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INTRODUCTION

This Charter represents the legal basis that formally governs all operations of Novaland Group, a Joint Stock Company legally incorporated and operating in accordance with the laws. This Charter, the resolutions of the General Meeting of Shareholders (GMS) and the Board of Directors (BOD) if adopted properly shall form the founding principles and regulations for the business operations of the Company.

This Charter is comprised of 65 Articles, divided into 20 Chapters and adopted by Resolution No. xxxx dated [xxxxxxx] of the General Meeting of Shareholders (hereinafter referred to as the "Charter").

CHAPTER I

DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall have the meanings ascribed to them below:
 - a. "**Laws**" mean all legal documents specified in Article 4 of the Law on Promulgation of Legislative and Regulatory Documents No. 80/2015/QH13 adopted by the National Assembly of the Socialist Republic of Vietnam ("**Vietnam**") on June 22, 2015, and amended and supplemented from time to time;
 - b. "**Law on Enterprise**" means the Law on Enterprises No. 60/2005/QH11 adopted by Vietnam's National Assembly on November 26, 2014 and amended and supplemented from time to time;
 - c. "**The Law on Securities**" means the Law on Securities No. 70/2006/QH11 adopted by the Vietnamese National Assembly on June 29 , 2006, and amended and supplemented from time to time;
 - d. "**Labor Code**" means the Labor Code No. 10/2012/QH13 adopted by Vietnam's National Assembly on June 18, 2012, and amended and supplemented from time to time;
 - e. "**Shareholder**" means an individual or organization owning at least one (01) share of the Company;
 - f. "**Founding shareholder**" means a shareholder owning at least one common share and signing under the Company's list of founding shareholders in accordance with the Law on Enterprises;
 - g. "**Major shareholder**" means a shareholder owning, directly or indirectly, five (05) per cent or more of the Company's voting shares;
 - h. "**Charter capital**" means the capital contributed by all shareholders and specified in Article 6 of this Charter;

Charter of Novaland Group

- i. "**Company**" is specified in this Charter as CÔNG TY CỔ PHẦN TẬP ĐOÀN ĐẦU TƯ ĐỊA ỐC NO VA or NO VA LAND INVESTMENT GROUP CORPORATION in English and abbreviated to NOVALAND GROUP CORP;
- j. "**Subsidiary**" means an enterprise in which the Company (i) owns over fifty percent (50%) of the charter capital or the total number of common shares issued, or (ii) has the right to directly or indirectly appoint a majority (more than 1/2) or all of members of the Board of Directors and the Chief Executive Officer, or (iii) reserves the right to decide on amendment and supplement of that enterprise's Charter;
- k. "**Branch**" means an affiliated unit of the Company, which is responsible for performing all or part of the Company's functions, including authorized representation. The business lines of the branch must be consistent with the business lines of the Company;
- l. "**Representative Office**" means an affiliated unit of the Company, whose duty is to act as an authorized representative of the Company's interests and safeguarding such interests;
- m. "**GMS**" means the General Meeting of Shareholders of the Company;
- n. "**BOD**" means the Board of Directors of the Company;
- o. "**Manager**" of the Company means
 - i. the Chairman of the Board of the Directors ("**BOD Chairman**") and Board members;
 - ii. Board of Management ("**BOM**") of the Company is comprised of Chief Executive Officer ("**CEO**") and Deputy Chief Executive Officers ("**Deputy CEO**");
 - iii. Chief Accountant, Director of Finance - Accounting Division (or Chief Financial Officer);
 - iv. Other managers as approved by the BOD from time to time;
- p. "**Executive bodies**" of the Company mean the CEO, Deputy CEOs, Director of Finance - Accounting Division (or Chief Financial Officer), Chief Accountant, Directors/Top Managers of Divisions in the Company's organizational structure from time to time;
- q. "**Stock Exchange**" means the Stock Exchange where stocks, bonds and other securities are officially traded and where the Company's shares are listed;
- r. "**Date of incorporation**" means the day on which the Company is granted with the Business Registration Certificate for the first time;
- s. "**Related persons**" means individuals or organizations defined in Clause 17, Article 4 of the Law on Enterprises and Clause 34 Article 6 of the Law on Securities;
- t. "**Authorized representative**" means a person authorized by a shareholder to exercise his or her shareholder's rights in accordance with the laws;

- u. **"Term of operation"** means the operating duration of the Company as specified in Article 2 of the Charter;
 - v. **"Vietnam"** means the Socialist Republic of Vietnam;
 - w. **"Corporate Governance Regulations"** mean the internal regulations on corporate governance developed by the BOD and submitted to the GMS for adoption to regulate governance issues of the Company in compliance with the laws and the Company's Charter from time to time;
 - x. **"AC"** means the Audit Committee (Internal Audit Committee) under the BOD as stipulated in Point b, Clause 1, Article 134 of the Law on Enterprise;
 - y. **"Officer in charge of corporate governance"** has the meaning ascribed to it as in Article 41 of this Charter;
- 2. In this Charter, references to any provisions or other documents shall include the amendments or superseding documents thereof.
 - 3. The headings (of chapters or articles of the Charter) are inserted for convenience of reference only and do not affect the meaning or content of the Charter;
 - 4. Terms or expressions defined in the Law on Enterprises and the Law on Securities (if not contrary to the subject or context) shall have the same meaning as prescribed herein.

CHAPTER II

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

Article 2. Name, logo, head office, legal representative, branch, representative office and term of operation of the Company

- 1. Name of the Company:
 - Name in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN ĐẦU TƯ ĐỊA ỐC NO VA
 - Name in English: NO VA LAND INVESTMENT GROUP CORPORATION
 - Abbreviated name: NOVALAND GROUP CORP
- 2. Logo of the Company



The Company's logo has been registered for intellectual property rights in accordance with the laws.

3. The Company's name, English name, and abbreviated name shall be used throughout the Company's term of operation, until it ceases its operations.

While the Company, its subsidiaries, associates, branches and representative offices are operating and even when the Company is dissolved or bankrupt, no subsidiaries, associates, branches, or any representative offices of the Company, for whatever reason, are allowed to use the name NOVALAND/NO VA in any other business organization, or personal activities in other contexts, for any purpose without the Company's written consent, through the Company's legal representative.

4. The Company is a joint-stock company with legal status established in accordance with the applicable laws of Vietnam. In the course of operation, the Company must comply with the laws and the provisions of this Charter. The liability of Shareholders to third parties is limited to their proportionate share in the charter capital of the Company. The Company is an independent legal entity, not responsible for any debt or other liability of any Shareholders, unless expressly agreed otherwise.

5. The Company's registered head office is at:

313B-315 Nam Ky Khoi Nghia, Ward 7, District 3, Ho Chi Minh City, Vietnam.

The Company may register a business location or a transaction office in accordance with the laws and disclose on the Company's official website.

6. The Company shall have one (01) legal representative, namely its CEO. The CEO has the right to represent the Company in exercising rights and obligations arising from its transactions, other rights and obligations as provided for by laws and this Charter.
7. The legal representative and the authorized representative must be accountable to the GMS, the BOD and the laws for matters within the scope of their authority under the laws and this Charter.
8. The company may establish branch and representative office in the area of business to carry out the objectives of operation of the Company in accordance with the decision of the BOD and to the extent permitted by law.
9. Unless ceased early in accordance with Clause 2 Article 59 of the Charter, the Company's term of operation starts from the date of incorporation to the date of termination in accordance with the Resolution of the GMS.

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

Article 3. Operating objectives and business lines

1. Operating objectives and business lines of the Company (Vision): To be a leading economic group in Real Estate - Finance - Tourism Destination - Transport Infrastructure.
2. Business philosophy (Mission): Developing Community - Creating Destination - Building Happiness;
3. Core Values of the Company (Corporate culture): Efficiency - Integrity - Professionalism
- a.
4. Business activities of the Company include profitable investments and activities related to the following business lines:

No.	Line of business
1	Consulting, brokerage, and auction of real estate and land use rights Detailed description: Real estate brokerage. Real estate management service. Real estate consulting. Real estate exchange.
2	Computer and administration system consulting Detailed description: Computer and related services (CPC 841-845, 849)
3	Management consultant services Detailed description: Management consultant services (CPC 865, except for financial advisory, accounting and law). Project management consulting services other than construction services
4	Repair of electronic and optical equipment Detailed description: Repair and maintenance of machinery and equipment (excluding repair of ship and boats, aircraft or other other transport equipment) (except mechanical processing, waste recycling, electroplating at the main office)
5	Short-term accommodation services (not provided at the main office)
6	Architectural activities and related technical consultancy Details: Project management Construction supervision and completion of civil construction works. Architectural services. Technical consulting services, including the appraisal of structural, mechanical, and electrical systems for building structures. Synchronous technical consultancy services. Urban planning and landscape architecture services. Other construction services. Formulation of

No.	Line of business
	investment projects. Preparation of overall and breakdown cost estimates. Bidding consultancy. Consultancy on construction cost management.
7	Trading properties, land use rights of homeowners, land users or tenants. Detailed description: Trading of real estate (following Clause 1, Article 10, Law of Real Estate Trading)
8	Demolition Details: Demolition services
9	Completion of construction works Details: Construction of high-rise buildings
10	Other specialized construction activities Details: Other construction works
11	Drainage and waste water treatment Details: Waste water treatment services (not provided at the main office)
12	Treatment and disposal of non-hazardous waste Details: Waste treatment services (not provided at the main office)
13	Installation of industrial machinery and equipment Details: Erection and installation work (CPC 511, 515, 518)
14	Retail sale via stalls and markets of food, beverages and tobacco products Details: Food serving services (CPC 642) and beverage serving services (CPC 643)
15	Specialized design activities Details: Engineering design services for mechanical and electrical installations for buildings (CPC 86723). Engineering design services for the construction of civil engineering works (CPC 86724)
16	Travel agency
17	Tour operator
18	Other reservation service and related activities
19	Motion picture projection
20	Operations of sports facilities (except activities of dance clubs)
21	Other sports activities

No.	Line of business
	(except activities of racing stables, kennels)
22	Activities of amusement parks and theme parks (except for prize-winning electronic games for foreigners and online prize-winning electronic games)
23	Other amusement and recreation activities not elsewhere classified (except for activities of dance clubs; except for prize-winning electronic games for foreigners and online prize-winning electronic games)
24	Steam bath, massage and health improvement services (except sports activities) (not provided at the main office)
25	Washing and cleaning of textile and fur products
26	Hairdressing and shampooing
27	Landscape service activities
28	Sports education and recreation
29	Botanical and zoological gardens and nature reserves activities
30	Retail sale of sporting equipment in specialized stores
31	Retail sale of games and toys in specialized stores (except toys affecting children's personality education and health or social safety and security)
32	Retail sale of clothing, footwear and leather and leatherette articles in specialized stores
33	Restaurants and mobile catering services
34	Event catering services
35	Other accommodation Details: Provision of short-term accommodation, made of cloth, canvas, to tourists in camping grounds or for picnic purpose. (not provided at the main office)
36	Creative, arts and entertainment activities (Commitments to avoid making pyrotechnic effects; avoid using explosives, pyrotechnic products or chemicals as props, tools in performing arts shows, events, movies)
37	Construction of residential properties
38	Construction of non-residential buildings

No.	Line of business
39	Construction of railway works
40	Construction of road works
41	Construction of utility projects for electricity
42	Construction of water supply and drainage works
43	Construction of utility projects for telecommunications
44	Construction of other utility projects
45	Construction of water projects
46	Construction of mining projects
47	Construction of manufacturing facilities
48	Construction of other civil engineering works
49	Site preparation
50	Electrical installations
51	Plumbing, heat and air-conditioning installation (except installation of cooling systems (freezers, cold storage, ice makers, air-conditioners, water chillers) using R22 refrigerant in the field of seafood processing, and except mechanical processing, waste recycling, electroplating at the main office)
52	Other construction installation
53	General cleaning of buildings
54	Industrial cleaning activities and specialized cleaning activities for buildings
55	Technical testing and analysis
56	Collection of non-hazardous waste
57	Wholesale of construction materials and other fixtures (not at the head office)
58	Other uncategorized specialized wholesale
59	Renting of other machinery, equipment and tangible goods without operator

No.	Line of business
60	Manufacture of structural metal products
61	Manufacture of tanks, reservoirs and containers of metal
62	Electric power generation
63	Electric power transmission and distribution
64	Other professional, scientific and technical activities not elsewhere classified (except bill auditing, freight rate information and security consulting)
65	Activities auxiliary to financial service activities n.e.c Details: Investment consultancy activities (except financial and accounting consulting)

Article 4. Scope of business and operation

1. The company is allowed to plan and conduct all business operations according to the Business Registration Certificate and this Charter, in accordance with the provisions of the applicable law and take appropriate measures to achieve the objectives of the Company.
2. The company may conduct business operations in other areas permitted by law and approved by the GMS.

