



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

-----o0o-----

CHARTER

CMC CORPORATION

(Amended, supplemented for the sixteenth time)

Hanoi, dated 22 August 2019



TABLE OF CONTENTS

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER..... 4
Article 1. Definitions 4
CHAPTER II. NAME, FORM, HEAD OFFICE, LEGAL REPRESENTATIVE, BRANCH, REPRESENTATIVE OFFICE AND DURATION OF OPERATION OF THE COMPANY .. 5
Article 2. Name, form, head office, legal representative, branch, representative office and duration of operation of the Company 5
CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY 6
Article 3. Operational objectives of the Company 6
Article 4. Scope of business and operations 8
CHAPETER IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS ... 8
Article 5. Charter capital, shares 8
Article 6. Share certificates 9
Article 7. Other securities certificates 10
Article 8. Assignment of shares..... 10
Article 9. Revocation of shares 10
CHAPTER V. ORGANIZATION, MANAGEMENT AND CONTROL STRUCTURE 11
Article 10. Organization and management structure 11
CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS... 11
Article 11. Rights of shareholders 11
Article 12. Obligations of shareholders 13
Article 13. General Meeting of Shareholders 13
Article 14. Rights and duties of the General Meeting of Shareholders 15
Article 15. Authorized representatives 16
Article 16. Change of rights of the shareholders 17
Article 17. Convening of General Meeting of Shareholders, agenda, and notice of meeting of General Meeting of Shareholders 18
Article 18. Conditions for conducting meeting of General Meeting of Shareholders..... 19
Article 19. Procedures for conducting and voting at General Meeting of Shareholders..... 20
Article 20. Passing decisions of the General Meeting of Shareholders 22
Article 21. Authority and procedures for collection of shareholders' written opinions in order to pass decisions of the General Meeting of Shareholders 22
Article 22. Minutes of meeting of General Meeting of Shareholders 24
Article 23. Request for cancellation of decisions of General Meeting of Shareholders 24
CHAPTER VII. BOARD OF DIRECTORS..... 24
Article 24. Composition and term of office of members of Board of Directors 24
Article 25. Powers and duties of Board of Directors..... 26
Article 26. Chairman, Deputy Chairman of the Board of Directors 28
Article 27. Meetings of Board of Directors..... 29
CHAPTER VIII. GENERAL DIRECTOR, OTHER MANAGERS AND SECRETARY OF THE COMPANY..... 33
Article 28. Organization of managerial apparatus..... 33
Article 29. Managers 33
Article 30. General Director 33
Article 31. Secretary of the Company 35
CHAPTER IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND MANAGERS 35



Article 32.	Responsibility to be prudent of members of the Board of Directors, General Directors and managers	35
Article 33.	Responsibility to be honest and avoid conflicts of interest	35
Article 34.	Responsibilities to compensate for loss.....	36
CHAPTER X. BOARD OF SUPERVISORS.....		37
Article 35.	Members of the Board of Supervisors.....	37
Article 36.	Board of Supervisors	Error! Bookmark not defined.
CHAPTER XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF COMPANY		39
Article 37.	Right to investigate books and records.....	39
CHAPTER XII. EMPLOYEES AND TRADE UNION		40
Article 38.	Employees and Trade Union	40
CHAPTER XIII. PROFIT DISTRIBUTION		40
Article 39.	Dividends.....	40
Article 40.	Other matters relating to profit distribution	41
CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR AND ACCOUNTING SYSTEM.....		41
Article 41.	Bank accounts.....	41
Article 42.	Fund appropriation	41
Article 43.	Financial year	41
Article 44.	Accounting regime	41
CHAPTER XV. ANNUAL REPORTS.....		42
Article 45.	Annual, semi-annually and quarterly financial statements	42
Article 46.	Information disclosure and public announcement.....	42
CHAPTER XVI. AUDITING THE COMPANY		42
Article 47.	Auditing.....	42
CHAPTER XVII. SEAL		43
Article 48.	Seal	43
CHAPTER XVIII. TERMINATION OF OPERATION AND LIQUIDATION		43
Article 49.	Termination of operation.....	43
Article 50.	Deadlock situation between members of the Board of Directors and shareholders....	43
Article 51.	Extension of duration of operation.....	44
Article 52.	Liquidation	44
CHAPTER XIX. INTERNAL DISPUTE RESOLUTION		45
Article 53.	Internal dispute resolution	45
CHAPTER XX. ADDITION TO AND AMENDMENT OF THIS CHARTER.....		45
Article 54.	Addition to and amendment of the Charter	45
CHAPTER XXI. EFFECTIVE DATE		46
Article 55.	Effective date.....	46
Article 56.	Signature of the Chairman of Board of Directors and of the legal representative of the Company	46

