - d. To participate in and to execute voting rights, voting electronically, by email, by fax or by any other electronic methods prescribed by the Company.
 - e. To send votes via other means as specified in the Company Charter
3. To pay in full and on time for shares for which the shareholder has committed to purchase..
4. Not to divest the capital contributed by means of ordinary shares from the Company in any form, except where the shares are redeemed by the Company or other persons; in case that a Shareholder withdraws a part or all of his or her shares not in conformity with this clause, the Board of Directors and the legal representative of the Company shall be jointly responsible for debts and other property obligations of the Company respective to value of the withdrawn shares;
5. To secure the information provided by the Company as specified in the Company's Charter and the laws; to only use the provided information to exercise and protect their legal rights and interests; to prohibit to disseminate or copy or send the information provided by the Company to other organizations and individuals;
6. Provide accurate information when registering to buy shares and notify the Company within 03 working days when there is a change in one of the provided information and/or provided information in accordance with Securities law and relevant laws
7. To fulfill other obligations as specified by the current Laws;
8. 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:
 - a. Breaching of the law;
 - b. Doing business and other transactions for personal benefits of himself or herself or other organizations or individuals;
 - c. Paying debts before maturity in case the Company is likely to be in financial problem.

Article 13 General Meeting of Shareholders

1. The General Meeting of Shareholders shall include all Shareholders with voting rights, and is the highest decision-making authority of the Company. The Annual General Meeting of Shareholders may be held annually and within 04 months since the date of ending the financial year. The Board of Directors decides to extend the Annual General Meeting of Shareholders as necessary, provided that it does not exceed 06 months since the financial year is ended and reports SSC about extension. In addition to the Annual General Meeting of Shareholders, the Extraordinary General Meeting of Shareholders may be convened. The determined venue of the General Meeting of Shareholders is the place where the chairman attends and within the territory of Vietnam.
2. The Annual GMS is convened by the BOD and held at an appropriate venue and form. The Annual GMS shall decide the issues as specified by the laws and the Company's Charter, particularly pass the audited annual financial statements. In the event that the Company's the audited annual financial statements contains the material qualified opinion, contrary auditor's opinion or refusal, the approved auditor must be invited to conduct audit of the Company's financial statements, participate into the Annual GMS and represent for the aforesaid auditor to participate into the Annual GMS of the Company.
3. The Board of Directors must convene extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the interests of the Company;
 - b. The number of remaining members of the Board of Directors and Supervision is less than the minimal number of members as specified by laws;
 - c. At the request of a shareholder or group of shareholders as specified in clause 3 Article 11 of this Charter. The request to convene the General Meeting of Shareholders must be in writing and include the following main details: full name, contact address, nationality, number of legal papers of the individual for shareholders are individuals; name, enterprise code or number of legal papers of the organization, head office address, for shareholders being organizations; number of shares and time of share registration of each shareholder; the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; grounds and reasons for convening the General Meeting of Shareholders; have the signatures of all the requested shareholders (the written request is made in many copies and gathers all the signatures of the relevant shareholders);
 - d. At the request of the Board of supervision;
 - e. Other cases as specified by laws and this Charter.
4. Convening extraordinary General Meeting of Shareholders
 - a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors and members of the Board of Supervision is lower than the one as specified in point b clause 3 or requested as specified in point c and point d clause 3 of this article;
 - b. In case the Board of Directors does not convene the General Meeting of Shareholders as specified in point a clause 4 of this article, within the next thirty (30) days, the Board of Supervision, in place of the Board of Directors shall convene the General Meeting of Shareholders as specified in Article 140 of the Enterprise law and the Company Charter;
 - c. In case the Board of Supervision does not convene the General Meeting of Shareholders as specified in point b clause 4 of this Article, the shareholders or group of shareholders as specified in clause 3 Article 11 of this Charter has the right to represent the Company to convene. the General Meeting of Shareholders in accordance with the Enterprise law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the sequence and procedures for convening, conducting the meeting and the decision making of the General Meeting of Shareholders.

- d. All expenses for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company, which do not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
- e. Procedures for holding the General meeting of Shareholders as specified in clause 5 Article 140 of the Enterprise law and the Company Charter.

Article 14 Rights and obligations of the General Meeting of Shareholders

1. General Meeting of Shareholders has rights and obligations as follows:
 - a. To adopt the development orientation of the Company;
 - b. To make decisions on classes of shares and the total number of shares of each type which may be offered for issuance and the rate of annual dividend for each class of shares;
 - c. To elect, remove or discharge members of the Board of Directors;
 - d. To make decisions on the investment or disposal of assets valued at 35% or more of the total value of the Company's assets recorded in the Company's latest financial statements;
 - e. To make decisions on amendments and supplements to the Company's Charter;
 - f. To approve annual financial statements;
 - g. To make decisions on redemption of over 10% of the total number of shares sold of each type ;
 - h. To consider and deal with violations by the Board of Directors and the Board of Supervision which cause damage to the Company and its shareholders;
 - i. To make decisions on re-organization and dissolution of the Company;
 - j. To decide budget or total remuneration, bonus and other benefits of the Board of Directors;
 - k. To approve the Internal Governance Regulations and the Operating Regulations of the Board of Directors;
 - l. To approve the list of approved auditors; to decide the approved auditors to conduct audit on the Company's operations, to remove the approved auditors as necessary;
 - m. Other rights and obligations as specified by law.
2. General Meeting of Shareholders discusses and approves the following issues
 - a. The audited annual financial statements;
 - b. Dividend for each share;
 - c. the number of members of the Board of Directors, the Board of Supervision;
 - d. To approve the list of approved auditors; to decide the approved auditors to conduct audit on the Company's operations as necessary;
 - e. To elect, remove or discharge members of the Board of Directors and the Board of Supervision;
 - f. To decide budget or total remuneration, bonus and other benefits of the Board of Directors;
 - g. Amendment and supplement to the Company's Charter;
 - h. Type of shares and number of new shares to be issued for each type of shares, and the transfer of shares by founding members within the first three (03) years from the date of establishment;
 - i. Company division, separation, merger, consolidation or transformation;
 - j. The Company's re-organization and dissolution (liquidation) and appointment of liquidator;
 - k. Examination and treatment of violations of the Board of Directors or the Board of Supervision that cause damage to the Company and the shareholders;
 - l. To make decisions on the investment or sale of assets valued at 35% or more of the total value of the Company's assets recorded in the Company's latest financial statement;
 - m. Decision on redemption of ten (10) per cent or more of each type of share issued;