Article 5. Rights and obligations of the Company

1. Rights of the Company:

The Company is entitled to the privileges granted by laws and State authorities related to all fields of production and business engaged by the Company. In the interest of the Company or its business, the Company reserves the right to carry out the following activities:

- a. Manage and use capital contributions from shareholders and other sources to realize the Company's strategy and business goals;
- b. Conduct business in industries and trades not prohibited by Law and expand the scope of business activities according to the Company's capabilities and the market needs;
- c. Set up organizational structure, develop and fine tune the salary policy and aligning the business units with the Company's strategy and objectives;
- d. Establish, restructure, and terminate operations of subsidiaries and develop production and business activities of the Company;

- e. Finance subsidiaries and associates in the form prescribed by the laws to meet the development requirements of the Company's business strategy;
 - f. Establish branches and representative offices of the Company in accordance with the provisions of the laws; open bank accounts for domestic and foreign transactions;
 - g. Split, merge, invest, and engage in joint ventures, partnerships or redeem shares, purchase all or part of the assets of other companies in accordance with the provisions of the laws and the Company's development strategy;
 - h. Search for markets, customers, directly enter into various contracts with domestic and foreign customers;
 - i. Select, recruit and use employees for business operation requirements and in accordance with the laws. Determine salary, income distribution and form of payment for employees in accordance with the laws;
 - j. Invest in securities; financial instruments and other profitable investment activities in accordance with this Charter;
 - k. Select forms of fund raising from domestic and foreign financial sources. The Company reserves the right to issue shares, bonds and other financial instruments in the markets in accordance with the laws;
 - l. Dispose, transfer, replace, rent, lease, collateralize, mortgage, guarantee or contribute capital in the form of land use rights and other property-related rights in accordance with the laws;
 - m. Distribute profits to shareholders after fulfilling their obligations to the State and allocating funds in accordance with the laws and this Charter;
 - n. Reinvest profits in the Company's business;
 - o. Register and exercise intellectual property rights;
 - p. Lodge complaints and denunciations in accordance with the laws on complaints and denunciations.
 - q. Participate in the litigation proceedings in accordance with the laws;
 - r. Other rights as prescribed by law.
2. Obligations of the Company:
- a. Fully and timely perform the obligations on performing and amending business registration, disclosing information on establishment and operation, reporting and other obligations in accordance with the Law on Enterprises and other relevant laws;
 - b. Be accountable to the shareholders for the business performance of the Company; develop development strategies, investment plans, business plans in alignment with the Company's functions and duties as well as the market needs;
 - c. Look for business opportunities in accordance with the Company's strategy, goals and scope of operation;
 - d. Sign and execute contracts with partners;

- e. Fulfill obligations with employees in accordance with the Labor Code;
- f. Comply with legal provisions on natural resources protection, environmental protection, national security, fire protection and other legal provisions related to the Company's business lines;
- g. Comply with regulations and requirements on reporting, accounting, auditing and other matters as prescribed by law and other extraordinary reports as requested by the GMS; be accountable for the accuracy and honesty of these reports and the Company's financial statements;
- h. To organize accounting work, prepare and submit financial statements in an honest, precise and timely manner in accordance with the laws on accounting and reporting;
- i. Disclose annual financial statements to shareholders and other information as prescribed by the laws on information disclosure;
- j. Observe tax obligations and payables to the State budget.

CHAPTER IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is: **VND9,695,407,970,000 (Nine thousand, six hundred and ninety five billion, four hundred and seven million, nine hundred and seventy thousand dong)**;

The total charter capital of the Company is divided into **969,540,797 shares (Nine hundred and sixty nine million, five hundred and forty thousand, seven hundred and ninety seven shares)** with a face value of VND 10,000 (ten thousand dong) per share;

2. The Company may only increase its Charter capital as approved by the GMS and in accordance with the provisions of the laws;
3. The Company may issue the following preference shares upon approval of the GMS and in accordance with provisions of the laws:
 - Dividend preference shares;
 - Redeemable preference shares;
 - Convertible dividend preference shares (with the specific ratio of conversion into common shares being decided by the GMS);
 - Preference shares that combine the above mentioned preference forms and/or other preferential terms and conditions as prescribed in the preference share issuance plan approved by the GMS and in accordance with the laws from time to time;
4. Persons who are entitled to purchase dividend preference shares, redeemable preference shares and other preference shares shall be decided by the GMS;

5. Each share of the same class shall entitle its holder to the same rights, obligations and interests;
6. Common shares cannot be converted into preference shares. Preference shares may be converted into common shares under decisions of the GMS;
7. Name, address and number of common shares of the Founding Shareholders are shown in Appendix 1 attached to this Charter. This Appendix constitutes an integral part of this Charter;
8. Common shareholders must be given priority in subscribing for existing shares offered for sale in proportion to the number of common shares they hold in the Company unless otherwise decided by the GMS. The Company must have public notice on the offering of shares, in which the number of shares to be offered and appropriate subscription duration (minimum of twenty (20) days) must be clearly stated in order for the shareholders to subscribe. Decision on shares which have not been subscribed shall be given by the BOD. The BOD may distribute such shares to the subjects under conditions and manners deemed appropriate by the BOD, but not to sell such shares under more favorable conditions than that offered to the existing shareholders unless the shares are sold through the Stock Exchange by the auction method;
9. The Company may redeem shares issued by the Company itself (including redeemable preference shares) in the manner prescribed in this Charter and applicable laws. Common shares redeemed by the Company are treasury shares and the BOD may offer in ways consistent with the provisions of this Charter and applicable laws;
10. The Company may issue other types of securities as approved by the GMS and in accordance with provisions of the laws.

Article 7. Share certificate

1. Shareholders of the Company are granted with a share certificate corresponding to the number of shares and class of shares owned;
2. Share certificates must have the seal of the Company and signed by the legal representative of the Company in accordance with the provisions of the Law on Enterprises. Share certificates must specify the number and class of shares held by shareholders, the full name of the holder and other information in accordance with the provisions of the Law on Enterprises. Each registered share certificate represents only one class of shares;
3. If there is a mistake in the contents and format of the share certificates issued by the Company, the rights and interests of their holders shall not be affected;
4. Risks arising entailed in the loss, damage, burn or destruction of share certificate shall be handled in accordance with the Company's determined procedures;
5. The Company is entitled to issue shares in accordance with the Law on Enterprises, Law on Securities, stock market's regulation and this Charter ;

6. The recognition of the Company's legal owner to its shares is done in accordance with the Law on Enterprises and Law on Securities.

Article 8. Dividend preference shares

1. A dividend preference share is a share that entitles its holder to receive a dividend at a higher rate than that of common shares or at a stable annual rate. Annually paid dividends shall include fixed dividends and bonus dividends. Fixed dividends may not depend on the business outcome of the Company. Fixed dividend rate and method for determination of bonus dividends shall be written on the certificates of dividend preference shares.
2. Dividend preference shareholders shall have the following rights:
 - a. To receive dividends at the stipulated rates;
 - b. Upon dissolution or bankruptcy of the Company, to receive a part of the remaining assets in proportion to their share holding after the Company has paid in full its creditors and redeemable preference shareholders;
 - c. Other rights as common shareholders, except for the right to vote, the right to attend General Meetings of Shareholders or the right to nominate candidates to the BOD.

Article 9. Redeemable preference shares

1. A redeemable preference share is a share which shall be redeemed by the Company at any time upon demand by its owner or in accordance with the conditions stated in the redeemable preference share certificate;
2. Redeemable preference shareholders shall have other rights as common shareholders, except the right to vote, the right to attend General Meetings of Shareholders or the right to nominate candidates to the BOD.

Article 10. Other securities certificates

Bond certificates or other securities certificates of the Company (except for offer letters, temporary certificates and similar documents), shall be issued with the seal of the Company and signature of the legal representative, except otherwise provided for in terms and conditions of issuance.

Article 11. Shareholder register - Register Book of Shareholders

1. The Company must establish and maintain a shareholder register from the date of issuance of the Business Registration Certificate. The Company's shareholder register may be in the form of paper files, electronic files or both.
2. The shareholder register shall be kept at the head office of the Company or Vietnam Securities Depository. All shareholders shall have the right to check, refer to, extract and copy the content of the Shareholder Register at any time during the working hours of the Company;
3. In the event of any changes to the content of the Shareholder Register related to any shareholder, that shareholder is responsible for notifying the Company about the amendment of the information in the Shareholder Register. The Company shall not

be liable for failure to contact, send, or deliver mail or documents to shareholders due to non-existing, wrong or outdated contact. Failure to contact, send, or deliver mail or documents to that shareholder shall not affect the procedures for convening the GMS, written ballot and resolutions passed by the GMS.

Article 12. Offer for sale and transfer of shares

1. The BOD shall determine the timing and method of and the offering price of the shares within the number of authorized shares. The price at which shares shall be offered shall not be lower than the market price at the time of offering or the most recently recorded value in the books of shares, except in the following cases:
 - a. Initial offering of shares to persons other than Founding Shareholders;
 - b. Shares offered to all Shareholders in proportion to the respective percentage of shares they currently hold in the Company;
 - c. Shares offered to brokers or underwriters. In this case, the specific discount amount or discount rate are subject to approval by the BOD;
 - d. Exceptional cases and discount rates in those cases are at the discretion of the BOD;
2. Additional shares are considered sold when fully paid. The process and procedures for recording additional shares issued shall comply with the Law on Securities.
3. Shares which have not been fully paid for may not be transferred or entitled to related rights such as the right to receive dividends, right to receive shares issued to increase the share capital from equity sources, or pre-emptive rights;
4. All transactions related to share transfer must be in writing and must be signed by the transferor and the transferee. Shares shall be deemed to have been successfully transferred upon full payment and correct and full entry of the particulars on the purchaser stipulated in Clause 2, Article 121 of the Law on Enterprises are recorded in the shareholder register; from such point of time, the purchaser of shares shall become a shareholder of the Company. In the event of transfer through the stock market, the process, procedures and ownership recognition shall comply with the laws on securities;
5. After shares are sold, the Company must issue and deliver share certificates to the purchasers. The Company may sell shares without delivering share certificates. In this case, the particulars about a shareholder stipulated in Clause 2, Article 121 of the Law on Enterprises recorded in the shareholder register shall be sufficient to certify the ownership of shares of such shareholder in the Company;
6. Shares are freely transferable, unless the Charter stipulates restrictions on transfer of shares. If the Charter and/or other documents of the Company approved by the GMS have any restriction provisions on transfer of shares, these regulations are effective only when clearly stated in the Share Certificate of the corresponding shares or in accordance with the laws on securities. The transfer shall be made into a common contract or via a transaction on the securities market;

7. The conditions, methods and procedures for offering shares to the public shall comply with the laws.

Article 13. Issue of bonds

The Company may issue bonds, convertible bonds and other classes of bonds in accordance with the laws.

Article 14. Redemption of shares upon demand by Shareholders

1. A shareholder voting against the restructuring of the Company or against a change to the rights and obligations of shareholders stipulated in this Charter has the right to have the company redeem their shares. Such demand must be made in writing and must be sent to the Company within ten (10) days from the date on which the GMS adopted a resolution on a matters referred to in this Clause;
2. The Company must redeem shares upon request by the shareholder as stipulated in Clause 1 of this Article at market or negotiated price within a period of ninety (90) days from the date of receipt of the request. Where there is disagreement relating to the price, such Shareholder may sell shares to other people or the parties may request valuation by a professional valuation organization. The Company shall recommend at least three (03) professional valuation organizations for the shareholder to select from and such selection shall be the final decision.

Article 15. Redemption of shares pursuant to a resolution of the Company

The Company may redeem no more than thirty percent (30%) of the total number of common shares sold, and part or all of the preference shares sold in accordance with the following provisions:

1. The BOD has the authority to redeem no more than ten percent (10%) of the issued shares of each class of the company within each twelve (12) months. In other cases, redemption of shares shall be decided by the GMS;
2. The BOD must determine the redemption price. The price for redemption of common shares shall not be higher than the market price at the time of redemption, subject to the exception in Clause 3 of this Article. In respect of shares of other classes, unless otherwise agreed between the Company and the relevant shareholders, the price for redemption shall not be lower than the market price;
3. The Company may redeem shares of each shareholder in proportion to the number of shares each holds in the Company. Notification of the decision to repurchase shares must be sent by registered mail to all shareholders within 30 days from the day on which such resolution is passed. Any shareholder that agrees to resell his/her shares shall send the offering by registered mail to the company within thirty (30) days from the notification date. The Company shall only redeem offered shares within the above mentioned time-limit.