Pursuant to:

- Resolution of the General Meeting of Shareholders held on 15 May 2010.
- Appendix 1 of the Charter amended by the Board of Directors on 5 October 2011, pursuant to Resolution of the General Meeting of Shareholders held on 7 July 2011.
- Resolution of the General Meeting of Shareholders held on 19 July 2012.
- Resolution of the General Meeting of Shareholders held on 14 July 2015.
- Resolution of the General Meeting of Shareholders held on 29 June 2016.
- Resolution of the General Meeting of Shareholders held on 26 June 2017.
- Resolution of the General Meeting of Shareholders dated on 05 October 2017.
- Resolution of the General Meeting of Shareholders held on 04 July 2018.
- Resolution of the Board of Directors dated 25 September 2018.
- Resolution of the General Meeting of Shareholders dated 26 June 2019.

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definitions

1. Definitions

- a. "Charter capital" means the total par value of shares sold or registered for subscription upon establishment of the enterprise and as provided in Article 5 and Appendix 1 of this Charter.
- b. "Law on Enterprises" means the Law on Enterprises No. 68/2014/QH13 adopted by the National Assembly on 26 November 2014.
- c. "Law on Securities" means the Law on Securities No. 70/2006/QH11 adopted by the National Assembly on 29 June 2006 and Law on amendments and supplementations of articles of Law on Securities dated 24 November 2010.
- d. "Date of establishment" means the date on which the Company is issued with its first Business Registration Certificate.
- e. "Enterprise executive" means the General Director, Deputy General Director, Chief Financial Officer, and other managerial positions in the Company which are under the authority the Board of Directors to approve.
- f. "Related person" means any individual or organization stipulated in Clause 17 Article 4 of the Law on Enterprises, and in Clause 34 Article 6 of the Law on Securities.
- g. "Major shareholder" means a shareholder as prescribed in Clause 9 Article 6 of the Law on Securities.



- h. "Duration of operation" means the duration of operation of the Company provided in Article 2 of this Charter and the extended period (if any) approved by the General Meeting of Shareholders of the Company by a resolution.
 - i. "Vietnam" means the Socialist Republic of Vietnam.
2. In this Charter, any reference to one or more other provisions or documents shall include amendments or replacements thereof.
3. Headings (chapters and articles of this Charter) are for ease of understanding of the contents and shall not affect the contents of this Charter.
4. Words or terms, which are defined in the Law on Enterprises, shall have same meanings in this Charter.
5. The provisions of the Law on Enterprises, which are not included in this Charter, shall be referred to govern acts of relevant organizations and individuals during the occurrence of issues related to such provisions in the law, but not specified in this Charter.

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

Article 2. Name, form, head office, legal representative, branch, representative office and duration of operation of the Company

1. Name of the Company
 - o Name in Vietnamese: **CÔNG TY CỔ PHẦN TẬP ĐOÀN CÔNG NGHỆ CMC**
 - o Name in English: **CMC Corporation**
 - o Name for transactions: **CMC Corporation**
 - o Abbreviated name: **CMC Corporation**
2. The Company is a joint stock company having legal entity status in compliance with applicable law of Vietnam.
3. Registered address of the head office of the Company: Is the address as recorded in the Company's Enterprises Registration Certificate with the latest issuance (or amendment).
4. Chairman of the Board of Directors and General Director shall be the legal representative(s) of the Company.

Rights and obligations of the Chairman of the Board of Directors and General Director, as the legal representative(s) of the Company, shall be decided by the Board of Directors of the Company from time to time.