- n. To sign the contract and transaction with subjects specified in Clause 1, Article 167 of the Enterprise Law with value equal to or greater than 35% of total asset value recorded in the latest financial statements: contracts, transactions, borrowing, lending, disposal of assets as specified in point b clause 3 Article 167 The Enterprise law;
 - o. The Company's annual business plan;
 - p. Report on performance of the Board of Directors and each member of the Board;
 - q. Report of the Board of Supervision on the Company's business results, the performance results of the Board of Directors, and the General Director;
 - r. To approve the transactions in Clause 4 of this Article
 - s. To approve the Company's Internal Regulation on Governance, Regulation on operation of the Board of Directors and the Regulation on operation of Board of Supervision;
 - t. Report on the self-assessment of the performance of the Board of Supervision and its members
 - u. Other issues as stipulated in this Charter and the law.
3. All resolutions and issues included in the meeting agenda are subject to discussion and voting on at the General Meeting of Shareholders
4. The Company's transactions must be approved by the General Meeting of Shareholders:
- a. Providing loans or guarantees to members of the Board of Directors, members of the Board of Supervision, the General Director, other managers who are not shareholders and related individuals and organizations of these subjects;
In case of providing loans or guarantees to related organizations of members of the Board of Directors, members of the Board of Supervision, General Director, other managers of which the public company and such organization are companies in the same group or companies operating under groups of companies, including parent companies - subsidiaries, economic groups, the General Meeting of Shareholders or the Board of Directors approved in accordance with of the company's charter ;
 - b. Transactions with a value of 35% or more or transactions leading to a total transaction value arising within 12 months from the date of making the first transaction with a value of 35% or more of the total value of assets in the most recent financial statement between the Company and one of the following subjects:
 - Members of the Board of Directors, members of the Board of Supervision, the General Director, other managers and related person of these subjects;
 - Shareholders, authorized representatives of shareholders owning more than 10% of the total common share capital of the company and their related persons;
 - Enterprises in which members of the Board of Directors, BOS member, General Director own and own contributed capital or shares;
 - Enterprises in which related persons of members of the Board of Directors, BOS member, General Director own, jointly own or separately own a contributed capital or shares of more than 10% of the charter capital.
 - c. Contracts, transactions of borrowing and selling assets with a value greater than 10% of the total value of assets recorded in the most recent financial statement between the company and a shareholder owning 51% of the total number of voting shares or more. or a related person of that shareholder.

Article 15 Authorized representatives

1. Shareholders, authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other organizations and individuals to attend at the face-to-face meeting or on-line meeting, or in a form as specified in clause 3 Article 144 of the Enterprise law.
2. The authorization to a representative individual or organization to attend the General Meeting of Shareholders as specified in clause 1 of this Article must be made in writing. The power of attorney is made in accordance with the civil code and must clearly state the name of the authorizing shareholder, the

name of the authorized individual and organization, the number of authorized shares, the content, the scope and duration of the authorization, signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit the power of attorney when registering at the off-line meeting or notify the Company at least 01 working day in advance for the online meeting. In case of re-authorization, the attendee must also present the original power of attorney of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The vote of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following cases occurs:
 - a. The authorizer passed away, has limited civil act capacity or has lost his civil act capacity;
 - b. The authorizer has canceled the appointment of the authorization;
 - c. The authorizer has revoked the authority of the person performing the authorization.

This clause is not applicable in case the Company receives a notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16 Changes of rights

1. Change or cancellation of special rights associated to a preference share is effective when it is approved by attending shareholders, representing for 65% of total voting shares. The Resolutions of the General Meeting of Shareholders on contents, changing the rights and obligations of preference shareholders are only adopted if the preference shareholders of the same class holding 75% of total preference shares or more agrees or the preference shareholders of the same class holding 75% of total preference shares or more agree in case of passing resolutions in written consultation.
2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above rights is valid only when there are at least two (02) shareholders (or their authorized representatives) attending the meeting who hold at least a third (1/3) of the face value of the issued shares in such type. Where the number of such attendees is not sufficient, the meeting shall be reorganized within the next 30 days and those attendees who are holders of such class of shares (regardless of the number of people and number of shares) are deemed to meet the above requirement whether they directly participate or via authorized representatives. At the meetings mentioned above, holders of shares of such type who are present personally or via authorized representatives can request voting by the secret ballot. Shares of the same type have equal voting rights at such meetings.
3. The procedures for conducting such separate meetings shall be similar to those provided under Articles 17 and 19 of this Charter
4. Unless otherwise specified in the terms of share issues, special rights attached to various types of shares with preference rights related 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 type.

Article 17. Convening, meeting agenda and notification of invitation to General Meeting of Shareholders

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene the Extraordinary General Meeting of Shareholders in accordance with clause 3, Article 13 of this Charter
2. A person who convenes the General Meeting of Shareholders has to perform the following tasks:
 - a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list is prepared not sooner than 10 working days before the invitation to the General Meeting of Shareholders is delivered. The preparation of the list of shareholders eligible to attend the General Meeting of Shareholders must be disclosed at least 20 days before the registration deadline;
 - b. Deciding the time, form and venue to hold the meeting;
 - c. Draft the resolutions of the General Meeting of Shareholders in accordance with the expected meeting contents;
 - d. Prepare the meeting agenda and contents
 - e. Prepare the meeting materials;

- f. Draft resolution of the General Meeting of Shareholders according to the proposed content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors, and the Board of Supervision;
 - g. Provide information and resolution to complaints related to the list of shareholders;
 - h. Prepare documents guiding the registration, attendance and voting at the General Meeting of Shareholders in case the General Meeting of Shareholders is held on line or another form;
 - i. Other tasks supporting the meeting
3. The notification of invitation to the General meeting of Shareholders must be sent to all shareholders by such a method that ensures successful delivery to the shareholders' contact address provided on the website of the Company and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for transaction . The person who convenes the General Meeting of Shareholders must deliver the invitation letter to all shareholders entitled to attend the meeting no later than 21 working days before the opening date (since the date when the invitation is duly delivered or sent). The meeting agenda, draft resolutions on each issue and documents related to issues to be voted at the meeting shall be sent to shareholders and/or posted on the company website. In the event such documents are not attached to the invitation, then the notification must clearly state the link to all the meeting documents so that the shareholders can have access to them, including.
- a. The meeting agenda and data to be used at the meeting;
 - b. List and detailed information about each candidate if electing members to the Board of Directors or the Board of Supervision;
 - c. Voting ballots;
 - d. Draft resolutions on each matter on the agenda.
4. A shareholder or group of shareholders referred to in clause 3 Article 11 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) working days before the opening day of the General Meeting of Shareholders. The proposal must clearly state the name of the shareholder, the number of shares of each type and the content of the proposal to be included in the meeting agenda. In case the convenor of the General Meeting of Shareholders rejects the proposal in this Article, then he must reply in writing and clearly state the reason at least 02 (two) working days before the opening date of the General Meeting of Shareholders.
5. The person who convenes the General Meeting of Shareholders may reject the request as specified in clause 4 of this article if it falls into one of following circumstances:
- a. The proposal is not sent as specified in Clause 4 Article;
 - b. At the time of the proposal, the shareholder or group of shareholders do not hold 5% or more of the ordinary shares as specified in clause 3 Article 11 of this Charter;
 - c. The proposed issue is not within the jurisdiction of the General Meeting of Shareholders.
 - d. Other cases as specified in this Charter and the law.
6. The person who convenes the General Meeting of Shareholders must accept and include the request specified in clause 4 of this article into the expected meeting agenda, except for the cases specified in clause 5 of this article; the proposal is officially added to the meeting agenda if it is approved by the General Meeting of Shareholders.

Article 18 Conditions for conducting a General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted where the number of attending shareholders represents over 50% of the total of votes.
2. In case the first meeting is not eligible to conduct as specified in clause 1 of this Article, notification of the second meeting must be sent within 30 working days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total of votes.
3. If the second convened General Meeting of is not eligible to conduct as specified in clause 2 of this Article, notification of the third meeting must be sent within 20 days from the intended date of the second meeting. In this case, the third General Meeting of Shareholders shall be conducted regardless of the number of attending shareholders.

4. Only the General Meeting of Shareholders has the right to change the meeting agenda attached to the meeting invitation as specified in clause 3 Article 17 of this Charter.