Article 16. Conditions for payment and dealing with redeemed shares

1. The Company may only pay Shareholders for redeemed shares in accordance with Articles 14 and 15 of this Charter if, after such redeemed shares are paid for, the Company shall still be able to satisfy in full its debts and other property obligations.
2. All shares redeemed in accordance with Articles 14 and 15 of this Charter shall be considered treasury shares and included in number of authorized shares.
3. Share certificates certifying the ownership of redeemed shares must be destroyed immediately after the corresponding shares are paid for in full. The Chairman of the BOD and the CEO must be jointly responsible for damages caused by non-destruction or delayed destruction of share certificates to the Company;
4. After the redeemed shares are fully paid for, if the total value of assets recorded in the accounting books of the Company is reduced by more than ten per cent (10%), the Company must notify all creditors thereof within fifteen (15) days from the date on which the redeemed shares are fully paid for.

Article 17. Withdrawal of shares

1. Where a shareholder fails to pay in full and on time the committed amount to purchase shares, the BOD shall notify and have the right to request such shareholder to pay the unpaid amount together with interest on such sum, plus costs arising from failure to pay in full to the company.
2. The announcement of payment must specify the new time-limit for payment (at least 07 (seven) days from the date on which the announcement is sent) and place for payment, and state that on failure to make payment as required, then the number of shares which have not yet been fully paid for shall be withdrawn and offered for sale in accordance with the laws;
3. In case the requirements in the above notice are not fulfilled or not fully implemented, the BOD reserves the right to withdraw such shares;
4. Withdrawn shares are considered as authorized shares. The BOD may directly sell or authorize to sell or re-distribute such shares to, or deal with the persons who owned such withdrawn shares or to other entities, on the conditions and in the manner the BOD considers appropriate.
5. During the period when the buyer of shares has not yet paid or fully paid the number of subscribed shares, the buyer of shares has no shareholder status with respect to such shares. Where the share buyer pays all related amounts plus interest at the interest rate decided and applied by the BOD within the prescribed time limit, these buyers must still be recognized as shareholders of the Company;
6. Withdrawal notices shall be sent to holders of shares to be withdrawn in advance.

Article 18. Recovery of payments for redeemed shares or dividends

In case the payment for redeemed shares is contrary to the provisions of Clause 1, Article 16 of the Charter or dividend payment is contrary to the provisions of Article 50 of the Charter, shareholders are obliged to return to the Company the amount of money or other properties received. If a shareholder fails to return the Company, such

shareholder shall be liable for the debts and other property obligations of the Company within the value of the amount or other properties paid to shareholders but not yet recovered. The BOD reserves the right to take appropriate measures to recover the payment for share redemption or dividends in accordance with the laws. All Board members are jointly responsible for the debts and other property obligations of the Company up to the value of the amount or properties paid to shareholders but not yet recovered if the Board violates the provisions of the law and this Charter.

CHAPTER V

ORGANIZATION, GOVERNANCE AND SUPERVISION STRUCTURE

Article 19. ORGANIZATION & OPERATION MODEL AND CORPORATE GOVERNANCE PRINCIPLES

1. Organization and management structure of the Company comprises of:
 - a. The General Meeting of Shareholders;
 - b. The Board of Directors;
 - c. The Audit Committee and other supporting Committees under the BOD;
 - d. The Chief Executive Officer.

Accordingly, the Company ensures that the minimum number of Independent Board members meets requirement by the laws and an Audit Committee is established under the BOD. Independent BOD members shall play the roles of supervising the Company's administration.

2. The Company's corporate governance complies with the provisions of the Law on Enterprise, The Law on Securities, other related legislation and in the following principles:
 - a. Ensure a sound and effective governance structure;
 - b. Ensure the performance of the BOD and enhance their accountability to the Company and shareholders;
 - c. Ensure the rights of shareholders and fair treatment among shareholders;
 - d. Respect and ensure the legitimate rights and interests of relevant stakeholders in corporate governance;
 - e. Ensure timely, complete, accurate and transparent disclosure of information on activities of the Company, ensuring that shareholders have fair access to information.

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 20. Rights of shareholders

1. Shareholders as owners of the Company shall have the rights and obligations corresponding to the number of shares and class of shares that they own. Shareholders are responsible for the debts and other asset obligations of the Company to the extent of the capital already contributed to the Company.
2. People holding common shares have the following rights:
 - a. Attend and speak at the GMS and exercise the voting right in person at the GMS or through an authorized representative or remote voting in absentia or through electronic systems applied by the Company;
 - b. Receive dividends at a rate decided by the GMS;
 - c. Freely transfer their shares to other shareholders and to non-shareholders;
 - d. Be given priority in subscribing for new shares offered for sale in proportion to the number of common shares each shareholder holds;
 - e. Review, look up and extract information related to the shareholders in the list of shareholders with voting rights and request the modification of incorrect information. The method of implementation is stipulated in the Company's Regulations approved by the BOD and does not restrict the access rights of shareholders;
 - f. Review, look up and extract or photocopy the Company Charter, minutes and resolutions of the GMS;
 - g. Upon dissolution or bankruptcy of the Company, be distributed a part of the remaining assets of the Company pro rata to its proportion of share capital contribution in the Company, after the Company has paid to its creditors and other shareholders in accordance with the laws;
 - h. Other rights in line with this Charter and other regulations of the laws;
3. Shareholder or group of shareholders representing at least ten per cent (10%) of the total number of common shares in a continuous period of six (06) months shall have the following rights:
 - a. Nominate a candidate to be elected as a member of the to the BOD in accordance with the provisions in clause 3 Article 35 hereof;
 - b. Review and copy the minutes and resolutions of the BOD, semi-annual and annual financial statements in accordance with the form of Vietnam's accounting system;
 - c. Request the BOD to convene the GMS in accordance with the provisions of the Law on Enterprises and the Charter;
 - d. Other rights as regulated in this Charter.

Article 21. Obligations of shareholders

The shareholders have the following duties:

1. Pay for the subscribed shares in full and in time;

Not to withdraw the capital contributed by common shares from the Company in any form, except where shares are redeemed by the Company or other persons. In case a shareholder withdraws part of or all of the share capital contributed against this Clause, such shareholder and people with related interests in the Company are jointly responsible for the debts and other liabilities of the Company up to the value of withdrawn shares and the damage caused;

2. Comply with the Company's Charter and Regulations;
3. Comply with decisions of the GMS and the BOD;
4. Participate in the GMS and exercise their voting rights, either in person or by proxy. Shareholders may authorize Members of the BOD or other individuals to act as their proxy at the GMS;
5. Be personally responsible if it commits any of the following acts in the name of the company:
 - a. Violates any laws;
 - b. Conducts any business or other transactions for personal benefit or for the benefit of other organizations or individuals without approval by a competent authority of the Company in accordance with its regulations;
 - c. Pays debts that are not due when the company is in financial danger without approval by a competent authority of the Company in accordance with its regulations;
6. Perform other obligations as regulated by the Law on Enterprises and the Company's Charter.

Article 22. General Meeting of Shareholders

1. The GMS is the highest decision-making body in the Company. The Annual General Meeting of Shareholders (AGM) is held once (01 time) a year. The AGM must be held within four (04) months from the end of the fiscal year. At the request of the BOD, the authorized business registration body can extend the AGM, but not exceeding six (06) months from the end of the fiscal year.
2. The BOD shall convene the AGM and shall choose any appropriate venue in the territory of Vietnam in alignment with the Company's business and operation conditions from time to time. The AGM shall decide the issues as prescribed by law and the Charter of the Company, particularly through the annual financial statements and estimates for the next financial year. The independent auditors may be invited to attend the meeting to advise the adoption of the annual financial statements;
3. The BOD must convene the Extraordinary General Meeting (EGM) in the following cases:

- a. The BOD deems it necessary in the interests of the Company;
 - b. Annual balance sheet, semi-annual, quarterly reports or audited annual financial statements reflect that half of the charter capital has been lost since the beginning of the period;
 - c. When the number of members is less than that prescribed by laws or less than half of the members specified in the Charter;
 - d. The Shareholders or group of shareholders prescribed in Clause 3, Article 20 of the Charter require to convene a GMS in writing. The written petition must specify the reason and purpose of the meeting, and must be signed by all relevant shareholders (the petition can be made in several copies to collect signatures of all relevant shareholders);
 - e. Other cases prescribed by laws and the company's Charter.
4. Convene EGM:
- a. The BOD must convene a GMS within thirty (30) days from the date the remaining members of the BOD reaches the threshold stipulated in Point c, Clause 3 of this Article or the request specified in Point d, Clause 3 of this Article;
 - b. In case the BOD does not convene the GMS as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the requesting shareholder or group of shareholders as prescribed in Clause 3, Article 20 of this Charter has the right to convening the GMS instead of the BOD in accordance with the Law on Enterprises.
5. The convener must perform the activities specified at Clause 2, Article 26 of the Company's Charter in organizing the GMS;
6. The expenses for convening and conducting a GMS are borne by the Company and do not include expenses paid by shareholders when attending the GMS.

Article 23. Rights and Responsibilities of the GMS

1. The AGM has the right to discuss and adopt:
 - a. The Company's annual business plan;
 - b. Audited annual financial statements;
 - c. BOD's Report on the management and performance of the BOD and each Director;
 - d. Short term and long term development plans of the Company;
 - e. Amount of dividend payable on each class of share;
 - f. Other matters within its authority;
2. Annual and Extraordinary GMS adopts the following issues:
 - a. Approve the development orientations of the Company;
 - b. Approve the annual financial statements;
 - c. Annual dividend rate for each class of shares in compliance with the Law on Enterprises and with the rights attached to such class of shares. These dividend rates may not be higher than the rate suggested by the BOD after consultation with the shareholders at the GMS;

- d. Number of BOD members;
- e. Selection of audit company;
- f. Elect, dismiss, remove and replace members of the BOD;
- g. Total remuneration of BOD members and reports on remuneration of the BOD;
- h. Amendments and supplements to the Company's Charter;
- i. Classes of shares and number of new shares of each class which may be issued; and transfer of shares by founding members within the first three (03) years from the date of incorporation;
- j. Division, splitting, consolidation, merger or transformation of the Company;
- k. Restructuring or dissolution (liquidation) of the Company and appointment of liquidators;
- l. Inspect and handle breaches committed by the BOD to the detriment of the Company and its shareholders;
- m. Decide to invest or sell assets with a value of thirty-five percent (35%) or more of the total value of assets recorded in the latest financial statements of the Company;
- n. Make decisions on redemption of more than ten per cent (10%) of the total number of shares of each class already sold;
- o. The CEO acting as the Chairman of the BOD;
- p. The Company signs contracts with the persons specified in Clause 1, Article 32 of this Charter with a value equal to or greater than thirty-five percent (35%) of the total value of assets recorded in the latest financial statements of the Company;
- q. Other issues in line with this Charter and other regulations of the Company;

Article 24. Authorized representatives

- 1. Eligible shareholders may attend the GMS in person or grant a power of attorney to a representative (proxy) who attends the GMS on their behalf. Where there is more than one representative appointed, it is necessary to specify number of shares and the number of votes authorized for each representative. The persons authorized to attend the GMS must present the letters of proxy before entering the meeting room. The appointment of an authorized representative must be in writing and notified to the company, which is only valid to the company from the date the company receives the letter. The letter of proxy must contain the following major information:
 - a. Full name, address, Nationality, ID/passport or other lawful identity document number if the shareholder is an individual; Name, business ID number or establishment decision/business registration number, and head office address if the shareholder is an organization;
 - b. Number and types of shares and date of shareholder registration in the company;
 - c. Full name, permanent residence, nationality, ID number, passport number of each authorized representative;
 - d. Number of shares represented under the proxy;

- e. Time limit for representation; and
 - f. Full name, signature of authorized representative and shareholder.
2. If participation is by proxy, letters of proxy shall be in writing in the form as prescribed by the company with adequate signatures:
- a. In case of individual shareholder is the authorizer, the letter of proxy must be signed by (i) that shareholder and (ii) the authorized person to attend the meeting;
 - b. In case of institutional shareholder as authorizer, the letter of proxy must be signed by (i) legal representative of the shareholder and (ii) the authorized person to attend the meeting;
 - c. In other cases, the authorization to attend the meeting complies with the laws on authorization.

In case the shareholder changes his authorized representative compared with the sent letter of proxy as specified under Clause 1 of this Article, the authorized person attending the GMS must submit the corresponding letter of proxy before entering the meeting room.