- 5. The Company may establish branch(es) and representative office(s) in the areas of business to implement the operational objectives of the Company in compliance with resolutions of the Board of Directors and to the extent as permitted by law.
- 6. Except for termination of operation in accordance with this Charter, the Company shall be in operation for an indefinite term.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 3. Operational objectives of the Company

- 1. Business lines of the Company:

Code of business lines	Name of business lines
	(For conditional business lines, the Company only conduct such business when conditions are fully satisfied as prescribed by law)
7211	Research and development of technology on natural sciences Details: Experimental deployment and trial production by scientific research results; Scientific research and technological development in sectors of information technology and telecommunications;
7212	Scientific research and technology development on technical and technology
7490	Other professional practice, science and technology not elsewhere classified Details: Scientific and technological services; technological consultancy, transfer; Scientific and technological information;
6810	Trading of own or leased property and land use rights Details: Leasing services in respect of houses, offices, factories, warehouses
6820	Consultancy, brokerage, real estate auction, land use right auction Details: Real estate trading, investment, brokerage and management
4610	Goods agents, brokers and auction agents Details: Agents for buying, selling and consigning of goods (foreign invested economic organization implementing goods trading and activities directly related to goods trading must comply with regulations of Decree No. 09/2018/ND-CP dated 15 January 2018 and Circular No. 34/2013/TT-BCT dated 24 December 2013)
4659	Wholesale of other machines, equipment and spare parts Details: Medical devices trading
6209	Information technology services and other services related to computers Details: Coaching and training services in information technology



Code of business lines	Name of business lines
2610	Producing electronic components Details: Producing and assembling of equipment for the sectors of information technology, electronics, broadcasting, telecommunications
2620	Producing computers and peripheral devices of computers Details: Producing and assembling of computing products
2630	Producing communication equipment
2817	Producing office machines and equipment (except for computers and peripheral equipment of computers) Details: Producing, assembling, trading, warranty, maintenance and leasing of office equipment products and services
3312	Repairing machines and equipment Details: Warranty, maintenance and leasing of products, services and equipment for the sectors of information technology, electronics, broadcasting, telecommunications, and office use
5820 (main)	Software publishing Details: Software producing, provision of services and solutions for software and contents; Software publishing; Data processing services and database related activities; Software processing and exporting; (Foreign invested economic organization implementing goods trading and activities directly related to goods trading must comply with regulations of Decree No. 09/2018/ND-CP dated 15 January 2018 and Circular No. 34/2013/TT-BCT dated 24 December 2013)
6329	Other information services not elsewhere classified Details: System integration, investment consultancy, provision of comprehensive solutions and infrastructure services in the sectors of information technology, electronics, telecommunications and broadcasting
8230	Organizing trade introduction and promotion Details: Organizing specialized scientific conferences and seminars;
8559	Other education not elsewhere classified Details: Coaching and training for improvements of professional skills and expertise;
5610	Restaurants and mobile food services
6190	Other telecommunication activities Details: Trading of communications services and products; Trading of information security products and services (except for network information security testing and evaluation services; information security services not using civil codes); Provision of electronic signature authentication services.



2. The goal of CMC Corporation is to become a constantly thriving and prosperous company which brings satisfaction to customers, high profits to shareholders, diversified material and spiritual lives to employees, and to always improve the company's value through constantly creative and innovative activities in research, producing and trading in sectors of Information Technology, Telecommunications and Electronics business.

Article 4. Scope of business and operations

1. The Company is permitted to formulate plans and carry out all business activities in accordance with the Business Registration Certificate and this Charter and in compliance with applicable law, and is permitted to take appropriate measures to achieve the objectives of the Company.
2. The Company may carry out business activities in other sectors as permitted by law and approved by the Board of Directors.

CHAPTER IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 5. Charter capital, shares