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

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. For an online meeting, shareholders are considered registered to attend the meeting when successfully logging into the online meeting system. Procedure for registration is as follows:

a. In case of an offline meeting, 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 names of shareholders, full names of authorized representatives and number of votes of such shareholders. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. The voting shall be conducted by voting in favor, against, and abstention. When conducting voting at the meeting, the cards approving of a resolution shall be collected first, then the disapproving cards, and finally there shall be a count of the overall number of votes which approve or disapprove to make a decision.

b. For online meetings, shareholders or their authorized representatives vote through an electronic voting system.

c. The General Meeting of Shareholders elects the persons in charge of counting votes or supervising the counting of votes at the Chairperson's proposal. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

2. Any shareholder or representative authorized by an organization or representative authorized to attend the meeting who comes to the Meeting directly or logs into the online meeting after the opening of the Meeting shall be registered immediately and thereafter has the right to attend and vote at the meeting. The chairperson 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.

3. Election of the Chairperson, secretary and vote checking committee is regulated as follows:

a. The Chairman of the Board of Directors shall act as chairperson or authorize a member of the Board of Directors to chair the meeting convened by the Board of Directors. If the Chairman is absent or is temporarily incapable to work, the Board of Directors shall elect one of them to chair the meeting on the principle of majority. If there is no person elected to act as chairperson, the Head of the Board of Supervision shall arrange for the General Meeting of Shareholders to elect the chairperson of the meeting amongst the persons attending the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting

b. Except for the cases specified in point a clause 3 of this article, the person who signed to convene the General Meeting of Shareholders shall control the meeting to elect the chairman and the person winning the highest number of the votes shall be the chairperson;

c. The chairperson appoints a person or a number of persons to work as secretary.

d. The General Meeting of Shareholders elects one or several persons to the vote counting committee as requested by the chairperson.

4. The agenda and issues of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly define and detail the time for each issue in the agenda of the meeting.

5. The Chairperson is entitled to take necessary and proper measures to lead the meeting in an orderly fashion in accordance with the agenda approved, reflecting the expectations of the majority of attendees.

6. The chairperson of the meeting has the right to postpone the meeting of the General Meeting of Shareholders with the presence of the people registered for attending the meeting not exceeding 03 (three) working days from the opening date of the meeting and may only postpone the meeting or change the in the following cases:

a. There is not enough convenient seating for all of the attendees;

b. Communication media fail to facilitate attending shareholders' discussion and voting;

c. A certain attendee disrupts the order threatening to prevent the meeting from being conducted in a fair and lawful fashion.

7. Where the chairperson postpone or suspends the General Meeting of Shareholders against the provision in

Clause 6 of this article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson in conducting the meeting to finish; and all the resolutions passed at that meeting are enforceable;

8. The convenor of the General Meeting of Shareholders or the chairperson has the following rights:
 - a. Request all the attendees to the General Meeting of Shareholders undergo examination or other lawful and reasonable security measures;
 - b. Request the competent authority to maintain order of the meeting; expel those who do not comply with the Chairman's presiding rights, intentionally disrupt order, prevent the normal progress of the meeting or refuse to comply with the requirements of security checks out of the General Meeting of Shareholders.
9. The Convenor of the General Meeting of Shareholders, after careful considerations, can apply measures which they deem appropriate in order to:
 - a. Arrange seating at the venue of the meeting of the General Meeting of Shareholders;
 - b. Ensure safety for all persons present at the venue of the meeting;
 - c. Facilitate the shareholders to attend (or continue to attend) the meeting. The Convenor of the General Meeting of Shareholders has full power to change the above measures and take all other necessary measures which may include issuance of entry permits or use of other selected forms.
10. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting in favor, against and abstention. The vote counting results are announced by the chairperson right before the closing of the meeting.
11. Shareholders or authorized persons who arrive after the meeting has opened are still registered and have the right to vote right after registration; in this case, the effect of the contents voted earlier will not change.
12. In this Charter, for online meetings or other forms, shareholders or their authorized representatives who successfully log in to the online meeting system are viewed as directly attending.
13. The Board of Directors or the convenor of the General Meeting of Shareholders may hold the Annual and Extraordinary General Meeting of Shareholders via an online meeting in the following cases:
 - a. Occurrence of force majeure events, including but not limited to natural disasters, epidemics, insurrections, riots, terrorism, policies of competent state agencies making it impossible to hold off-line meetings or the majority of shareholders are unable to attend the meeting directly; or
 - b. Objective events that the Board of Directors or the convenor considers it inconvenient and/or inappropriate to hold an off-line meeting.
When holding a General Meeting of Shareholders on line, the Board of Directors or the convenor shall issue specific instructions for shareholders to attend, discuss and vote at the online meeting by electronic or other electronic form as specified in Article 144 The Enterprise law and clause 3 Article 273 Decree No. 155/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of Articles of Securities law. Instructions on organizing an online meeting must be sent to shareholders or published on the Company's website no later than 03 (three) days before the opening of the meeting. The sequence and procedures for online General Meeting of Shareholders are specified in the Internal Regulations on Corporate Governance.

Article 20 Passing Decisions of the General Meeting of Shareholders

1. Resolutions of 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 off line or on line:
 - a. Types of shares and total number of shares of each type;
 - b. Changes of business lines;
 - c. Change of the Company's organizational structure;
 - d. Reorganization or dissolution of the Company;
 - e. Investment projects or disposal of assets valued at 35% or more of the total value of assets of the Company based on the most recent audited financial statement of the period;
2. Resolutions are passed when shareholders own more than 50% of the total votes of all shareholders attending the General Meeting of Shareholders in person or online except cases as specified in clause 1 this article, clause 3, 4 and 6 Article 148 of the Enterprise law

3. Voting to elect members of the Board of Directors and of the Board of Supervision must be implemented by the method of cumulative voting, whereby each shareholder shall have its total number of votes as the total number of shares it owns multiplied by the number of members to be elected to the Board of Directors or the Board of Supervision and shareholders have the right to accumulate all of their votes for one or more candidates. Persons who are elected as members of the Board of Directors or members of the Board of Supervision shall be determined on the basis of the number of votes from the candidate with the highest number to the candidate with the lower number until the sufficient number of members stipulated in **the Company Charter**. In case two (02) or more candidates have the same number of votes for the last member of the Board of Directors or the Board of Supervision, the General Meeting of Shareholders shall conduct re-election among the candidates with the same number of votes or carry out selection in accordance with the criteria of the election regulations or the Company Charter.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the sequence and procedures for convening the meeting and passing such resolutions are conducted in violation of the Enterprise law and the Company Charter.

Article 21: Jurisdiction and formalities for consultation with shareholders in writing to pass Resolutions of the General Meeting of Shareholders

Every issue under the authority of the General Meeting of Shareholders as specified in clause 1 and clause 2 Article 14 of this charter can be approved by consultation in writing. Authority and procedures for consultation with shareholders in writing to pass decisions of the General Meeting of Shareholders are conducted as follows:

1. The Board of Directors take the right to consult shareholders in writing to pass the resolution General Meeting of Shareholders any time they deem that is necessary for the Company' interest;
2. The Board of Directors must prepare written consultation forms, draft resolution of the General Meeting of Shareholders and documents interpreting the draft resolution and sent it to all shareholders with voting rights at least 10 days before the deadline to return the consultation form. The list of shareholders for sending consultation forms is made as specified in point a clause 2 article 17 of this Charter. The requirements and method of sending the consultation form and accompanying documents shall comply with clause 1, clause 2 Article 141 of the Enterprise law and clause 3 article 17 of this Charter. In case of force majeure events, including but not limited to natural disasters, epidemics, terrorism, wars, bans of competent state agencies, etc., causing the sending or/and receiving consultation form cannot be done, shareholders can print the form posted on the Company's website to vote on issues consulting shareholders in writing
3. Consultation forms should include the following principal items:
 - a. Name, head office address and enterprise code number;
 - b. Purpose of written consultation
 - c. Full name, contact address, nationality, number of personal legal papers for individual shareholders; name, business code or legal document number of the organization, head office address for shareholders being an organization, or full name, contact address, nationality, legal papers number of an individual for representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;
 - d. Issues requiring consultation for approval
 - e. The voting plan comprising in favor, against or abstention with respect to each issue for consultation;
 - f. Deadline for filled-out consultation forms to be sent back to the Company;
 - g. Full names, signature of the chairman of the Board of Directors
4. Shareholders may send the filled-out consultation form to the Company by mail, fax, email or other forms as required as follows:
 - a) In case of mailing: The filled-out consultation form must be signed by individual shareholder, authorized representative or legal representative of shareholder being organization. The consultation form sent to the company must be enclosed in a sealed envelope and no one is allowed to open it before counting the votes;
 - b) In case of sending by fax or email or other forms required by the Company: The consultation form sent to the Company must be kept confidential until the time of counting of votes.
 - c) The filled-out consultation are sent to the Company after the deadline specified in the consultation form or opened in the case of mailing or disclosed/published before the time of counting of votes in the case of

faxing, email, other forms are not valid. Consultation forms that are not sent back are considered as abstention.