3. Where the lawyer on behalf of the authorizer to sign a certificate of representative appointment, the representative appointment in this case is only considered valid if the certificate of representative appointment is presented with the written authorization for lawyer or a valid copy of that letter of proxy (if not previously registered with the Company);
4. Unless otherwise specified in Clause 3 of this Article, the vote of the authorized person to attend a meeting in the scope of authorization remains in effect when there is one of the following cases:
- a. The authorizer is dead or his/her capability of civil acts is either lost or restricted;
 - b. The authorizer has canceled such authorization;
 - c. The authorizer has canceled the competence of the authorized person;

This clause may not be applied in case the Company receives a valid notice about one of the above events at least forty eight (48) hours before the opening time of the GMS or before the meeting is reconvened.

Article 25. Change of rights

1. The change or cancellation of the special rights attached to a class of preferred shares becomes effective when the shareholders holding at least sixty per cent (65%) of the common shares attending the meeting have adopted simultaneously voted by the shareholders holding at least sixty per cent (65%) of the voting rights of the said preferred shares.

The organization of meeting of the shareholders holding one class of preferred shares to approve the change of the above rights is valid only when there are at least two (02) Shareholders (or their authorized representative) and holding at least one-third (1/3) the par value of the issued shares of that class. Where there is no sufficient

number of deputies as mentioned above, the meeting shall be held within thirty (30) days later and the shareholders of that class (regardless of the number of people and number of shares) present personally or through authorized representatives are regarded as a sufficient number of delegates required.

At the meeting of the shareholders holding the preferred shares mentioned above, the shareholders of that class present personally or through a representative may request a secret ballot. Each share of the same class have equal voting rights at the meetings mentioned above;

2. The procedures for conducting such separate meetings shall be similar to those provided under Articles 27 and 29 of this Charter;
3. Unless the terms of issue of shares otherwise provided, the special rights attached to the preferred shares to some or all of the issues related to the distribution of profits or assets of the company shall not be changed when the Company issued additional shares of the same class.

Article 26. Convene the GMS, meeting agenda and notice

1. The BOD convenes the GMS, or the GMS is convened under the circumstances prescribed in Clause 4, Article 22 of this Charter;
2. The person who convenes the GMS must carry out the following duties:
 - a. Make a list of shareholders entitled to attend the GMS no earlier than five (05) days before the date of sending invitation letter;
 - b. Prepare the agenda, meeting content and documents in accordance with the laws and regulations of the Company;
 - c. Identify the time and venue to hold the meeting;
 - d. Make announcement on organization of GMS and send notices of meeting to all eligible shareholders;
 - e. Perform other tasks for the meeting.
3. The notice of the GMS meeting shall be sent to all shareholders at the same time published in the media of the Stock Exchange (for companies listed or registered transactions), on the Company's website. The Notice of the GMS shall be sent at least ten (10) days before the GMS, (from the date on which the notice is sent or transferred legally with postage or postmark date). The agenda of the GMS, the documents relating to the issues to be voted at the meeting shall be sent to the shareholders and/or posted on the Company's website. In cases where the documents are not sent attached to the notice of the GMS, the meeting notice must state the website address so that the shareholders can access;
4. The shareholder or group of shareholders stipulated in Clause 3 of Article 20 of this Charter may recommend issues to be included in the agenda of the GMS. Such recommendation must be made in writing and must be sent to the Company at least three (03) working days before the opening date of the GMS. The written

recommendation must include full name of each shareholder, number and class of shares held by such shareholder, and the contents recommended to be included in the meeting agenda;

5. The convener of GMS may reject the recommendations related to Clause of this Article in the following cases:
 - a. Proposals not sent in a timely, full or relevant manner or not in accordance with the provisions of the Charter and laws;
 - b. At the time of the proposal, a shareholder or group of shareholders do not have at least ten per cent (10%) of the common shares in the period of six (06) continuous months as prescribed in Clause 3, Article 20 of this Charter;
 - c. The issue recommended does not fall within the scope of authority of the GMS for discussion and adoption;
 - d. Other cases, provided that there is a written response to the proposals of the shareholder or group of shareholders mentioned in Clause 3, Article 20 of this Charter;
6. The BOD/convener of the GMS must prepare a draft Resolution for each issue in the agenda; list and detailed information of candidates in case of electing Board Member;
7. Any Resolution of the GMS which is passed with 100% of voting shares shall be legitimate and effective even if the procedures for passing such Resolution are not conformable with regulations.

Article 27. Conditions for conducting the GMS

1. The GMS shall be conducted where the number of attending shareholders represents at least 51% of the voting shares;
2. Where the number of attending BOD members is insufficient to meet the quorum within sixty (60) minutes from the time set for the opening of the GMS, the person convening shall cancel the meeting. The GMS must be reconvened within thirty (30) days from the intended date of the first (01) GMS. The reconvened GMS can only take place where the participants, including shareholders and authorized representatives, represent at least thirty three per cent (33%) of total voting shares;
3. If the second (02) convened GMS could not be held due to lack of quorum within sixty (60) minutes from the time set for the opening, the GMS can be reconvened for the third time within twenty (20) days from the intended date of the second (02) meeting. In this case, the third GMS shall be held regardless of the number of attending shareholders or authorized representatives and shall be valid and powered to make decision on all the matters that could have been passed under the first GMS.
4. Only the GMS has the right to amend the agenda which has been sent to shareholders together with the GMS invitation as stipulated in Clause 3, Article 26 of this Charter.

Article 28. Procedures for conducting and voting at the GMS

1. Before the GMS takes place, the Company must carry out procedures for registration of shareholders until the last present shareholder entitled to attend the meeting has registered;
2. When conducting the registration of shareholders, the Company shall issue to each shareholder or authorized representative with the voting right a voting card on which the registration number, full name of the shareholder, the full name of authorized representative and the number of votes of those shareholders. The voting is conducted by secret ballot. The Chair shall announce the results of the voting counts immediately prior to the closing of the meeting. The meeting shall elect the person responsible for counting the votes or supervising the counting of votes at the request of the Chair;
3. The Chairman of the BOD shall be the Chairman of the GMS convened by the BOD. If the BOD Chairman is absent or temporarily unable to work, the remaining members shall elect one of them to preside over the meeting under the majority rule (voted by more than one-half of BOD members). Where none of such persons is able to preside over the GMS, the member of the BOM holding the highest position and present at the GMS shall facilitate the election of the GMS Chair;

In other cases, the person who signs to convene a GMS shall facilitate the election of the GMS Chair and the person with the highest votes shall be appointed as Chair of the meeting;

4. Any shareholder who comes late shall be registered and shall have the right to immediately participate in voting at the GMS. In this case, the effectiveness of any voting which has already been conducted before the late shareholders attended shall not be affected.

A shareholder is considered to have attended and voted at the GMS in the following cases: (i) Attend in person and vote at the meeting; (ii) Authorize another person to attend and cast votes at the meeting; (iii) The shareholder attended and cast votes through online meeting, secure electronic voting in absentia, or using another electronic medium; (iv) Send votes to the meeting by mail or email;

5. The convener of the GMS has the following rights:
 - a. Require all participants to be subject to inspection or other legal and reasonable security measures;
 - b. Request a competent to maintain order during the meeting; to expel from the GMS any person who fails to comply with the right of the Chair to control the meeting, who disrupts order or prevents intentionally normal progress.
6. The agenda and contents of the meeting must be approved by the GMS during the opening session. The meeting agenda must define details and timing for each of the issues to be discussed.

7. The Chairman reserves the right to take necessary and reasonable measures to conduct the meeting in an orderly manner and in line with the approved agenda;
8. The Chair of the GMS may reschedule the GMS even if the quorum is met to a different time and venue decided by the Chair without consulting the GMS if it is found that:
 - a. Participants do not have convenient seats at the venue of the GMS; or
 - b. Communication devices at the current location are not sufficient for attending shareholders to discuss and vote;
 - c. Conduct of participants cause actual or potential the meeting; or there is a participant that disrupts the order and threatens to obstruct the fair and legal progress of the meeting; or
 - d. The delay is necessary for the GMS' work to be conducted properly.

The Chair of the meeting may adjourn the meeting upon the consent or request of the GMS with sufficient required quorum. The maximum time of any adjournment of a meeting shall be three (03) days as from the date of the proposed opening of the GMS. The reconvened GMS shall only review the work which should have been legally carried out at the previous adjourned meeting.

9. In the case where the Chair adjourns or suspends the GMS against Clause 8 of this Article, the GMS shall elect another person from the attendees to replace the Chair in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting may not be affected;
10. The Chair or Security may take the actions which they find necessary in order to conduct the GMS in a proper and orderly manner, or in a way that shall allow the GMS to reflect the wishes of the majority (more than 1/2) of attendees;
11. The convener of a GMS may request shareholders or authorized representatives to attend the GMS to undergo inspection or other legitimate, reasonable security measures. The one convening the GMS, after careful consideration, may refuse or expel any shareholder or authorized representative from the GMS who refuse to comply with rule on checking or the security measures mentioned above;
12. The person convening the GMS, after careful consideration, shall be able to carry out the measures that he or she deems appropriate for the purpose of:
 - a. Arranging seats at the venue of the GMS;
 - b. Ensuring safety for everyone present at the meeting venue;
 - c. Facilitating the shareholders to attend (or keep on attending) the GMS;

The person convening the GMS reserves the right to change the above measures and apply all measures if he or she deems it necessary. The measures applicable may be the issuance of admission or use other forms of option.

13. In case the GMS may apply the measures mentioned above, the person convening the GMS, upon determining the venue of the meeting, may:

- a. Notify the GMS shall be conducted at the place stated in the notice and the Chair of the meeting is there ("Primary Meeting Venue");
- b. Arrange and organize for the shareholders or authorized representatives who cannot attend the GMS under this Article or the persons who wish to participate in a location other than the major location of the meeting can also attend the GMS.

It is not required that the notice on organization of GMS to detail such security measures under this Article.

Article 29. Approval of the Resolution of the GMS

1. The GMS shall adopt resolutions which fall within its power via voting in the meeting or written ballot. The Company may use programs, computer software, or information technology services in voting to support shareholders.
2. Except for the case of approval via written ballot in accordance with Article 30 of the Charter, the GMS resolution on the following content shall be passed if it is approved by at least 65% or 75% of voting shares of attending shareholders:
 - a. Classes of shares and total amount of each class;
 - b. Changes of business lines;
 - c. Change of the Company's organizational structure in accordance with Clause 1 Article 19 of the Company's Charter;
 - d. Project to invest in or sell assets with a value of thirty-five percent (35%) or more of the total value of assets recorded in the latest financial statements of the Company;
 - e. Restructuring or dissolution of the Company;
 - f. Transactions subject to approval of the GMS in accordance with the provisions of Clause 3, Article 32 of this Charter.
3. The Resolutions on other issues of the GMS are passed when approved by a number of shareholders representing at least fifty one percent (51%) of the total votes of all shareholders attending the meeting, except for cases specified in Clause 2 and Clause 4 of this Article.
4. Voting to elect BOD members must be implemented by the method of cumulative voting, whereby each Shareholder shall have as his total number of votes the total number of shares he owns multiplied by the number of members to be elected to the BOD and each Shareholder shall have the right to accumulate all his votes for one or more candidates. Elected BOD members shall be determined by the number of votes they receive in descending order, starting from the candidates that receive the most votes until the required number of elected members is reached. In case there are two (02) or more candidates with the same number of votes, the GMS shall proceed to vote among the candidates with equal votes or make the choice in accordance with the criteria specified in the Election Regulation.

5. Resolutions of the GMS shall be notified to all shareholders who are entitled to attend the GMS within 15 days from the passing date. If the Company has a website, such Resolutions may be posted on the Company's website.

Article 30. Authority and formalities for written ballot with shareholders to pass GMS Resolutions

Unless otherwise provided by law, the GMS may approve all matters within its jurisdiction in consultation with shareholders via written ballot and/or electronic voting services or other electronic forms in accordance with the Vietnam Securities Depository's ("VSD") regulations on the provision of electronic voting services.

The process and procedures for written ballot in the form of using VSD's electronic voting service shall be implemented in accordance with VSD's regulations.

Authority and formalities of written ballot with shareholders directly implemented by the Company shall be in accordance with the following provisions:

1. The BOD is entitled to collect written opinions of shareholders to pass decisions of the GMS at any time when it is deemed necessary for the Company's interest;
2. The BOD must prepare written opinion forms, draft resolution of the GMS and other documents explaining the draft resolution. The written opinion form enclosed to the draft resolution and explanation document must be sent by secured courier to reach the registered address of each shareholder. The Board of Director must submit and publish documents to the shareholders within a reasonable time for consideration and voting and must send at least ten (10) days before the deadline of receiving the questionnaire.
3. The written opinion form must contain the following principal particulars:
 - a. Name and address of the head office, number and date of issuance of the business registration certificate, place of business registration of the Company;
 - b. Purposes of collection of written opinions;
 - c. Full name, permanent address, nationality, national ID number, passport or other lawful identity document if the shareholder is an individual; business name, business ID number or number of establishment decision, and head office address if the shareholder is an organization or name, permanent address, nationality, national ID number, passport or other lawful identity document if the shareholder is the authorized representative for an institutional shareholder; the number of shares of each class and number of shareholder's votes;
 - d. The issues that need voting;
 - e. Voting options include "for", "against" or "abstained" on each consulted issue;
 - f. Deadline for submitting the completed written opinion form to the Company;
 - g. Full name and signature of the BOD Chairman and the Company's legal representative.