1. Charter Capital of the Company is specified in Appendix 1 of this Charter. Details of the Charter Capital in Appendix 1 shall be amended upon issuance of new shares as permitted in accordance with Resolution of the General Meeting of Shareholders. Par value of one (1) share is ten thousand (10,000) VND.
2. The Company may change its Charter Capital upon approval of the General Meeting of Shareholders and in accordance with law.
3. Shares of the Company as of the date of this Charter approved shall comprise ordinary shares and employee preference shares. The rights and obligations of shareholders attached to each class of shares are stated in Article 11 of this Charter.
4. The Company may issue other classes of preference shares upon approval of the General Meeting of Shareholders and in accordance with law.
5. Names, addresses, number of shares and other details about founding shareholders in accordance with the Law on Enterprises are stated in the attached Appendix 2. Appendix 2 is a part of this Charter and shall be amended upon issuance of a Resolution of the General Meeting of Shareholders approving new founding shareholders structure and details of founding shareholders.
6. Ordinary shares shall be given priority to be offered for sale to existing shareholders in proportion to their ratio of ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must inform the offering of shares, such notification must specify quantity of shares to be offered for sale and appropriate timeline for subscription registration (at least twenty (20) business days) for shareholders to register subscription. The number of shares for which shareholders do not register to fully subscribe shall be decided by the Board of Directors of the Company. The Board of Directors may allocate such shares to entities on such terms and manner as the Board of Directors



considers appropriate, but must not sell such shares with conditions more favorable than the conditions offered to existing shareholders, except where the General Meeting of Shareholders approves otherwise or where the shares are sold through the Stock Exchange / Stock Exchange Center.

7. The Company may redeem shares issued by the Company in a manner stipulated in this Charter and applicable law. Ordinary shares redeemed by the Company shall be treasury shares and the Board of Directors may offer to sell them in a manner appropriate with this Charter and relevant laws.
8. The Company may issue other types of securities upon unanimous approval of the General Meeting of Shareholders in writing and in accordance with law on securities and securities market.

Article 6. Share certificates

1. Shareholders of the Company shall be issued with certificates or certifications for the number of shares and class of shares under their possession, except for cases as provided under Clause 7 of this Article.
2. The share certificates must have the Company's seal stamped and signature of legal representative of the Company or of the Chairman of the Board of Directors of the Company and other information as prescribed by law. The share certificate can be either identified or anonymous. The share certificate must specify number and class of shares held by the shareholder, full name of the shareholder (in case of identified certificate) and other information in accordance with the Law on Enterprises. Each identified share certificate represents only one class of shares.
3. Within two (2) months (or a longer period as stipulated in the issue terms) after the date of full payment of the subscription price of shares as stipulated in the share issue plan of the Company, owners of shares will be issued with share certificates. In this case, the owner of shares is not required to pay the Company any expenses for printing the share certificates or any other fees.
4. Within thirty (30) days from the date of submission of a complete application for shares transfer in accordance with the Company's regulations, the shares transferee will be granted with the share certificates. Where only a number of identified shares are transferred in an identified share certificate, the old share certificate will be canceled and the Company will issue a new share certificate recording the number of transferred shares and the remaining shares. The transferor or the transferee will pay the transfer fee and personal income tax (if any) in accordance with the Company's regulations.
5. In case the identified share certificate is damaged, or erased, or lost, stolen or destroyed, the owner of such identified share certificate may request for issuance of new share certificate provided that proof of shares ownership are presented and payment of all related expenses is made to the Company.
6. The owners of anonymous share certificates are solely responsible for preserving the share certificates and the Company will not be responsible in cases of the certificates being stolen or used for fraudulent purposes.



7. The Company may issue identified share certificates not in the form of share certificates. The Board of Directors may issue documents permitting the identified shares (in the form of certificate or non-certificate) to be transferred without transfer agreements required. The Board of Directors may issue regulations on share certificates and transfer of shares in accordance with the Law on Enterprises, the laws on securities and securities market and this Charter.

Article 7. Other securities certificates

Bond certificates or other securities certificates of the Company (except for offering letters, temporary certificates and similar documents) shall be issued with the seal and signature of the legal representative or of the Chairman of the Board of Directors of the Company, unless the issue terms and conditions regulate otherwise.

Article 8. Assignment of shares

1. Except for employees preference shares and shares of the founding shareholders which are under restrictions on shares assignment during the time period as stipulate by law, all ordinary shares are free for assignment, unless otherwise stipulated by this Charter and law. Shares listed on the Stock Exchange/Stock Exchange Center shall be assigned in accordance with the laws on securities and securities market of Vietnam.
2. Shares which have not yet been paid for in full shall not be assignable nor entitled to related benefits such as right to receive dividends, right to receive shares issued to increase shareholding capital from equity, right to subscribe new shares offered for sale or other benefits as stipulated by law.