5. The Board of Directors shall conduct the vote-counting and then take minutes of the vote counting in the presence of the Board of Supervision or a shareholder not holding any managing executive position in the Company. The minutes of vote-counting shall contain the following basic details:
 - a. Name, head office address, number and enterprise code;
 - b. Purposes and issues on which it is necessary to consult in order to pass the resolution;
 - 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 sent, including an appendix of a list of the shareholders having participated in the vote;
 - d. Total votes in favor, against and abstention on each issue;
 - e. The issues passed and the respective percentage of votes passed;
 - f. Full name and signature of the Chairman of the Board of Directors, of the persons who counted and supervised the vote-counting.
 - g. The members of the Board of Directors and the persons who count and supervise the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting, and shall be jointly liable for any loss and damage arising from a decision which is passed due to an untruthful or inaccurate vote counting.
6. The minutes of vote counting and resolutions shall be sent to all shareholders within fifteen (15) days after completion of the vote counting; if the Company has a website, instead of sending, the minutes of vote counting and resolutions may be published on the website within twenty-four (24) hours after completion of the vote count.
7. The filled-out consultation forms, the minutes of vote counting, the resolutions passed and the relevant documents attached with consultation forms must be archived at the head office of the company.
8. Resolutions passed by consultation with shareholders in writing is equal in validity to decisions passed at the General Meeting of Shareholders.
9. Resolutions of the General meeting of Shareholders which are passed via written consultation can be passed by Shareholders holding more than 50% of the total approving votes of the shareholders with voting right

Article 22: Minutes of General Meeting of Shareholders

1. Minutes of the General Meeting of Shareholders must be taken in writing and possibly sound recorded or recorded and stored in other electronic means
2. Minutes must be prepared in Vietnamese and maybe in a foreign language, and must contain the following main details:
 - 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 chairperson 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 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;
 - h. Issues which were passed and corresponding percentage of votes in favour of passing;
 - i. Signatures of the chairperson and of the secretary.

In case the chairperson or secretary refuses to sign the minutes of the meeting, the minutes will take effect if signed by all other members of the Board of Directors attending the meeting and contain all the contents as specified in this clause. The meeting minutes clearly state the chairperson and secretary's refusal to sign the minutes of the meeting.

3. The minutes prepared in Vietnamese and foreign languages shall have equal validity. In case of difference between Vietnamese and foreign language versions, the Vietnamese version shall prevail.
4. Resolution, minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any), and relevant documents attached to the notification of invitation to the meeting must be archived at the head office of the Company and disclosed in accordance with the law on information disclosure on the stock market.
5. The minutes of a meeting of the General Meeting of Shareholders must be completely prepared and passed prior to the end of the meeting. The chairperson and secretary or any other person who put their signatures to the minutes of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

Article 23: Request for the cancellation of the resolutions of the General Meeting of Shareholders

1. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of results of counting the forms of written consultation with shareholders, shareholders or shareholder group as specified in clause 2 Article 115 of the Enterprise law have the right to request a court or an arbitrator to cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- a. The sequence and procedures for convening the meeting of the General Meeting of Shareholders, or consulting with shareholders in writing and issuing the decision of the General Meeting of Shareholders seriously violate The Enterprise law and this Charter, except in the case set out in section 4 article 20 of this Charter;
- b. The content of the resolution is in breach of the law or the Company Charter..

2. In case shareholders or shareholder group request the Court or Arbitration to cancel the resolutions of General Meeting of Shareholders as specified in clause 1 this Article, such resolutions are still valid and enforceable till such annulment of the Court's or Arbitrator's decision are effective, except for the application of provisional emergency measures under the decision of a competent authority.

VII. BOARD OF DIRECTORS

Article 24 Composition and term

1. The number of members of the Board of Directors is at least three (03) people and a maximum of eleven (11) people. The term of members of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace and take over the job.

2. The member structure of the Board of Directors of a public company must ensure that at least one third of the total number of members of the Board of Directors are non-executive members. The Company minimizes the maximum number of members of the Board of Directors concurrently holding executive position of the Company to ensure the independence of the Board of Directors.

3. The total number of independent members of the Board of Directors must ensure the following provisions:

- a. Having at least 01 independent member in case the company has between 03 and 05 members of the Board of Directors;
- b. Having at least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;
- c. There are at least 03 independent members in case the company has from 09 to 11 members of the Board of Directors.

4. Nomination and candidacy for member of the Board of Directors:

In case the candidate for the Board of Directors has been determined, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the website of the Company so that shareholders can learn about these candidates

before voting. The candidate for the Board of Directors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform the duties honestly, cautiously for the best interests of the company if elected as a member of the Board of Directors. Information related to the candidate for the Board of Directors to be disclosed includes:

- a. Full name, date, month and year of birth;
- b. Qualification;
- c. Working history;
- d. Other management titles (including the position of the Board of Directors of other companies);
- e. Interests related to the Company and its related parties;
- f. Other information (if any) as specified in The Company Charter;
- g. The company must undertake disclosure of information about the companies where the candidate is holding the position of member of the Board of Directors, other management positions and interests related to the candidate's company (if any).

5. A shareholder or shareholder group owning at least 10% of overall ordinary shares shall be entitled to nomination to candidacy for the Board of Directors as specified in the Enterprise law and the Company Charter.

6. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as specified in clause 5 Article 115 of the Enterprise law, the incumbent Board of Directors may nominate more candidate or arrange nomination as specified in the Company Charter, Internal Regulations on Corporate Governance and Operation Regulation of the Board of Directors. The nomination of more candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as per law. 7. Member of the Board of Directors is not necessary to be a shareholder of the Company.

7. Members of the Board of Directors must meet the criteria as follows:

a. Members of the Board of Directors must have the following criteria and conditions:

- Not being person as specified in clause 2 article 17 of the Enterprise law;
- Having professional qualifications and experience in business administration or in the Company's industries and business lines and not necessarily being a shareholder of the Company;
- A member of the Board of Directors of the Company can only concurrently be a member of the Board of Directors in a maximum of 05 other companies;
- The Chairman of the Board of Directors cannot concurrently hold the position of General Director of the Company.

b. Independent members of the Board of Directors must have the following criteria and conditions:

- Not being a person who is working for the Company, its parent company or its subsidiary; is not a person who has worked for the Company, its parent company or its subsidiary for at least 03 consecutive years;
- Not being a person who is receiving salary or remuneration from the Company, except for the allowance clauses that members of the Board of Directors are entitled to as prescribed;
- Not being a person whose spouse, biological father, adoptive father, natural mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological brother is a major shareholder of the company; is a manager of the Company or a subsidiary of the Company;
- Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
- Not being a person who used to be a member of the Board of Directors or Supervisory Board of the Company for at least the previous 5 years, except for the case of being appointed for 2 consecutive terms.