4. Shareholders may send completed written opinion form to the Company in the following manner:
 - a. By post: The completed written opinion form must bear the signature of the shareholder if the shareholder is an individual, or signature of the authorized representative or legal representative if the shareholder is an organization. Every written opinion form sent to the Company must be put into sealed envelopes. Envelopes must not be opened before counting;
 - b. By email: Written opinion forms sent by email must be kept confidential until the vote counting time;

Written opinion forms sent to the Company after the deadline written therein, written opinion forms sent by post in envelopes that are opened, written opinion forms sent by email that are revealed are all invalid. If a written opinion form is not submitted, it shall be excluded from voting;

5. The BOD shall organize the vote counting and make a vote counting record, witnessed by shareholders that do not hold managerial positions in the Company. The vote counting record must contain the following information:
 - a. Name and address of the head office, number and date of issuance of the business registration certificate, place of business registration;
 - b. Purposes and issues that need voting;
 - c. The number of shareholders and total number of votes casted. The numbers of valid and invalid votes, method of sending votes, enclosed with the list of voting shareholders;
 - d. Total number of affirmative votes, negative votes, and abstentions on each issue;
 - e. The issues that have been ratified;
 - f. Full name and signature of the Chairman of the Board of Director, the legal representative of the Company and of the supervisor of the vote counting;

BOD members, vote counters and vote counting supervisors are jointly responsible for the truthfulness, accuracy of the vote counting record; jointly responsible for damage caused by the decisions passed because of untruthful, incorrect counts of votes;

6. Record of vote counting must be published on the Company's website within twenty four (24) hours from the date of completion of vote counting;
7. Completed written opinion forms, the vote counting record, passed Resolutions, and relevant documents enclosed with written opinion forms shall be kept at the Company's head office;
8. Resolutions of the GMS are passed in the form of written ballot when approved by a number of shareholders representing at least fifty one percent (51%) of the total voting shares. In particular, the written ballot of the GMS for contracts or transactions under Clause 3, Article 32 of the Charter shall be approved under

supermajority rule when voted for by a number of shareholders representing sixty five percent (65%) of the total votes. Resolutions passed by written ballot of shareholders shall be effective and valid same as any resolution passed at the regular GMS.

Article 31. Minutes of General Meetings of Shareholders

1. All GMS must be fully documented;
2. The minutes shall be completed and approved before the conclusion of the meetings.
3. The Chair and Secretary shall be responsible for the honesty and accuracy of the minutes.

BOD meeting minutes must be published on the Company's website within twenty four (24) hours and sent to all shareholders within fifteen (15) days from the date of the conclusion of such meeting.

Article 32. Contracts and transactions subject to approval by the GMS or BOD members

1. Contracts and transactions between the company and the following entities are subject to approval by the GMS or the BOD:
 - a. Shareholders and authorized representative of shareholders that own more than ten per cent (10%) of common shares of the company and their related persons;
 - b. BOD members, CEO and their related persons;
 - c. The enterprises mentioned in Clause 2 Article 159 of the Law on Enterprises.
2. The BOD approves the contracts and transactions specified in Clause 1 of this Article with a value less than thirty five percent (35%) of the total value of assets recorded in the latest financial statements of the Company. In this case, the person that signs the contract on behalf of the company shall send a notification to BOD members of the entities related to such contract or transaction, and enclose with the notification the draft contract or description of the transaction. Contracts and transactions shall be approved by the BOD within fifteen (15) days since the receipt of notice. Members with related interest have no voting right.
3. Other contracts and transactions except for circumstances stipulated in Clause 2 of this Article shall be approved by the GMS. In this case, the person that signs the contract on behalf of the company shall send a notification to the BOD of the entities related to such contract or transaction, and enclose with the notification the draft contract or description of the transaction. The BOD shall submit the draft contract or description of the transaction to the GMS or carry out a written ballot. In this case, the related shareholders shall not have voting right; contracts and transactions shall be approved when shareholders representing sixty five (65%) percent of the total remaining votes agree.
4. Any contracts, transactions which have been signed or performed without the approval stipulated in Clause 2 and Clause 3 of this article and to the Company's detriment shall be invalid and dealt with in accordance with the laws. The legal representative of the Company in such contracts and transactions, shareholders,

concerned BOD members or the Chief Executive Officer must be liable to compensate for the damage caused and must return to the Company any benefits gained from the performance of such contract and transactions.

Article 33. Appeal GMS decisions

Within ninety (90) days from the day on which the GMS minutes or the vote counting record is received, the shareholder or group of shareholders mentioned in Clause 3 Article 20 of the Law on Enterprises may request a court or arbitration tribunal to consider annulling the Resolution of the GMS in the following cases:

1. Procedures for convening and making decisions at the GMS are not conformable with the Law on Enterprises and the Company's charter, except for the case specified in Clause 7, Article 26 of the Charter;
2. Contents of the Resolution contravenes the law or the Company's charter;

Where the GMS Resolution is annulled by decision of the court or arbitration tribunal, the person convening the GMS can consider reorganizing the GMS within sixty (60) days by the process and procedures stipulated in the Law on Enterprises and this Charter.

Chapter VII

THE BOARD OF DIRECTORS

Article 34. General provision

The BOD is utterly loyal to the interests and values of the Company and the Shareholders; ensuring the sustainable development, monitoring the risks of the Company and implementing resolutions of the GMS. In order to implement effective corporate governance, the BOD needs to perform the following roles:

1. Develop the strategic development orientation of the Company and submit to the GMS for approval, monitor and control the implementation of strategies by the CEO and Company's executives;
2. Supervise the implementation of business plans;
3. Monitor management performance;
4. Ensure transparency in the nomination and election of BOD members;
5. Monitor the compliance and evaluation of the performance of the CEO, and other managers of the Company;
6. Decide the remuneration, salary, bonus and other benefits of the CEO and BOD members in alignment with the Company's long-term interests.

The remuneration, salary, and other benefits of the BOD members, Chief Executive Officer and other managers shall be included in business expenses in accordance with the laws on corporate income tax, and must be presented as a separate item in annual

financial statements of the company and must be reported at Annual General Meeting.

Article 35. Composition and Term of Office of Members of the BOD

1. The number of BOD members is three (03) persons at the minimum and eleven (11) persons at the maximum. The total number of independent members must account for at least one-third (1/3) of the total members of the BOD;
 - a. Members of the BOD can be persons not holding shares of the Company;
 - b. Members and Independent Members of the Company's BOD shall meet the standards prescribed by applicable Laws and provisions in the Company's Corporate Governance Regulations;
 - c. Members of the BOD are not concurrently members of the BOD at more than five (05) other companies.

2. Nomination of candidates to the BOD:

In case the candidates have been identified in advance, information about BOD candidates shall be included in the meeting documents of the GMS and shall be announced at least ten (10) days prior to the opening of the GMS on the Company's website for shareholders' consideration before voting. BOD nominees must have written commitments to the truthfulness, accuracy and reasonableness of the published personal information and must commit to honestly perform the duties if elected as a Member of the BOD. The information related to the BOD candidates shall be published, at least including:

- a. Full name, date of birth;
 - b. Professional qualifications and education;
 - c. Employment history;
 - d. Companies in which the candidates are holding BOD memberships and other managerial positions;
 - e. Report on the evaluation of the candidate's contribution to the Company, in case that candidate is currently a Board Member of the Company;
 - f. Relevant interests in the Company (if any);
 - g. Full name of shareholder or group of shareholders nominating that candidate (if any);
 - i. Other information (if any).
3. The shareholders holding shares with voting rights in a continuous period of at least six (06) months may include the voting rights of each person together to nominate the BOD members. Shareholder or group of shareholders holding five per cent (5%) to less than ten per cent (10%) of the total number of shares with voting rights shall be entitled to nominate one (01) candidate; from ten per cent (10%) to less than thirty per cent (30%) entitled to nominate up to two (02) ; from thirty per cent (30%) to less than forty per cent (40%) entitled to nominate three (03) candidates; from forty per

cent (40%) to fifty per cent (50%) entitled to nominate up to four (04) candidates; from fifty per cent (50%) to less than sixty per cent (60%) entitled to nominate up to five (05) candidates; from sixty per cent (60%) to less than seventy per cent (70%) entitled to nominate up to six (06) candidates; between seventy per cent (70%) and eighty per cent (80%) entitled to nominate up to (07) candidates; and from eighty per cent (80%) to less than ninety per cent (90%) entitled to nominate up to eight (08) candidates;

4. In case the number of BOD members through nomination and self-nomination is not enough for the needed number, the incumbent BOD may nominate additional candidates or organize the nomination by the mechanism provided by the company in the Company's Corporate Governance Regulations. Nomination mechanism or methods applied by the incumbent BOD must be disclosed and approved by the GMS prior to nomination;
5. The process and procedures for electing the BOD comply with the Company's Corporate Governance Regulations;
6. The term of the BOD is five (05) years. The term of the BOD members shall not exceed five (05) years; the BOD members may be re-elected for an unlimited number of terms. If a Member of the Board fails to perform his/her duties for a special reason, the BOD may report the issue at the next GMS for information and replacement.
7. The BOD members shall no longer have the capacity as members in the following cases:
 - a. That member no longer qualifies to be a member of the BOD according to the Law on Enterprises or prohibited by law from being a member of the BOD;
 - b. That member submits the letter of resignation to the head office of the Company;
 - c. That member suffers from mental disorders and other BOD members have medical expert proof of such loss of capacity for civil acts;
 - d. Failure to attend the BOD meetings for six (06) consecutive months and the BOD determines that this person's position is vacant.
 - e. That member is dismissed under the decision of the GMS on the principle prescribed in Clause 6 of this Article;
8. The appointment of the BOD members must be published in accordance with the provisions of the law on securities and the securities market;

Article 36. Powers and Duties of the BOD

1. The BOD is the governing body of the Company, having full authority to make decisions in the name of the Company, to exercise the rights and obligations of the Company which do not fall within the authority of the GMS and/or make decisions on issues assigned by the GMS;

2. The powers and duties of the BOD are stipulated by the laws, the Company's Charter, the Corporate Governance Regulations and the resolutions of the GMS. Specific rights and responsibilities of the BOD include:
 - a. Make decisions on the Company's strategy, medium-term development plans; supervise the implementation of the Company's development plans, short-term and long-term plans, and annual business plans;
 - b. Approve the adjustments and changes to the annual business plan of the Company upon being authorized by the GMS when it is considered that this adjustment is consistent with the strategy and development plan approved by the GMS;
 - c. Supervise the management activities of the CEO and other Managers of the Company to ensure compliance with the decisions made by the GMS/BOD as well as the effectiveness of business operations and organizational development. Supervision by the BOD is performed before, during and after the implementation process of the CEO through the reporting mechanism. The reporting mechanism from the CEO to the BOD is stipulated in the Company's Corporate Governance Regulations;
 - d. Recommend the classes of shares and total number of shares of each class which may be offered;
 - e. Make decisions on offering new shares within the number of shares of each class which may be offered for sale; to make decisions on raising additional funds in other forms;
 - f. Make decisions on the selling price of shares, bond issuance plan, type of bonds, total value of bonds and bond issuance timeline of the Company, including bonds issued to the international market;
 - g. Make decisions on redemption of shares in accordance with the provisions in Clause 1, Article 130 of the Law on Enterprises;
 - h. Decide investment plans and projects of investment within its competence and limits prescribed by law;
 - i. Decide solutions for market development, marketing, and technology;
 - j. Approve contracts of sale, purchase, borrowing, lending and other contracts of the Company, unless the BOD delegates its authority to the CEO (not applicable to contracts valued equal to or greater than 35% of the Company's total asset value as recorded in the latest financial statements) depending on the Company's business activities from time to time. This provision does not apply to the contracts and transactions specified in Point r, Clause 1, Article 23, Point t, Clause 1, Article 23 and Clause 3, Article 32 of the Charter;
 - k. Election, dismissal and removal of the BOD Chairman;
 - l. Appoint, dismiss, decide on contract signing and contract termination; determine the remuneration and other benefits for the CEO, Deputy CEOs, Director of Finance - Accounting Division (or Chief Financial Officer), Chief Accountant; appoint/dismiss