Article 9. Revocation of shares

1. Where a shareholder fails to pay in full and on time the amount payable to subscribe the shares, the Board of Directors shall provide a notice and has the right to require such shareholder to pay the residual amount together with interest on such amount and expenses arising from failure to pay in full to the Company in accordance with regulations.
2. The aforesaid payment notice must specify the new time-limit for payment, place for payment, and clearly specify the case of failure to make payment as requested. The unpaid shares shall be revoked.
3. Where requirements as stated in the aforesaid payment notice have not been fulfilled, before making full payments of all payable amounts, interests and other relevant expenses, the Board of Directors has the right to revoke such amount of shares.
4. Revoked shares shall become assets of the Company. The Board of Directors may, by itself or by authorization, sell, redistribute or settle to the previous owner of such revoked shares or other person on conditions and in the manner, which are considered appropriate by the Board of Directors.
5. Shareholders holding revoked shares must waive their status as shareholder with respect to such shares, but must still pay all relevant amounts plus interest at a ratio not exceeding 15% per year at the time of revocation as approved by the Board of Directors from the date of revocation up to the date of payment. The Board of Directors has full powers to decide the



enforcement of payment of the total value of shares at the time of revocation or may decide the exemption of such amounts in part or in whole.

6. A revocation notice shall be sent to the holders of to-be-revoked shares prior to the time of revocation. The revocation shall remain valid even if there is any error or negligence during the course of sending the notice.

CHAPTER V. ORGANIZATION, MANAGEMENT AND CONTROL STRUCTURE

Article 10. Organization and management structure

The organization and management structure of the Company include:

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

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. Shareholders are co-owners of the Company, having the rights and obligations corresponding to the number and class of shares held by them. Shareholders are only liable for the debts and other property obligations of the Company to the extent of the amount of capital they have contributed to the Company.
2. Ordinary shareholders have the following rights:
 - a. To participate in meetings of the General Meeting of Shareholders and to exercise the right to vote directly or via an authorized representative;
 - b. To receive dividends;
 - c. To freely assign shares which have been paid for in full in accordance with this Charter and applicable law;
 - d. To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares owned;
 - e. To inspect information in relation to the shareholder included in the list of shareholders who are eligible to participate in the General Meeting of Shareholders and request amendment of incorrect information;
 - f. To review, look up, make an extract or copy of the Charter of the Company, the book of



- minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- g. In the case of dissolution of the Company, to receive a part of the remaining assets in proportion to the number of shares that they contributed capital into the Company after the Company has made its payments to the creditors and to the shareholders holding other classes of shares in accordance with law;
 - h. To request the Company to redeem shares in the cases stipulated in Article 129 of the Law on Enterprises;
 - i. Other rights stipulated in this Charter and laws.
3. Shareholders owning employees preference shares has the rights of shareholders owning ordinary shares, except for the following preferential treatments and limitations:
- a. To subscribe with preferential prices as decided by the Board of Directors at time of issuance;
 - b. To convert into ordinary shares after one (1) to three (3) years from the issuance date. The specific timeline is in accordance with the issue terms as stipulated by the Board of Directors on each issue;
 - c. Not to transfer the shares before conversion of employee preference shares into ordinary shares (except for cases of reselling to the Company in accordance with the provisions of Regulations on issuance of employees preference shares);
 - d. Securities arising from the holding of employee preference shares, such as shares subscribed through exercise of the right to subscribe shares in a issue, shares acquired due to the employee's preferred dividend splitting, may or may not be transferred subject to decision of the Board of Directors for each issuance of such securities.
4. A shareholder or a group of shareholders holding more than 5% of the total number of ordinary shares for a consecutive period of six (6) months or more has the following rights:
- a. To nominate candidates to the Board of Directors or Board of Supervisors in accordance with Clause 3, Article 24 and Clause 2, Article 35 of this Charter respectively;
 - b. To request for convocation of a meeting of the General Meeting of Shareholders;
 - c. To inspect and receive a copy or an extract of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders during working hours of the Company;
 - d. To request the Board of Supervisors to inspect each particular matter relating to the management and administration of the Company where considered necessary. The request must be made in writing; must contain full name, permanent address,



nationality, number of Identification Card, Passport or other legitimate personal identification of a shareholder being an individual; name, permanent address, nationality, incorporation decision number or business registration code of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership over the total number of shares of the Company; matters to be inspected and purpose of the inspection;

- e. Other rights stipulated in this Charter.