8. A member of the Board of Directors no longer holds membership of the Board of Directors in the event of being dismissed, removed or replaced by the General Meeting of Shareholders as specified in article 160 The Enterprise law.

9. Information about election of members of the Board of Directors must be disclosed as specified by law.

10. Members of the Board of Directors are not necessarily shareholders of the company .

Article 25 Rights and obligations of the Board of Directors

1. The Board of Directors is the Company's management authority, having absolute rights to act on behalf of the Company to decide and fulfill the rights and obligations of the company, except for rights and obligations under the authority of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors are stipulated by the Law, the Company's Charter and the General Meeting of Shareholders. Particularly, the Board of Directors has the following rights and obligations:
 - a. To decide on the strategy, medium-term development plan and annual business plan of the Company;
 - b. Proposing types of shares and total number of shares to be offered for sale of each class;
 - c. To decide to sell unsold shares within the number of shares authorized to be offered for sale of each class; decide to raise additional capital in other forms;
 - d. To decide the selling price of shares and bonds of the Company;
 - e. To decide to repurchase shares in accordance with Clause 1 and Clause 2 Article 133 of the Enterprise Law;
 - f. To decide on investment plans and investment projects within its competence and scope specified by law;
 - g. To decide on solutions for market development, marketing and technology;
 - h. Through purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company, except for contracts, the transaction falls under the decision-making authority of GMS as specified at point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Enterprise Law;
 - i. Appointment, dismissal and removal of the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other managers as specified by the Articles of Association of the Company; decide on the salary, remuneration, bonus and other benefits of such managers; appoint an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company and decide on the remuneration and other benefits of that person;
 - j. To supervise and direct the General Director and other managers in running the daily business of the Company;
 - k. To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches and representative offices and to contribute capital and purchase shares of other enterprises;
 - l. To decide on the selection of the form of holding the GMS meeting, approve the submission of the agenda, the documents serving the GMS meeting, convene a GMS meeting or collect opinions for the GMS to pass a resolution;
 - m. To Submit audited annual financial statements to GMS;
 - n. To propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or dealing with losses arising in the course of business;
 - o. To propose the reorganization, dissolution of the company, requesting bankruptcy of the company;
 - p. Decision to issue the Regulation on operation of the BOD, Internal Regulation on Corporate Governance after being approved by GMS; decision to issue the Regulation on information disclosure of the company
 - q. Other rights and obligations in accordance with the provisions of the Enterprise Law, The Securities law, other provisions of the law and the Company charter.
3. The Board of Directors shall report their operation to the General Meeting of Shareholders
4. The company has the right to pay remuneration and bonus to members of the Board of Directors according to their business results and efficiency.
5. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration for work is calculated on the basis of the number of working days required to complete the tasks of the members of the Board of Directors and the rate of remuneration per day. The Board of Directors estimates the remuneration

for each member on the principle of consensus. The total remuneration and bonus to the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting

6. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements and must be reported to the annual General Meeting of Shareholders.

7. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors, or performing other jobs that, in the opinion of the Board of Directors, are beyond the scope of the ordinary duties of a member of the Board of Directors, may be paid extra remuneration as pay package including salary, commission, percentage of profit, or other forms at the discretion of the Board of Directors.

8. Members of the Board of Directors are reimbursed for all travel and accommodation expenses and other fees which they accrue while fulfilling the responsibilities of a member of the Board, including expenses arising from attending meetings of the Board or committees of the Board, or General Meeting of Shareholders.

9. The Company may maintain liability insurance for members of the Board of Directors after obtaining approval of the General Meeting of Shareholders. This insurance does not cover the liability of members of the Board of Directors in connection with violations of the law and the Company Charter.

10. When deeming it necessary, the Board of Directors shall decide to appoint Secretary of the Company. The Company Secretary has the following rights and obligations:

- a. Helping to convene the General Meeting of Shareholders and the Board of Directors; taking meeting minutes;
- b. Helping members of the Board of Directors in exercising their rights and obligations assigned;
- c. Helping the Board of Directors with application and implementation of corporate governance principles;
- d. Helping the Company with building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
- e. Other rights and obligations as specified in this Charter.

11. Members of the Board of Directors have rights and obligations as specified in the Enterprise law, article 277 of the Securities law and relevant laws

Article 26. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, removed among the members of the Board of Directors by General meeting of Shareholders. The Chairman of the Board of Directors cannot concurrently hold the position of General Director of the Company.
2. The Chairman of the Board of Directors has the following rights and obligations:
 - a. Preparing the program and plan of activities of the Board of Directors;
 - b. Preparing agenda, content and documents for the meeting; convene, chair and chair meetings of the Board of Directors;
 - c. Organizing the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - e. Chairing General Meeting of Shareholders;
 - f. Other rights and obligations as specified by the Enterprise law.
3. Where Chairman of the Board of Directors tenders his resignation or is dismissed or removed, the Board of Directors must elect new persons as replacement within ten (10) days from the date of receiving the resignation letter or dismissal or removal.
4. Where the Chairman of the Board of Directors is absent or cannot carry out his/her duties, another member shall be authorized in writing by the Chairman to exercise the rights and fulfill the obligations of the Chairman. Where no person is authorized or the Chairman dies, goes missing or is detained or serves an imprisonment sentence or administrative sanctions at the mandatory drug abuse or correctional

facilities, flees from local residence, has restricted civil act capacity or has difficulties in awareness or behavior control, or he is prohibited from undertaking certain titles, engaging in certain work, then the remaining members shall elect one of them as the Chairman of Board of Directors applying the principle of majority until a new decision is made by the Board of Directors

Article 27 Meetings of the Board of Directors

1. Chairman of the Board of Directors is elected the initial meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board. This meeting shall be convened and chaired by the member who gains the highest number of votes or the highest vote percentage. If more than one (01) member gains the same highest number of votes or the highest vote percentage, such members shall elect one (01) person amongst them to convene the meeting by principle of majority.
2. The Board of Directors must hold at least one meeting every quarter and extraordinary meetings can be held.
3. The Chairman must convene a meeting of the Board of Directors in the following cases:
 - a. Proposed by the Board of Supervision or Independent member of the Board of Directors;
 - b. Proposed by the General Director or at least 05 other managers;
 - c. Proposed by at least 02 members of the Board of Directors;
 - d. Other cases as specified by law (if any).

Proposals as specified in this clause must be made in writing, stating clearly the purposes and issues to be discussed and decided under the authority of the Board of Directors.

4. The Chairman of the Board of Directors must convene meetings of the Board within seven (07) working days from the date of receipt of the proposal as specified in clause 3 this Article. In case no meeting is convened as proposed the Chairman of the Board of Directors is held liable for detriment to the Company; the proposer has the right to replace the Chairman of the Board of Directors convening a meeting of the Board of Directors.
5. The Chairman of the Board of Directors or the convenor shall send the notification of meeting invitation and enclosed documents to the members of the Board of Supervision just like the members of the Board of Directors. Members of the Board of Supervision have the right to attend meetings of the Board of Directors; have the right to discuss but not vote
6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors shall send the notification of invitation to the meeting, at the latest three (03) days prior to the meeting date. The notification of invitation must specify the time and venue of the meeting, agenda, issues to be discussed and decision and enclosed with enclosed documents used at the meeting and the ballots of the members.
7. A notification of meeting invitation may be sent by letter, telephone, fax, electronic means or others, but delivery must be ensured at the contact address of each member of the Board of Directors and supervisors as registered at the Company.
8. A meeting can only take place and pass decisions when there is an attendance of at least three quarters (3/4) of the total members of the Board of Directors present.