- authorized representatives to join the Board of Members or the GMS in other companies and determine their remuneration and other benefits;
- m. Comment on the CEO's report of the plan (including the adjusted plan) to recruit, appoint and dismiss positions in the Company's Executive bodies under the authority of the CEO;
 - n. Comment on the scope of management, administration and assignment of work among members of the Company's Executive bodies based on reports by the CEO with regard to unplanned issues;
 - o. Decide on the organizational structure, internal rules and regulations of the Company; the establishment, merger, division, consolidation, conversion of type and dissolution of subsidiaries; the establishment and termination of operation of branches and representative offices; capital contribution, purchase of shares, capital contribution of other enterprises or sale of shares, capital contribution at other enterprises;
 - p. Determine the price or organize the pricing of the non-cash assets contributed in the Company related to the issue of shares or bonds by the Company, including but not limited to gold, land use rights, intellectual property rights, technology, technological know-how, and other legitimate assets;
 - q. Approve the agenda, the content of meeting documents for the GMS, convene the GMS or collect opinions for the GMS to adopt the decision;
 - r. Submit annual financial statements to the GMS;
 - s. Recommend the dividend rates to be paid; to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in business operations;
 - t. Propose restructuring, dissolution, petition for bankruptcy of the company;
 - u. Resolve the complaint of the Company about executive team as well as the decision to designate representatives to resolve issues related to the legal procedures concerning such executives;
 - v. Report to the GMS regarding the appointment of CEO by the BOD;
 - w. Other powers and duties as prescribed by applicable laws, this Charter, the Company's Corporate Governance Regulations and the decisions of the GMS.
- 3. The BOD must report to the GMS about its activities, specifically its supervision of other Managers of the Company in the fiscal year;
 - 4. The BOD may authorize the CEO, Deputy CEOs and other executives of the Company to handle work on behalf of the Company;
 - 5. BOD members (excluding the authorized representatives) shall be entitled to obtain the remuneration for their works done as BOD members. The total remuneration for the BOD shall be decided by the GMS. This amount of remuneration shall be

distributed to the BOD members as mutually agreed within the BOD or shared evenly if an unanimous consent cannot be reached.

6. The remuneration of the BOD members shall be included in the Company's business expenses in accordance with the laws on corporate income tax, and must be presented as a separate item in annual financial statements and reported at the Annual General Meeting;
7. BOD members holding executive positions or BOD members working in the subordinated Committee or performing other tasks that are perceived by the BOD as beyond their normal scope of responsibility may be paid additional remuneration in the form of a remuneration package for each time, and salary, commission, share of profits or otherwise are decided by the BOD;
8. BOD members shall be entitled to get paid for all the expenses of traveling, meal, accommodation and other reasonable expenditures incurred during the execution of their duties as BOD members, including all the expenses arising from their attendances to the meetings of the BOD or its committees or the GMS.

Article 37. Chairman of the BOD

1. The BOD shall elect a Member of the BOD to be the Chairman. The BOD Chairman is not allowed to act as the CEO;
2. The BOD Chairman has the specific rights and responsibilities as follows:
 - a. Prepare working plans and programs of the BOD;
 - b. Prepare the agenda, contents and documents for the meeting, convene and chair the BOD meeting;
 - c. Organize the adoption of the BOD's resolutions;
 - d. Supervise the implementation of the BOD's resolutions;
 - e. Preside at the GMS and the meeting of the BOD;
 - f. Assign and delegate authority to members of the BOD; if necessary, assign and delegate authority to members of advisory and supporting Committees of the BOD;
 - g. Direct the implementation of other functions and duties under the authority of the BOD;
 - h. Sign employment contract with the CEO under the authorization of the BOD;
 - i. Other powers and duties as prescribed by applicable laws, the Charter, the Company's Corporate Governance Regulations and other internal rules and regulations of the Company.
3. Where the BOD Chairman 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. In case no one is authorized, other members shall elect one of them as the temporary Chairman of the BOD under the majority rule (more than half);

4. The BOD Chairman shall be responsible for ensuring that the BOD submits the annual financial statements, report on the Company's operations, audit report and inspection report of the BOD to shareholders at the GMS;
5. In case the BOD Chairman resigns or is dismissed, the BOD must elect a replacement within ten (10) days from the date of his/her resignation or dismissal.

Article 38. Meetings of the BOD

1. If the BOD elects the Chairman, the first meeting of the BOD' term of office for electing the Chairman and adopt other decisions under its authority shall be conducted within seven (07) working days counted from the date where the election of the BOD in such term of office ended. Such meeting shall be convened by the member who obtains the highest number of votes. Where there is more than one (01) member with the equal highest number of votes, these members shall elect one of them to convene a meeting of the BOD by majority rule (more than 1/2);
2. The BOD Chairman shall convene the BOD meeting, prepare the agenda, set time and venue at least 03 days prior to the anticipated meeting date. The BOD Chairman may convene a meeting whenever necessary, but at least once (01 time) in every quarter.
3. The BOD Chairman shall convene a BOD meeting in the following cases:
 - a. The meeting is requested by an independent member;
 - b. The meeting is requested by the CEO;
 - c. The meeting is requested by the majority (more than 1/2) of the BOM members in accordance with the laws;
 - d. The meeting is requested by at least two (02) executive members of the BOD;The request must be made in writing, specifying the purposes, issues that need discussing, and decisions within the competence of the BOD.
4. Board meetings specified in Clause 3 of this Article shall be carried out within seven (07) days following the meeting request. Where the BOD Chairman does not accept to convene under the proposal, the Chairman shall be responsible for the damages caused to the Company; the person who suggests the meeting specified in Clause 3 of this Article may themselves convene a BOD meeting;
5. Board meetings are conducted in the Company's registered address or any other address in Vietnam or abroad according to the decision of the BOD Chairman. Notice of the Board meeting shall be made in Vietnamese and fully informed of the program, time and place of the meeting, together with the necessary documents on the matters to be discussed and voted on at the Board meeting and vote for the members of the Board unable to attend the meeting. Invitations may be sent by post, fax, email or other means, however, they shall be ensured to reach the address of each member of the BOD that was registered at the Company;

6. BOD meetings are conducted when at least three-fourths (3/4) of the Board's members attend, either in person or through their proxy (authorized representatives). A BOD member may authorize another person to attend the meeting if approved by a majority (more than 1/2) of BOD members;

In case there are not enough members to attend the meeting as prescribed, the meeting must be reconvened within seven (07) days after the first (01) meeting. The reconvened meeting shall be conducted if there is more than one half (1/2) of the BOD members attending the meeting;

A meeting of the BOD may be conducted earlier than the notified schedule prescribed in Clause 2 of this Article in the following cases:

- a. All members of the BOD can attend in person or via teleconference; or
 - b. Members unable to attend the meeting of the BOD have sent voting documents by mail, email or have sent voting opinions by email for issues which need to be approved by the BOD and all other members can attend the meeting in person or via teleconference.
7. A BOD member is considered to have attended and cast votes at a Board meeting if such member:
- a. The shareholder attended and cast votes directly at the meeting;
 - b. Authorizes another person to attend the meeting as prescribed in Clause 6 of this Article; or
 - c. Send votes by mail or email; send voting opinion by email;
 - d. Attend and cast votes via a teleconference or a similar manner.
8. In the case the BOD meeting is held in the form of an online conference between members of the BOD, all or some members who are in different places attending the meeting can:
- a. Listen to any Board member giving remarks during the meeting;
 - b. Speak with all the other participants simultaneously. Members may involve in discussions directly by telephone or by other means of communication or a combination of these methods. The BOD members participating in such a meeting are considered to be "present" at the meeting. Venue for meetings held according to this provision is the place where the largest number of BOD Members is present or the place where the Chair of the meetings is present.
9. Vote:
- a. Except for the provisions in Point b of this Clause, each BOD Member or an authorized person attending the BOD meeting shall have one (01) vote and the same voting rights. Voting may be casted by the show of hands, using voting cards or sending voting documents;
 - b. Any member of the BOD may not be entitled to vote the issues related to contracts, transactions or proposals in which such member or any person related to such

- member has the interest or such interest is in conflict or may be in conflict with the Company's interest. Any member of the BOD may not be counted in the quorum of the BOD' meeting for discussing the decisions which such member has to right to vote for;
- c. As prescribed at Point d of this Clause, when issues arise in a BOD meeting related to the interests of the Board members or to the voting rights of a member but those problem can not be solved by voluntary waiver of the voting right of the concerned Board members, these issues shall be forwarded to the Chair of the meeting for decision. The award of the Chair regarding these issues is final except where the nature or extent of the interests of concerned Board members has not been disclosed in full;
 - d. The BOD members enjoying benefits from a contract specified at Point e, Clause 3, Article 46 of this Charter are considered to have significant benefits in the contract;
 - e. The BOD members my send their votes to the meeting by mail or email. Votes sent to the meeting by mail must be contained in sealed envelopes and given to the BOD Chairman at least one (01) hour before the opening time. Votes shall be opened in front of all participants in the meeting.
- 10. Any BOD member, enjoying directly or indirectly any benefit from any contract or transaction signed or to be signed with the Company and being aware of his/her benefit in such contract or transaction, shall disclose the nature, and content of such benefit in the meeting where the BOD shall consider for the first time the signing of such contract or transaction. Where a BOD member is not aware that he himself and the related person has interests at the time the contract or transaction is signed with the Company, that member must disclose relevant interests in the first meeting of the Board held after it became know to this member that he has interests or shall have interests in the involved transaction or contract;
 - 11. The BOD shall adopt decisions and issue resolutions based on the approval by the majority (more than half) of the BOD members present. The BOD Chairman can cast a deciding vote in the case of a tie.
 - 12. Decisions passed during a teleconference that is convened and conducted in an eligible way shall be effective right after ending the meeting but they must be confirmed in the minutes of the meeting signed by all BOD members present at such meeting;
 - 13. The Resolution in the form of written ballot must be passed on the basis of the approval of a majority (more than 1/2) of the BOD members with voting rights. This Resolution is effective and valid as resolutions passed by the BOD members at a meeting convened and held in accordance with the Company's Charter and Corporate Governance Regulations.
 - 14. Officer in charge of corporate governance shall transfer the minutes of the Board meeting to the members and the minutes is the true evidence of work that has been carried out in the meetings except there are objections to the content of the minutes

within ten (10) days after sending the minutes. The minutes of the Board meetings shall be made in Vietnamese language and must be signed by all BOD members attending the meeting or the minutes shall be made in multiple copies and each of them must be signed by at least one (01) Board member participating in the meeting.

Article 39. Committees of the BOD

1. The BOD may establish Committees to take charge of development policies, human resources, remuneration and internal audit, to provide support for activities of the BOD in specific areas of operation when exercising the powers and performing the duties of the BOD;
2. The BOD may establish other special Committees upon approval of the GMS or as authorized by the GMS;
3. The number of members of the Committees is decided by the BOD, but there must be at least three (03) people including BOD members and external members. Independent BOD members shall hold the positions of Head of Audit Committee and Head of Human Resources and Remuneration Committee;
4. It is possible to add non-BOD members to the aforementioned Committees provided that the number of non-BOD members is not greater than half of the total number of members in each Committee;
5. Standards applicable to the Head and members of Committees are stipulated in the Company's Corporate Governance Regulations;
6. The BOD shall specify the regulations on establishment, powers and duties, activities and reporting of the aforementioned Committees;
7. Activities of the Committees must comply with the provisions of applicable laws, the Charter and the Company's Corporate Governance Regulations. Resolutions of the Committees are effective only when the majority (more than half) of members attend and vote at the meetings of the Committees.

Article 40. Audit Committee

1. The Audit Committee is directly under the BOD. The Audit Committee shall include at least three (03) members appointed by the BOD. Standards applicable to the Head and members of the Audit Committee are stipulated in the Company's Corporate Governance Regulations;
2. The Audit Committee shall exercise its powers and perform its duties to assist the BOD in:
 - a. If there is a request from individual shareholders or a group of shareholders provided for in Clause 3, Article 20 of this Charter, the Audit Committee shall perform the inspection within seven (07) working days from the date of receipt thereof. Within a period of fifteen (15) working days from the date of completion of the inspection, the Audit Committee must submit a report on the inspected issues to the BOD and the requesting shareholder or the group of shareholders. The Audit Committee's

inspections stipulated in this clause must not disrupt the normal activities of the BOD and shall not interrupt the business administration of the Company;

- b. Develop a mechanism to receive feedback and complaints from employees in the Company regarding misconducts and omissions in business management, administration, risk management and internal control. It is necessary to ensure the confidentiality and protection of legal rights and interests of the complainants as well as to prescribe independent investigation and subsequent handling steps;
 - c. Upon detecting violation of administration and management duties by Members of the BOD, BOM and other Executives of the Company as stipulated in Article 160 of the Law on Enterprises, Article 45 and Article 46 of this Charter, there must be written documents requesting offenders to immediately stop the offending acts;
 - d. Monitor the integrity of the Company's financial statements by supervising the controls related to application of accounting policies, preparation, presentation and audit of the financial statements;
 - e. Resolve any disagreements between the BOM and the independent auditor on the financial statements;
 - f. Monitor the compliance with applicable laws and the Company's regulations;
 - g. Monitor the professional competence and independence of the independent auditor;
 - h. Monitor the activities of the Company's independent auditor and the functions of the internal audit department;
 - i. Monitor the system of control regulations and procedures for disclosure of information, internal control procedures for preparation of financial statements and compliance with ethical standards set forth by the Company.
3. The BOD shall stipulate the powers and duties including reporting duties of the Audit Committee in the Company's Corporate Governance Regulations;
 4. The CEO and other executives of the Company must provide all information and documents related to the Company's operations at the request of the Audit Committee.