Article 12. Obligations of shareholders

A shareholder has the following obligations:

1. To comply with the Company's Charter and Regulations; to comply with decisions of the General Meeting of Shareholders and of the Board of Directors;
2. To pay the subscription price of shares which have been registered for subscription, in accordance with regulations;
3. To provide the correct address when registering to subscribe for shares;
4. To fulfil other obligations in accordance with applicable law;
5. To bear personal liability when the shareholder performs one of the following acts in any form in the name of the Company:
 - a. Breach of law;
 - b. Conducting business and other transactions for the personal benefit of the shareholder or of other organizations or individuals;
 - c. Premature payment of debts where the Company is likely to face potential financial risk.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be held once (1) every year. The General Meeting of Shareholders must hold an annual meeting within a time-limit of four (4) months after the end of a financial year. To the extent as permitted by law, such time-limit may be extended to two (2) months.
2. The Board of Directors shall organize the convening of the annual General Meeting of Shareholders and shall choose an appropriate venue. The annual General Meeting of Shareholders shall decide the matters stipulated by law and by the Charter of the Company, including approval of annual financial statements and the budget for the next financial year. The independent auditors are invited to attend the annual General Meeting of Shareholders to consult the approval of the annual financial statements.

3. Extraordinary meeting of the General Meeting of Shareholders shall be convened in the following cases:
 - a. The Board of Directors considers that it is necessary to do so in the interests of the Company;
 - b. The audited quarterly, semi-annually or annual financial statements reflect the loss of half (1/2) of the equity in comparison with the amount at the beginning of the same period;
 - c. The number of members of the Board of Directors is less than the number of members as required by law or less than one-third (1/3) of the number of members as required by this Charter;
 - d. A shareholder or group of shareholders stipulated in Clause 4 Article 11 of this Charter requests to convene the General Meeting of Shareholders by a written request. Such convocation request must clearly state the reason and purpose of the meeting, must be signed by all related shareholders (such request may be made in multiple copies to collect signatures of all the related shareholders);
 - e. The Board of Supervisors has the right to request to convene a meeting if the Board of Supervisors has a reason to believe that members of the Board of Directors or the General Director has committed a serious breach of their obligations stipulated in Article 160 of the Law on Enterprises or that the Board of Directors acts or intends to act outside the scope of its authority;
 - f. Other cases as stipulated by law and in this Charter.
4. Convening of an extraordinary meeting of the General Meeting of Shareholders:
 - a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within a time-limit of thirty (30) days after the date on which the number of remaining members of the Board of Directors is as stipulated in Clause 3c of this Article or from the date of receipt of a request as stipulated in Clauses 3d and 3e of this Article.
 - b. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders in accordance with Clause 4a of this Article, then within the next thirty (30) days, the Board of Supervisors must, in place of the Board of Directors, convene a meeting of the General Meeting of Shareholders in accordance with Clause 5 Article 136 of the Law on Enterprises;
 - c. Where the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders in accordance with Clause 4b of this Article, then within the next thirty (30) days the requesting shareholder or group of shareholders as stipulated in Clause 3d of this Article has the right to convene, in place of the Board of Directors and the Board of Supervisors, a meeting of the General Meeting of Shareholders in accordance with Clause 6 Article 136 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the



convocation and implementation of the meeting if they deem necessary. All expenses for convening and conducting the meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses spent by the shareholders for attending the General Meeting of Shareholders, including travel and accommodation costs.

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

1. The annual General Meeting of Shareholders has the right to discuss and approve the following items:
 - a. Audited annual financial statements;
 - b. Reports of the Board of Supervisors;
 - c. Reports of the Board of Directors;
 - d. Short-term and long-term developmental plans of the Company.
2. The annual and an extraordinary General Meeting of Shareholders may pass decisions on the following matters:
 - a. Approval of annual financial statements;
 - b. Rate of dividends paid annually for each class of shares in compliance with the Law on Enterprises and the rights attached to such class of shares. Such rate of dividends must not be higher than the rate proposed by the Board of Directors after consulting the shareholders at the General Meeting of Shareholder;
 - c. Number of members of the Board of Directors;
 - d. Selection of an independent auditing company;
 - e. Election, dismissal, removal and replacement of members of the Board of Directors and of the Board of Supervisors;
 - f. Total remuneration of the members of the Board of Directors and reports on remuneration of the Board of Directors;
 - g. Amendment of and addition to the Charter of the Company, except for cases of amendment of Charter Capital due to sale of new shares within the number of authorized shares as stipulated in the Charter of the Company;;
 - h. Class of shares and number of newly issued shares for each class of shares, and assignment of shares by founding members within the first three (03) years after the date of establishment;
 - i. Division, separation, consolidation, merger or conversion of the Company;