In case the minimum number of attending members is not sufficient, the meeting must be reconvened for the second time within seven (07) days from the first tentative meeting. In this case the meeting reconvened shall take place if more than half (1/2) of the members of the Board of Directors attend.

9. The Board members are considered attending the meeting and voting in following circumstances:
 - a. To directly attend and vote in the meeting;
 - b. To authorize another person to participate and vote at the meeting if it is approved by majority of the Board members;
 - c. To attend and vote through the online conference, electronic voting or other electronic forms;
 - d. To send the votes to meeting through mail, fax or email;
 - e. To send the votes by other means
10. Where the votes are delivered to the meeting by mail, the votes must be contained in a sealed envelope and forwarded to the Chairman no later 01 hour before opening of the meeting. The vote is only opened in front of all the attendees as witness.

11. Members must attend all the meetings of the Board of Directors. A member's authorization for others to attend the meeting and vote must be approved by the majority of the members of the Board of Directors.
12. The resolutions and decisions the Board of Directors are passed if agreed by majority of attendees; in case of equal number of votes, the side of the Chairman's opinion shall prevail.
13. Meeting minutes of the Board of Directors. Meetings of the Board of Directors must be recorded in minutes in writing possibly sound recorded or recorded and stores in other electronic means. Minutes must be prepared in Vietnamese and maybe in a foreign language, including the following main details:
 - a. Name, head office address and enterprise code number;
 - b. Time and venue and format of the meeting
 - c. Program, agenda and purpose of the meeting;
 - d. Full names of each attending member or person authorized to attend and the method of meeting; full names of the absentees;
 - e. The issues discussed and voted on at the meeting;
 - f. Summary of member's opinions attending the meeting in the sequence of the meeting;
 - g. Voting results, clearly stating the members agreeing, disagreeing and abstaining;
 - h. The issue that has been passed and the corresponding percentage of votes passed;
 - i. Full names and signatures of the chairperson, the secretary and the person taking the minutes, except the cases specified in clause 14 of this article.
14. In case the chairperson or the minutes-taking person refuses to sign the meeting minutes, but if it is signed by all the other members of the Board of Directors at the meeting sign and include all the contents as specified in points a, b, c, d, e, f, g and h of Clause 13 of this article, this minutes shall take effect. The chairperson, the minutes-taking person and the people signing the minutes must be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the Board of Directors.
15. Minutes of the meeting of the Board of Directors and the documents used in the meeting must be archived at the head office of the Company. Minutes made in Vietnamese and in foreign languages have equal legal validity. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the Vietnamese version shall prevail.
16. The Board of Directors can establish subordinate committees to be responsible for policies on development, personnel, salaries and bonuses, and internal audit, risk management. 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 /non- executive members of the Board of Directors 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
17. Execution of decisions of the Board of Directors or the sub-committees under the Board of Directors is subject to current laws as specified in the Company Charter, and Internal Regulation of Governance.

Article 28 Corporate officers

1. The Board of Directors appoints at least one (01) person to be in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently work as the company secretary as specified in Clause 5, Article 156 of the Enterprise Law
2. The person in charge of corporate governance cannot concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The corporate officers have the following rights and obligations:
 - a. To advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related jobs between the Company and shareholders;
 - b. To prepare the meetings of the Board of Directors, the Board of Supervision and General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervision;
 - c. To advise on the meeting procedures;
 - d. To attend meetings;

- e. To advise on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
- f. To provide financial information, copies of the minutes of the meetings of the Board of Directors and other information for members of the Board of Directors and the Board of Supervision;
- g. To supervise and report to the Board of Directors on the information disclosure activities of the company;
- h. To be the focal contact for parties of related interest
- i. To maintain information security in accordance with the law and the Company Charter;
- j. Other rights and obligations as specified by the law and the Company Charter.

VIII. GENERAL DIRECTOR, OTHER MANAGERS

Article 29 Management organization

The Company must enforce a management system in which the managing executive 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, or decision of the Board of Directors.

Article 30 Company executives

1. Company executives comprise General Director, Vice General Director and Chief accountant.
2. At the General Director's suggestion and upon approval of the Board of Directors, the Company may recruit managing executives with the numbers and 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.
3. Salary, remuneration, benefits and other terms in the employment contract with the General Director shall be decided by the Board of Directors, and employment contracts with other Managers shall be decided by the Board of Directors after consulting the General Director.
4. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements and must be reported to the annual General Meeting of Shareholders.

Article 31 Appointment, dismissal, tasks and authority of the General Director

1. The Board of Directors will appoint a member of the Board or hire another person to be General Director. The General Director is the person who is in charge of the day-to-day running of the Company's business; under the supervision of the Board of Directors; take responsibility before the Board of Directors and the law for the performance of the assigned rights and obligations.
2. The term of the General Director shall be no more than five (05) years and can be reappointed for indefinite terms. The General Director must meet the criteria and conditions required by law and the Company Charter.
3. The General Director has the following authority and responsibilities:
 - a. To decide on the matters related to the Company's day-to-day business not under the authority of the Board of Directors;
 - b. To organize implementation of the resolutions, decisions of the Board of Directors;
 - c. To organize implementation of business plans, and investment plans of the Company;
 - d. To propose the plan for structure, organization, internal regulations on governance of the company;
 - e. To appoint, dismiss, remove managerial titles in the Company, except those under the authority of the Board of Directors;
 - f. To decide on salary and other benefits for employers in the Company, including managing persons under the General Director's appointment;
 - g. Recruitment;
 - h. To propose plans for dividend payment or handle losses in business;

- i. Other rights and obligations as specified by the Company Charter and resolutions, decisions of the Board of Directors.
4. The Board of Directors can dismiss the General Director where majority of the voting members of the Board of Directors vote in favor and appoint new General Director as replacement.

IX. THE BOARD OF SUPERVISION

Article 32. Candidacy for, nomination to the Board of Supervision

1. Candidacy for, nomination as members of the Board of Supervision are conducted as similarly specified in clauses 4 and 5 Article 24 this Charter.
2. In case the number of candidates to the Board of Supervision through nomination or candidacy still does not reach the necessary number of members, the incumbent Board of Supervision can nominate more candidates or organize the nomination as specified in the Company Charter, the internal regulations on corporate governance, and Regulations on operations of the Board of Supervision. Nomination of candidate by the incumbent Board of Supervision must be clearly announced before the members of Board of Supervision are elected by voting by the General Meeting of Shareholders as specified by the laws.

Article 33. Composition of the Board of Supervision

1. The number of members of the Board of Supervision is at least three (03) people and at most five (05) people. The term of the Supervisors shall not exceed five (05) years and may be re-elected for an unlimited term. The Board of Supervision must have more than half of its members residing in Vietnam.
2. Members of the Board of Supervision must meet the following criteria and conditions as required:
 - a. Not belonging to the subject category as specified in clause 2 Article 17 of the Enterprise law;
 - b. Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major suitable to the business activities of the enterprise;
 - c. Not being a family member of a member of the Board of Directors, General Director and other managers;
 - d. Not being a manager of the Company; not necessarily being shareholders or employees of the Company;
 - e. Not a staff member in the accounting and finance department of the Company;
 - f. Not being a member or employee of an independent auditing company that audited the company's financial statements for the previous 3 years.
3. The General Meeting of Shareholders dismisses members of the Board of Supervision in the following cases:
 - a. No longer meeting the criteria and conditions to be a member of the Board of Supervision according to Clause 2 of this Article;
 - b. Tendering the resignation which is approved.
4. General Meeting of Shareholders removes a member of the Board of Supervision in the following cases:
 - a. Failure to complete assigned tasks or work;
 - b. Failure to perform their rights and obligations for 6 consecutive months, except for force majeure cases;
 - c. Repeated violations, serious violations of the member's obligations of The Board of Supervision as specified by the Enterprise law and the Company Charter;
 - d. Other cases according to the resolution of the General Meeting of Shareholders.
5. Members of the Board of Supervision have rights and obligations as specified by the Enterprise law, Securities law and relevant laws.