Article 41. Officer in charge of corporate governance and Corporate Secretary

1. To effectively support the Company's corporate governance activities, the BOD shall appoint at least one (01) person performing the duties of the Officer in charge of corporate governance. The Officer in charge of corporate governance can concurrently hold the position of Corporate Secretary with the term of office and duties decided by the BOD;
2. The BOD may dismiss the Officer in charge of corporate governance and the Corporate Secretary when necessary provided that the dismissal is not contrary to the applicable regulations on labor;
3. The BOD may also appoint one (01) or more Officer(s) in charge of corporate governance and Corporate Secretary(s) from time to time;

4. The Officer in charge of corporate governance and the Corporate Secretary must be knowledgeable of laws. The Officer in charge of corporate governance and the Corporate Secretary must not concurrently work for the Auditing Company which is auditing the Company's financial statements;
5. The roles and duties of the Officer in charge of corporate governance and the Corporate Secretary include:
 - a. Prepare for meetings of the GMS and the BOD at the request of the BOD;
 - b. Consult on procedures of the GMS meetings based on regulations and related works between the Company and the shareholders;
 - c. Take part in the meetings;
 - d. Advise procedures for developing Resolutions of the BOD in accordance with the laws;
 - e. Provide financial information, copies of the BOD's Minutes of Meeting and other information to the BOD;
 - f. Assist the BOD Members in exercising their powers and performing their duties;
 - g. Assist the BOD in applying and implementing the company's administration principles;
 - h. Supervise and report to the BOD on information disclosure activities of the Company;
 - i. Perform other rights and responsibilities as prescribed by laws and the Company's Charter;
 - j. The Company's Officer in charge of corporate governance and Corporate Secretary shall be responsible for keeping information confidential in accordance with the laws and the Company's Charter.

CHAPTER VIII

CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES OF THE COMPANY

Article 42. General provision

The CEO is responsible to the BOD and the GMS in administering the Company to ensure that the Company operates in compliance with applicable laws, operates effectively for the benefits of the Company, its shareholders and other stakeholders according to the business strategy and plan approved by the BOD and the GMS. Accordingly, the CEO shall perform the following roles: formulating and making strategic direction recommendations; formulating and making recommendations on business plans and budgets; developing human resources as well as performing effective and compliant corporate administration and management; conducting business activities to achieve the Company's business strategy and plan.

Article 43. Executive Bodies of the Company

1. The BOD shall approve the composition, number and standards applicable to the Executive bodies of the Company. The CEO has the power to appoint, remove or dismiss members of the Executive bodies, except those positions under the authority of the BOD. The CEO shall report to the BOD about the plan (including adjustments to the plan if any) to recruit, appoint and dismiss positions in the Company's Executive bodies under the authority of the CEO; Reporting mechanism and standards applicable to the Company's Executive bodies are stipulated in the Company's Corporate Governance Regulations;
2. The remuneration, salary, and other benefits of the CEO, Deputy CEOs, Director of Finance - Accounting Division (or Chief Financial Officer), and Chief Accountant shall be included in business expenses in accordance with the laws on corporate income tax, and must be presented as a separate item in annual financial statements of the Company and reported at the Annual General Meeting.

Article 44. Appointment, Dismissal and Powers of the CEO

1. The BOD shall appoint a BOD Member or another person to be the CEO;
2. The BOD shall appoint, dismiss, decide the signing of contract, stipulate the salary, remuneration, benefits and other provisions related to the recruitment of CEO;
3. Standards applicable to members of the BOM shall comply with the provisions in Article 65 of the Law on Enterprises and the Company's Corporate Governance Regulations;
4. The BOD shall decide the assignment, the scope of work, duties and powers of the CEO from time to time;
5. Term of office of the CEO shall be three (03) years, unless otherwise determined by the BOD. The CEO may be re-appointed. The CEO's term of office can become invalid based on the provisions of the labor contract signed. The CEO cannot be an individual banned from holding this position by applicable laws;
6. The CEO has the following powers and duties:
 - a. Implement the Resolutions of the BOD and the GMS, implement the business and investment plan of the Company approved by the BOD and the GMS;
 - b. Decide all matters, including the signing of financial and commercial contracts on behalf of the Company, the organization and administration of the Company's daily business and production activities in accordance with the specific authorization by the BOD, except for matters under the authority of the GMS and the BOD as prescribed in the Company's Charter;
 - c. Propose organizational structure, internal rules and regulations of the Company for the BOD's approval;

- d. Appoint, dismiss, remove and decide on salary and benefits for Executive bodies positions and other positions in the Company, except those positions under the authority of the BOD;
 - e. Decide on salaries, bonuses and other benefits for employees of the Company and those positions under the appointment authority of the CEO;
 - f. Recruit employees;
 - g. Make recommendations on dividend payment option and dealing with loss in business;
 - h. Propose to the BOD regarding the number and composition of the Executive bodies that the Company needs to recruit under the appointment and dismissal authority of the BOD when necessary to meet the operational needs of the Company; at the same time advise the BOD to determine the salaries, remuneration, benefits and other important terms of the labor contracts signed with these Executives;
 - i. Consult with the BOD to determine the labor structure as well as the salary and welfare policies for employees of the Company, except those positions under the appointment and dismissal authority of the BOD;
 - j. Within thirty (30) days before the end of the fiscal year, the CEO must submit to the BOD for approval of the detailed business plan of the Company for the next fiscal year, taking into account budget requirements and the five (05) year financial plan, unless otherwise regulated by the BOD;
 - k. Implement the annual business plan approved by the GMS and the BOD;
 - l. Recommend measures to enhance the operations and management of the Company;
 - m. Prepare the quarterly, Annual and long-term estimates of the Company (hereinafter referred to as estimate) for quarterly, Annual and long-term management activities of the Company under the business plan. The annual estimate (including balance sheet, income statement and tentative cash flow statement) for each fiscal year must be submitted to the Board for approval and must include the information specified in the regulations of the Company;
 - n. Perform all other activities as specified in this Charter, Corporate Governance Regulations and other regulations of the Company, the BOD resolutions, the labor contract signed with the CEO and in accordance with the laws.
7. The CEO is accountable to the BOD and the GMS for the performance of his/her rights and obligations and is obliged to report to these bodies upon request;
8. The BOD may remove or dismiss the CEO with the approval from the majority (more than half) of the BOD members with voting rights attending the meeting and appoint a new CEO. In case a BOD Member is concurrently the CEO, that Member is not allowed to vote.

CHAPTER IX

**DUTIES AND LIABILITIES OF MEMBERS OF THE BOARD OF DIRECTORS,
CHIEF EXECUTIVE OFFICER AND EXECUTIVE BODIES OF THE
COMPANY**

Article 45. The Duty of Care

BOD members, Chief Executive Officer and other executives are responsible for discharging their duties, including duties of the BOD Committees, with prudence, integrity and in the best interest of the Company which a reasonable person in the similar circumstances would use.

Article 46. The Duty of Honesty and Avoid Conflicts of Interest

1. Members of the BOD, the CEO, other Managers, other Executives of the Company and their related persons are not allowed to use business opportunities that may benefit the Company for personal purpose; not allowed to use non-published information of the Company or disclose to others for execution of related transactions; and not allowed to use information obtained by holding their positions to seek personal benefits or for the benefits of other organizations or individuals;
2. Members of the BOD, the CEO, Members of the Audit Committee and other Managers of the Company must disclose related benefits in accordance with the Company's Charter and the provisions of applicable laws when having transactions with the Company, including:
 - a. Notify the BOD of any potential conflict of interest with the Company which they may be entitled to via other economic entities, transactions or individuals;
 - b. Notify the BOD of any transactions between the Company, its Subsidiaries and other enterprises which the Company controls over fifty percent (50%) of the charter capital and that member or his/her related persons in accordance with applicable laws;
 - c. Notify the BOD of the name, business ID number, head office address, business lines of every enterprise in which they have stakes or shares; the proportion and time of obtaining such stakes or shares;
 - d. Notify the BOD of the name, business ID number, head office address, business lines of every enterprise transacting with with Company in which their related person(s) jointly or individually hold stakes or shares equivalent to over 10% of the charter capital;
 - e. Members of the BOD, the CEO, other Managers and Executives are responsible to report to the BOD in the following cases:
 - (i) Transactions between the Company and the companies in which the aforementioned members are founding members, members of the BOD or CEOs within the last three (03) years prior to the date of transactions;

- (ii) Transactions between the Company and the companies in which related persons of the aforementioned members are members of the BOD, CEOs or major shareholders.

Provisions of Point e do not apply to companies controlled by the Company.

- 3. Regarding transactions with shareholders, Managers and their related persons, the Company must comply with the following provisions:
 - a. The Company may not provide loans or guarantees to individual shareholders and their related persons who are individuals;
 - b. The Company may not provide loans or guarantees to institutional shareholders and their related persons who are individuals, unless the shareholder is a subsidiary without State-owned shares or capital contribution and the shareholder has made capital contribution or purchased shares of the Company prior to July 01, 2015 as prescribed in Clause 6, Article 16 of the Decree no. 96/2015/ND-CP dated October 19, 2015 of the Government detailing a number of articles of the Law on Enterprises;
 - c. The Company may not provide loans or guarantees to related persons of institutional shareholders, except in the following cases:
 - (i) The Company and those organizations which are related persons of shareholders are companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups. These transactions must be approved by the GMS if their value are greater than or equal to thirty-five percent (35%) of the Company's total asset value as recorded in its latest financial statements; or must be approved by the BOD if their value are less than thirty-five percent (35%) of the Company's total asset value as recorded in its latest financial statements;
 - (ii) Other cases prescribed by applicable laws.
 - d. Transactions where the Company provides loans or guarantees to Members of the BOD, the CEO, other Managers and their related individuals and organizations must be approved by the GMS, except for the cases mentioned at point c (i) above;
 - e. For transactions between the Company and one of the followings: (i) Members of the BOD, the CEO, other Managers and their related persons; (ii) Shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the Company's common shares and their related persons; (iii) Enterprises related to those specified in Clause 2, Article 159 of the Law on Enterprises, based on the total value of each transaction, they must be approved as follows:
 - (i) The GMS shall approve the transactions valued at thirty-five percent (35%) or more of the Company's total asset value as recorded in its financial statements;
 - (ii) The BOD shall approve the transactions valued less than thirty-five percent (35%) of the Company's total asset value as recorded in its financial statements;

Article 47. Liabilities for Damage and Compensation

1. Members of the BOD, the CEO, other Managers and Executives of the Company must be personally liable for damages caused by their misconducts due to violations of the duties of care and honesty;
2. Company compensation for those who have, are or may become a party involved in the complaints, lawsuits and prosecution (including civil and administrative cases, and not the lawsuits initiated by the Company as the petitioner) if that person was or is a member of the BOD, executives, employees, or representatives authorized by the Company or that person has or is implementing at the request of the Company as BOD members, executives, employees, or authorized representative of the Company provided that he or she has acted honestly, prudently and diligently in the best interest of or without jeopardizing the best interests of the Company, on the basis of compliance with the laws and there is no evidence to confirm that that person has violated his duties;

When performing the tasks or executing the work as authorized by the Company, the BOD members, other managers and executives, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a concerned party in complaints, lawsuits and prosecution (except for the lawsuits where the Company is the plaintiff) in the following cases:

- a. Have acted honestly, prudently and diligently in the best interest of or without jeopardizing the best interests of the Company;
- b. Comply with the laws and there is no evidence to confirm that that person has violated his duties.
3. The compensation expense include accrued expenses (including attorneys fees), judgment expense, fines, amounts payable arising actually or is considered to be reasonable when dealing with these cases within the framework of the laws. The company can buy insurance for these people to avoid the compensation liabilities mentioned above.