- j. Restructuring, dissolution (liquidation) of the Company and appointment of a liquidator;
 - k. Inspection of and dealing with breaches by the Board of Directors or the Board of Supervisors which cause loss and damage to the Company and its shareholders;
 - l. Decision on transactions of investment or sale of assets of the Company with a value of 35% or more of the total value of assets of the Company recorded in the most recent audited financial statements;
 - m. Redemption of the Company of more than 10% of total issued shares of each class of share;
 - n. The Company signs contracts, conducts transactions with any entity stipulated in Clause 1 Article 162 of the Law on Enterprises with a value of 35% or more of the total value of assets of the Company recorded in the most recent audited financial statements;
 - o. Other matters as stipulated by law and in this Charter.
3. A shareholder is not entitled to vote in the following cases:
- a. Approval of contracts stipulated in Clause 2.n of this Article when such shareholder or a related person of such shareholder is a party to such contract;
 - b. Redemption of shares by such shareholder or a related person of such shareholder;
4. All resolutions and matters included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorized representatives

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with law may attend in person or authorize a representative to attend. If more than one authorized representative are assigned, the number of shares and votes of each representative must be specified.
2. The authorization to a representative to attend the General Meeting of Shareholders must be made in writing in accordance with the standard form of the Company and must be signed in accordance with the following provisions:
 - a. If an individual shareholder is the principal, the power of attorney must be signed by such shareholder and by the individual authorized to attend the meeting;
 - b. If the authorized representative of the shareholder is an organization, the power of attorney must be signed by the legal representative, authorized representative of the shareholder, and by the individual authorized to attend the meeting;
 - c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and by the person authorized to attend the meeting;



- d. A person authorized to attend the General Meeting of Shareholders must submit the written power of attorney before entering the meeting room.
3. Where a lawyer, on behalf of the principal, signs a written appointment of a representative, the appointment of such representative shall be deemed to be effective only if such written appointment is presented together with the power of attorney authorizing the lawyer or a lawful copy of such power of attorney (if it was not registered with the Company).
4. Except for the case stipulated in Clause 3 of this Article, the voting slip of the person authorized to attend the meeting within the scope of authorization shall remain effective in the following cases:
 - a. The principal died, or his or her capacity for civil acts is lost or is restricted; or
 - b. The principal rescinds the appointment of authorization;
 - c. The principal rescinds the authority of the person carrying out the authorization.

This clause shall not apply in cases where the Company receives notices of the above related cases at least forty eight (48) hours prior to the time of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

Article 16. Change of rights of the shareholders

1. Decisions of the General Meeting of Shareholders regarding the change or cancellation of any special right attached to one or several classes of shares shall only be passed upon written agreement of the shareholders holding at least 65% of ordinary shares who are in attendance, concurrently being approved by the shareholders holding at least 65% of voting rights of the issued shares of such class.
2. The organization of aforesaid meeting shall only be valid if at least two shareholders (or their authorized representatives) are present and these shareholders hold at least one-third of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be reorganized within the next thirty (30) days and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present in person or via authorized representatives shall be deemed to constitute the sufficient number of attendees as required. At the separate meetings as mentioned above, the persons holding shares of such class who are present in person or via representatives may request a secret ballot and each person, during the secret ballot, shall have one voting right for each share of such class under possession.
3. The procedures for conducting such a separate meeting shall be conducted in the same way as of general regulations applicable to ordinary meetings.
4. Unless otherwise stipulated in the terms of share issues, special rights attached to various classes of shares with preference rights shall not be changed when the Company issues additional shares of the same class.