Article 34. Head of the Board of Supervision

1. The Head of The Board of Supervision is elected by The Board of Supervision from among the members of The Board of Supervision; election, dismissal and removal from office on the principle of majority. The Board of Supervision must have more than half of its members residing in Vietnam. The Head of the Board of Supervision must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the company

2. Rights and obligations of the Head of the Board of Supervision:

- a. To convene a meeting of the Board of Supervision;
- b. To request the Board of Directors, General Director and other managers to provide relevant information to report to the Board of Supervision;
- c. To prepare and sign the report of The Board of Supervision after consulting the Board of Directors to submit to the General Meeting of Shareholders.

Article 35. Rights and obligations the Board of Supervision

The Board of Supervision has rights and obligations as specified in Article 170 of the Enterprise law and rights and obligations as follows:

1. To propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on an approved audit organization to audit the Company's operations, dismiss the approved auditor when it is deemed necessary.
2. To be liable to the shareholders for its supervisory activities;
3. To supervise the financial position of the Company, full compliance with the law in the activities of the members of the Board of Directors, of the Director (General Director), and of other managers;
4. To ensure coordination with the Board of Directors, General Director and shareholders;
5. 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 any other manager, The Board of Supervision must provide written notice thereon to the Board of Directors within forty eight (48) hours and to demand the offender terminate such breach and implement solutions to rectify the consequences;
6. To formulate regulations on operation of the Board of Supervision and submit it to the General Meeting of Shareholders for approval;
7. Report at the General Meeting of Shareholders according to as specified in Article 290 Decree No. 155/2020/ND-CP dated December 31, 2020 by the Government detailing the implementation of certain articles of Securities law;
8. Entitled to access archives of the Company kept at the head office, branches and other locations; to visit the workplace of managers and employees of the Company during working hours;
9. Entitled to request the Board of Directors, members of the Board of Directors, General Director and other managers to provide full, accurate and opportune information and documents on management, administration and management, business activities of the Company;
10. Other rights and obligations as specified in this Charter and the laws.

Article 36. Meetings of the Board of Supervision

1. The Board of Supervision must meet at least two (02) times a year with the attendance of at least two thirds (2/3) of the members. Meeting minutes of the Board of Supervision are clearly taken in detail. The minutes taker and the Board of Supervision members attending the meeting must sign the minutes of the meeting. The Board of Supervision meeting minutes must be kept to identify the responsibilities of each member of the Board of Supervision.
2. The Board of Supervision has the right to request members of the Board of Directors, General Director and representatives of the approved auditing organization to attend and answer questions that need to be clarified.

Article 37. Salary, remuneration, bonus, and other benefits of the Board of Supervision

Salary, remuneration, bonus and other benefits of members of The Board of Supervision are implemented in accordance with the following regulations:

1. Members of The Board of Supervision are paid salary, remuneration, bonus and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salary, remuneration, bonus, other benefits and annual operating budget of The Board of Supervision.
2. Members of the Board of Supervision are reimbursed for meals, accommodation, travel, expenses of

independent consulting service at a reasonable rate. This total remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervision approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The Board of Supervision's salary and operating expenses are included in the Company's business expenses as specified the law on corporate income tax and other relevant laws and must be a separate item in the Company's annual financial statements.

X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR, MEMBERS OF THE BOARD OF SUPERVISION, AND OTHER EXECUTIVES

Article 38. Responsibility of prudence

Members of the Board of Directors, the Board of Supervision, the General Director and other Managers are responsible to execute their tasks, including tasks as members of sub-committees of the Board of Directors, honestly and prudently for the best interests of the Company.

Article 39 Responsibility of honesty and avoidance of conflicts of interests

1. Members of the Board of Directors, **members of the Board of Supervision**, the General Director and other Managers 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.
2. Members of the Board of Directors, members of the Board of Supervision, the General Director and other Managers have obligations to inform in writing the Board of Directors and the Board of Supervision of transactions between the Company, subsidiaries and other companies which the public company holds 50% of the control of charter capital or more for such subjects or their related persons as specified by laws. For the transactions mentioned above approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose such resolutions in accordance with the Securities law on information disclosure
3. Members of the Board of Directors are not entitled to vote in favor of transactions for their own interest or for the person related to them as specified by the Enterprise law and the Company Charter.
4. Members of Board of Directors, members of the Board of Supervision, General Director, other Company Executives and their related persons are not titled to use or disclose the internal information to conduct the relevant transactions.
5. A transaction between the Company and one or more members of the Board of Directors, members of the Board of Supervision, the General Director, other Executives or individuals, organizations related to these subjects shall not be invalid in the following cases:
 - a. For transactions having value of 35% or less than the total asset value recorded in the latest financial statements, the material contents of the contract or transaction as well as relationship and interest of the members of Board of Directors, members of the Board of Supervision the General Director, and other Company Executives that were reported to the Board of Directors and approved by the Board of Directors with majority of votes in favor by the member of Board of Directors who have no relevant benefits;
 - b. For the transactions having value greater than 35% or transactions resulting in transaction value within 12 months from the date of the first transaction having value of 35% or more of the total value of assets recorded in the latest financial statements, the material contents of such transactions as well as relationship and benefits of the member of Board of Directors, members of the Board of Supervision the General Director and other Company Executives are disclosed to the shareholders and approved by votes of the shareholders having no relevant interest.

Article 40. Liability for damage and compensation

1. Members of the Board of Directors, members of the Board of Supervision, the General Director, and other Managers who breach their obligations and responsibilities to be honest and prudent or fail to fulfill their obligations must be liable for any loss and damage caused by their breach.
2. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, lawsuit or legal proceeding, whether the case is civil or administrative (excluding those initiated

by the Company) if such a 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 has performed or is performing duties as authorized by the Company, acting honestly and prudently for the interest of the Company on the basis of compliance with the law and there is no evidence to confirm that such person has breached his or her responsibilities..

3. Expenses for compensation include adjudication, fines, actual payables (including attorney fees) or is deemed reasonable when settling these cases in the scope of laws. The Company may maintain liability insurance for these people to cover the liability for compensation above.

XI. AUTHORITY TO LOOK UP THE COMPANY'S BOOKS AND RECORDS

Article 41. Rights to look up books and records

1. Ordinary shareholders have the right to look up books and records, specifically as follows:

- a. Ordinary shareholders have rights to view, look up and make an extract of information about name and contact address in the list of Shareholders with voting rights and request amendment of incorrect information; view, look up and make an extract or copy of the Charter of the Company, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- b. Shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares have the right to review, look up, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements and reports of The Board of Supervision, contracts, transactions with the consent of the Board of Directors and other documents, except documents related to trade and business secrets of the Company.

2. In the event that authorized person of shareholder and group of shareholders requests to look up the company's books and archives, power of attorney of the concerned shareholder and group of shareholders or a notarized copy of such a letter of authorization must be attached.