CHAPTER X

RIGHTS TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 48. Right to inspect books and records

1. The shareholder or group of shareholders referred to in Clause 3, Article 20 of this Charter may directly or through lawyer or an authorized person, send a written request for inspection of the minutes of the GMS and make a copy or extract of such documents during working hours and at the main business location of the Company. Inspection request by the lawyer or other authorized representative of the shareholders must be accompanied by the shareholder's letter of attorney or a certified copy of this authorization;

The BOD members, CEO, other Managers and Executives have the right to check the shareholder register of the Company, the list of shareholders and other books and records of the Company for purposes relevant to his/her mandate provided that this information is kept confidential.

The manner of implementation is specified in the Company's Regulations approved by the BOD and without restriction to the access right of shareholders;

2. The Company shall archive this Charter and the amendments thereof, the Business Registration Certificate, regulations, evidence of ownership of assets, minutes of the GMS and BOD meetings, the annual financial statements, accounting records and any other documents as prescribed by laws at the head office or another place and inform the state competent authorities of these archiving locations to facilitate their access to information.

CHAPTER XI

EMPLOYEES AND TRADE UNIONS

Article 49. Employees and trade unions

The CEO must prepare the plan for approval by the BOD on issues related to:

1. The number and structure of labor; salary, welfare and insurance policies as prescribed by laws; reward and discipline policies applicable to employees;
2. The Company's relationship with legally established trade unions to develop and implement the best management policy in accordance with this Charter, the Company's regulations and applicable laws.

Chapter XII

PROFIT DISTRIBUTION

Article 50. Profit distribution

1. The GMS shall decide the dividend payment rate and the form of annual dividend payment from retained earnings of the Company based on and within the dividend rate proposed by the BOD;
2. The BOD may decide to advance interim dividends if they deems such payment matches with the profitability of the Company;
3. The Company does not pay interest on the payment of dividends or the amounts paid related to one (01) class of stocks;
4. Dividends paid to common shares shall be determined on the basis of the net profit performed and payment for dividends shall be sourced from profits retained by the Company and other lawful sources. A joint stock company may only pay dividends on ordinary shares when all of the conditions below are satisfied:

- a. The Company has fulfilled tax liability and other financial obligations as prescribed by law;
 - b. The Company's funds have been fully allocated and enough to offset against previous losses as prescribed by the laws and the Company's Charter;
 - c. Right after the dividend is fully paid, the company is still able to pay due debts and other liabilities.
5. Dividends paid to preference shares shall be in accordance with the conditions applied separately to each type of preference shares;
 6. Dividends may be paid in cash, by shares of the Company or by other assets proposed by the BOD and approved in the resolution of the GMS. Where payment is made in cash, it must be made in Vietnam dong, possibly by check or money order sent by post to the registered addresses of shareholders.

Dividends may be paid by bank transfer where the Company has sufficient bank details of a Shareholder to directly transfer to such Shareholder's bank account. The Company is not responsible for losses arising from such transfer in the event that the transfer has been made according to the bank details provided by shareholders. The payment of dividends on the shares listed in the Stock Exchanges can be carried out through a securities company or the Vietnam Securities Depository (VSD).

7. With the consent of the GMS, the BOD may decide and announce that common shareholders shall receive ordinary stock dividends instead of cash dividends. The additional shares to pay dividends are recorded as shares already purchased and paid based given the fact that the value of share dividends is equal to the cash dividend payment.
8. Pursuant to the Law on Enterprises and the Law on Securities, the BOD may pass the Resolution prescribing a specific date to be the end date of the fiscal year of the Company. Based on that date, those who register as a shareholders or owners of securities are entitled to receive dividends, interests, profit distribution, stocks, notice or other documents. This does not affect the rights of two (02) parties in the transaction of transferring related shares or securities. Other issues related to the profit distribution shall be made in accordance with the laws.

CHAPTER XIII

BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 51. Bank account

1. The Company is entitled to open one or several accounts at banks as stipulated by applicable laws;
2. With prior approval of the competent authorities, where necessary, the Company may open bank accounts in foreign countries in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through a VND bank account in the banks where the Company's accounts are opened.

Article 52. Allocation to Statutory Funds

1. Annually, after having fulfilled tax obligations and other financial obligations as stipulated by applicable laws as well as having fully settled (or having set aside the amount to fully settle) due debts and other property obligations, the Company may allocate to the Bonus and Welfare Fund with the maximum allocation rate of five percent (5%) of annual business results and to other funds of the Owners' Equity with the maximum allocation rate of ten percent (10%) of annual business results, unless otherwise provided by laws;
2. The BOD shall determine allocation rate, limits and the management and use of the funds stipulated in Clause 1 of this Article in compliance with the applicable laws.

Article 53. Fiscal year

The fiscal year of the Company begins on the 1st of January every year and ends on the 31st of December of the same year. The first fiscal year starts from the date of issuance of the business registration certificate and ends on the 31st of December of the same year.

Article 54. Accounting system

1. The accounting system used by the Company is the Vietnamese Accounting Standards (VAS) or any other system accepted by the Ministry of Finance;
2. The Company shall prepare accounting books in Vietnamese and/or foreign languages in accordance with the provisions of laws. The Company shall keep accounting records according to the type of business activities engaged in. These records and accounting books must be accurate, current, and complete to demonstrate and explain the Company's transactions;
3. The company uses Vietnam dong (or foreign currency freely convertible in the case approved by the competent state agencies) as the unit of currency used in accounting.

CHAPTER XIV

**ANNUAL REPORT, INFORMATION DISCLOSURE RESPONSIBILITIES &
PUBLIC DISCLOSURE**

Article 55. Quarterly, semi-annual and annual financial statement

1. The Company must prepare the annual financial statements in accordance with applicable laws and regulations of the State Securities Commission (if the Company has been listed on the securities market) and the financial statements must be audited as stipulated in Article 59 of this Charter. Within ninety (90) days from the end of each fiscal year, the audited annual financial statements must be submitted to the competent tax authorities, the State Securities Commission, the Stock Exchange (if the Company has been listed on the securities market);

2. The annual financial statements must include: (1) the balance sheet truthfully and objectively reflecting the Company's activities on the date of reporting, (2) the income statement truthfully and objectively reflecting the Company's profit and loss in the fiscal year, (3) the cash flow statement and (4) the explanatory notes to the financial statements. If the Company is a parent company, in addition to the stand-alone annual financial statements, the consolidated financial statements on the Company's operations must be included and submitted to the State Securities Commission and the Stock Exchange (if the Company has been listed on the securities market);
3. The audited financial statements (including the auditor's opinion), semi-annual and quarterly reports of the Company must be published on the website of the Company;
4. Interested organizations and individuals are entitled to inspect or copy the audited annual financial statements, semi-annual and quarterly reports on the Company's Website.

Article 56. Annual report

The company shall prepare and publish annual report in accordance with the law on securities and securities markets.

CHAPTER XV

COMPANY AUDIT

Article 57. Audit

1. The AGM shall appoint an independent auditing company, legally operating in Vietnam and approved by the State Securities Commission to audit listed companies, comply or approve the list of independent auditing companies and authorize the BOD to select one of these companies to conduct company audit in the next fiscal year based on the terms and conditions of agreement with the BOD. For the first fiscal year, the BOD shall appoint an auditing company to conduct company audit after the Business Registration Certificate has been granted (if the Company has been listed on the securities market).
2. The company must prepare and submit the annual financial statements to the independent auditing company after the end of the fiscal year.
3. The independent auditing company shall check, confirm and report on the annual financial statements showing the revenues and expenditures of the Company, prepare and submit the audit report to the BOD within two (02) months from the end date of the fiscal year or other period as approved by the BOD and in accordance with the regulations on information disclosure. The independent auditing company and the auditor signing the audited financial statements of the Company must be approved by the State Securities Commission;
4. The independent auditor's report must be attached to each copy of the annual financial statements of the Company.

5. Auditors performing the audit shall be allowed to attend any GMS and be entitled to receive the same notices and other information related to the GMS as the shareholders and voice their opinions in the Meeting on audit-related issues.

CHAPTER XVI

STAMP

Article 58. Stamp

1. The BOD shall determine the design of official stamps for the Company, its branches or representative offices (if any) and the stamps shall be engraved as provided by applicable laws.
2. The BOD and CEO shall use and manage the stamp in accordance with the applicable laws.

CHAPTER XVII

TERMINATION OF OPERATION, RESTRUCTURING AND LIQUIDATION

Article 59. Termination of operation

1. The Company shall be subject to dissolution or termination of operation in the following cases:
 - a. The Court shall declare the Company bankrupt in accordance with the applicable laws;
 - b. Dissolution under the decision by the GMS;
 - c. The Business Registration Certificate is revoked.
2. Dissolution of the Company ahead of schedule is decided by the GMS and implemented by the BOD. This decision on dissolution must be announced or approved by the competent authority (if required) as prescribed.

Article 60. Disagreements between Members of the BOD and the Shareholders

Shareholders holding fifty-one percent (51%) of the total voting shares have the right to resolve internal disputes within the Company when one or more of the following cases occur:

1. The BOD members fail to reach a consensus in managing the Company, leading to the failure to obtain the necessary number of votes to operate.
2. The shareholders fail to reach a consensus and hence, cannot obtain the necessary number of votes for electing members of the BOD.
3. There is internal disagreement and two or more classes of shareholders are so divided that dismissal would be the most beneficial option for all shareholders;

In this case, the shareholders shall appoint Vietnam International Arbitration Center (VIAC) in Ho Chi Minh City to settle the disputes.

Article 61. Consolidation, merger, separation, division or conversion of the Company

Consolidation, merger, separation, division or conversion of the Company shall be performed in accordance with the Law on Enterprises.

Article 62. Liquidation

1. A minimum of six (06) months before the expiration of the Company's duration of operation or after a decision to dissolve the Company, the BOD must establish a Liquidation Committee including three (03) members. Two (02) members are nominated by the GMS and one (01) member is appointed by the Board from one (01) independent auditing firm. The Liquidation Committee shall formulate their own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to the liquidation of the Company shall be paid before any other debts of the Company;
2. The Liquidation Committee shall report to the business registrar on the date of incorporation and operation. Since that time, the Liquidation Committee shall act on behalf of the Company in all work related to the liquidation of the Company before courts and administrative agencies;
3. Proceeds from the liquidation shall be paid in the following order:
 - a. The liquidation expenses;
 - b. Salaries, social insurance expenses, severance allowances and other benefits of employees under collective labor agreements and signed labor contracts for employees;
 - c. Taxes and tax-featured payments that the Company must pay to the State agencies;
 - d. Loans (if any);
 - e. Other debt obligations of the Company;
 - f. The remaining balance after payment of all liabilities from (a) to (e) above shall be distributed to the shareholders. The preference shareholders shall be paid first.

CHAPTER XVIII

INTERNAL DISPUTE RESOLUTION

Article 63. Internal dispute resolution

1. In case of disputes or complaints related to the Company's operations or to the rights and obligations of the shareholders as stipulated in the Company's Charter, the Law on Enterprises and other laws or administrative regulations between:
 - a. Shareholders and the Company; or
 - b. Shareholders and the BOD, CEO or Executive;

Involved parties shall try to resolve the dispute through negotiation and reconciliation. Where a dispute relates to the BOD or the Chairman of the BOD, the Chairman of the BOD shall take the lead in settling the dispute and shall require each party to present relevant practical factors related to the dispute within twenty (20) working days from the date of arising. In case of disputes are related to the BOD and the Chairman of the Board, any party may request to appoint an independent expert to act as an arbitrator for the dispute resolution process;

2. In case conciliation decision fails to be reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, either party may refer the dispute to Vietnam International Arbitration Centre (VIAC) in Ho Chi Minh City;
3. The parties shall bear their own costs related to the negotiation and reconciliation procedures. Payment of litigation expenses shall be made in accordance with a decision of a dispute settlement body in accordance with this Charter.

CHAPTER XIX

SUPPLEMENT AND AMENDMENT OF CHARTER

Article 64. Supplement and amendment to the Charter

1. The supplement and amendment of this Charter must be approved by the GMS;
2. Where the provisions of law relating to the Company's operations are not mentioned in this Charter or where new rules of law conflict with the terms of this Charter, the provisions of law shall prevail.

CHAPTER XX

DATE OF EFFECTIVENESS

Article 65. Date of effectiveness

1. This charter comprises of twenty (20) Chapters, sixty five (65) Articles and has been passed by the GMS of Novaland Group.
2. This Charter is made into three (03) copies of equal legal validity;
3. This is the only and official Charter of the Company and supersedes all copies of the Company's Charters that were issued before the effective date of this Charter.
4. The copies or extracts of the Charter become valid only when they are signed by the Chairman of the Board or at least one-half (1/2) the total number of Board members.

Ho Chi Minh City, [date] 2020

**LEGAL REPRESENTATIVE
CHIEF EXECUTIVE OFFICER**

BUI XUAN HUY