4. The Company must archive this Charter and the amendments and supplements, the Business Registration Certificate, regulations, evidence of ownership of assets, resolutions of the General Meetings of Shareholders and the Board of Directors, the minutes of the General Meetings of Shareholders and the Board of Directors meetings, the reports of the Board of Directors and the Board of Supervision, annual financial statements, accounting records and other documents as specified by law at the head office or another place provided that and shareholders and the Registry agency are informed of this archiving location.

5. This Charter must be published on the Company's website.

XII. EMPLOYEES AND UNIONS

Article 42 Employees and unions

1. The General Director must prepare the plan and submit to the Board of Directors for approval of recruitment, employee retirement, salary, social insurance, welfares, award and discipline to the employees and Company Executives.

2. The General Director shall prepare the plan and submit to the Board of Directors for approval of the Company's relation with the trade unions in accordance with criteria, practices and the best management policies, the practices and policies specified in this Charter, the Company's regulations and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 43. Dividend distribution

1. Every year, the General Meeting of Shareholders shall decide on the rate and form of dividend distribution from retained earnings of the Company.

2. The Company will not be subject to interest of any dividends or possible amounts payable related to a type of stock.

3. The Board of Directors can propose that the General Meeting of Shareholders approve the payment of dividends in full or in part by means of shares, and the Board of Directors is to implement this decision

4. 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 the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise law, the Securities law, the Board of Directors can pass a resolution deciding a specific date to finalize 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, in cash or shares, receipt of notices or other documents.

6. Other profit distribution-related issues are implemented as specified by law.

XIV. BANK ACCOUNTS, FUND ESTABLISHMENT, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 44. Bank accounts

1. The Company will open its accounts in Vietnamese banks or a branch of foreign banks licensed to operate in Vietnam.
2. With the approval of the relevant State bodies, where necessary the Company can open an account abroad as regulated by the Law,
3. The Company will make all payments and accounting transactions via the Vietnam dong or foreign currency accounts at the bank where the Company has accounts.

Article 45. Fiscal year

The Company's fiscal year begins on January 1 and ends on December 31 every year.

Article 46. Accounting system

1. The accounting system used by the Company is **corporate Accounting System** or another particular accounting system issued by a competent agency.
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.;
3. The Company shall use Vietnamese dong as **the currency in accounting**. If the Company's economic transactions mainly made in a foreign currency, then it may opt for such foreign currency as the currency in accounting and shall be legally liable for such option and must notify it to the tax office directly monitoring it

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 47. Annual, interim and quarterly financial statements

1. The Company must prepare annual financial statements **which is subject to audit as specified by law. The Company must disclosed audited annual financial as specified by law on information disclosure on stock market and submit to the State competent authority.**
2. The financial statements shall include complete reports, **appendix and notes** as specified by the laws on corporate accounting. The annual financial statements shall give a true and fair view about the Company's operating situation
3. The Company prepares and discloses the reviewed **interim** and quarterly financial statements as specified by the laws on **information disclosure on the stock market and submit it to the State competent authority**

Article 48. Annual report

The Company shall prepare and disclose the Annual Report in accordance with the legal regulations on securities and stock market

XVI. COMPANY AUDITING

Article 49. Auditing

1. The General Meeting of Shareholders shall designate an independent audit firm or pass the list of the independent audit firms and authorize the Board of Directors to **select** one of these for conducting audit of the Company for the next fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The auditor's report is attached with the Company's annual financial statements.
3. The independent auditor involved in audit of the Company's financial statements is entitled to attend the meetings of the General Meeting of Shareholders and receive notifications and other information related to the General Meeting of Shareholders and give opinions at the meeting on the issues related to the **audit of the Company's financial statements**.

XVII. COMPANY STAMP

Article 50. Company Stamp

1. Stamp comprises the stamp made at the stamp engraving facilities or stamp in the digital signature form as specified by the laws on electronic transactions.
2. The Board of Directors shall decide type, quantity, design and contents of the stamp of the Company, branches, and representative offices (if any).
3. The Board of Directors, the General Director shall use, manage and store the stamp in accordance with the applicable laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 51. Dissolution of the Company

1. The Company can dissolve under the following conditions:
 - a. The Company reaches the end of its Operating Term, including any extensions.
 - b. Complying with decision or resolution of the General Meeting of Shareholders;
 - c. The Certificate of Business Registration is revoked, unless otherwise provided by the Regulation on Tax Administration;
 - d. In other cases as regulated by the Law.
2. Any decision to dissolve the Company before the end of its Operating Term (including extended term) must be approved by the General Meeting of Shareholders and implemented by the Board of Directors. This decision must be notified to and approved by (if compulsory) the competent agency in accordance with regulations

Article 52 Extension of Operating Term

1. The Board of Directors will convene a General Meeting of Shareholders' at least 7 months before the termination of its Operating Term so that Shareholders can vote on the extension of the Company's operation proposed by the Board of Directors.
2. The term of operation is extended where the number of shareholders representing 65% or more of the total **votes** of all shareholders **attending** the General Meeting of Shareholders **agree**.

Article 53 Liquidation

1. At least six (06) months before the conclusion of the Company's Operating Term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Council of three (03) members of whom two (02) are assigned by the Shareholders' Meeting and one (01) is assigned by the Board of Directors from one (01) independent audit firm. The Liquidation committee will prepare its own operating regulations. The members of the Council can be selected from the Company's employees or from independent experts. All expenses incurred during the liquidation will be paid by the Company before the Company's other debts.
2. The Liquidation Board has the responsibility to report to the business registration authorities on its day of establishment and the commencement day of operations. From that day, the Council will

represent the Company in all matters relating to the liquidation of the Company before the Court and other administrative authorities.

3. Proceeds from the liquidation shall be disbursed in the following priority order:
 - a. Expenses for liquidation;
 - b. Debts being salaries, severance allowances, social insurance and other interests of employees pursuant to the signed collective labour agreements and labour contracts;
 - c. Tax debts;
 - d. the Company's other debts;
 - e. The balance after payment of the debts set out in (a) to above shall be distributed to shareholders. Priority shall be given to payment of preference shares

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 54 Settlement of internal disputes

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:
 - a. Shareholders and the Company;
 - b. Shareholders and the Board of Directors, Board of Supervision, General Director or other managers.

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 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.

2. If no settlement decision is made within six (06) weeks after the beginning of the settlement process or the settlement decision of the arbitrator is not accepted by the parties, any party can take the case to the competent Court or Arbitrator.
3. Each party will bear its costs arising from the negotiation and reconciliation procedures. Payment of the court fees will be decided by the order of the Court.

XX. SUPPLEMENTING AND AMENDING THE CHARTER

Article 55. Company charter

1. Any supplement to or amendment of this Charter must be approved by the General Meeting of Shareholders
2. Where any regulations of law related to the operation of the Company are not mentioned in this Charter or where new regulations of law are different from the articles of this Charter, such regulations of law shall be applicable to regulate the operation of the Company.

XXI. EFFECTIVE DATE

Article 56. Effective date

1. The charter is comprised of 21 chapters and 56 articles and was passed by the General Meeting of Shareholders of Hoang Anh Gia Lai Joint Stock Company on November 2021 and the effectiveness of the full content of this Charter was fully agreed upon.
2. This Charter is made in 2 copies of equal validity and archived at the Company's head office.
3. This Charter is the unique and official Charter of the Company.
4. Other copies and extracts of the Company's Charter must be signed by the Chairman of the Board of Directors or by at least half (1/2) of the total number of the Members of the Board of Directors to become valid.

Full name and signature of the legal representative

GENERAL DIRECTOR

VO TRUONG SON