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

1. The Board of Directors organize the convening and selecting the appropriate venue of annual and extraordinary General Meeting of Shareholders in accordance with provisions of Article 13 of this Charter.
2. The convenor of the General Meeting of Shareholders must carry out the following tasks:
 - a. Prepare a list of shareholders satisfying all conditions for attending and voting at the General Meeting of Shareholders within thirty (30) days prior to the starting date of conducting the General Meeting of Shareholders; agenda, and other required documents in compliance with law and regulations of the Company;
 - b. Determine the time and venue for holding the General Meeting of Shareholders;
 - c. Inform and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.
3. The notice of meeting of the General Meeting of Shareholders must contain information of time and venue of the meeting, meeting agenda and information related to matters which shall be discussed and voted at the meeting. For shareholders who have made a securities depository, the notice of meeting of the General Meeting of Shareholders may be sent to the depository organization, concurrently published on the media of the Stock Exchange, on the Company's website, one (1) national newspaper or one (1) local newspaper where the Company is headquartered. For shareholders who have not made a securities depository, the notice of meeting of the General Meeting of Shareholders may be sent to the shareholders by hand delivery or by secured post to the registered address of the shareholder, or to the address provided by that shareholder for the purpose of sending information. In case the shareholder has notified the Company in writing of the fax number or email address, the notice of meeting of the General Meeting of Shareholders may be sent to that fax number or email address. In case shareholders are employees of the Company, the notice may be contained in sealed envelopes and hand deliver to them at the workplace. The notice of meeting of the General Meeting of Shareholders must be sent at least fifteen (15) days prior to the date of the General Meeting of Shareholders, (counting from the date in which the notice is sent or transmitted legally, is paid for or put into the mailbox). In case the Company has website, the notice of meeting of the General Meeting of Shareholders will be published on the website of the Company concurrently with delivering to the shareholders.
4. A shareholder or group of shareholders referred to in Clause 4 Article 11 of this Charter has the right to propose any matter to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) business days before the opening day of the General Meeting of Shareholders. The proposal must contain the full names of the shareholders, number and class of shares held by them, and the items proposed to be included in the agenda.

5. The convenor of the General Meeting of Shareholders has the right to reject any proposal as set out in Clause 4 of Article 17 of this Charter in the following cases:
 - a. The proposal was sent out of the stipulated time-limit or is incomplete or is not correct;
 - b. At the time of the proposal, the shareholder or group of shareholders do not have at least 5% of the ordinary shares for a consecutive period of six (06) months;
 - c. The matters proposed do not fall within the authority of the General Meeting of Shareholders for discussion and approval.
6. The Board of Directors must prepare draft resolution for each matter in the agenda.
7. In case all shareholders, who represent 100% of the total voting shares, attend the General Meeting of Shareholders directly or through authorized representatives, the decisions unanimously approved by the General Meeting of Shareholders shall be considered valid even when the convocation of the General Meeting of Shareholders is not in accordance with required procedures or the voting issue was not included in the agenda.

Article 18. Conditions for conducting meeting of General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the voting shares.
2. Where the required number of attendees is insufficient within thirty (30) minutes after the predetermined time for opening the meeting, the convenor of the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within a period of thirty (30) days from the intended date of the first General Meeting of Shareholders. The General Meeting of Shareholders which is convened for the second time shall be conducted only when the attending members are shareholders and representatives authorized to attend the meeting representing at least 33% of the total voting shares. In this case, the meeting of the General Meeting of Shareholders is considered valid and has the authority to approve all matters proposed to be passed in the first General Meeting of Shareholders.
3. Where the second General Meeting of Shareholders can not be conducted due to an insufficient number of attendees required to be present within thirty (30) minutes after the predetermined time for opening the meeting, the General Meeting of Shareholders can be convened for a third time within twenty days from the intended date of the second meeting, and in such case, the General Meeting of Shareholders shall be conducted regardless of the number of attending shareholders or representatives authorized to attend the meeting and their proportion of the voting shares. In this case, the meeting of the General Meeting of Shareholders is considered valid and has the authority to approve all matters proposed to be passed in the first General Meeting of Shareholders.
4. At request of the Chairperson, the General Meeting of Shareholders has the right to change the meeting agenda which was enclosed with the valid meeting notice.



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

1. On the date of holding the General Meeting of Shareholders, the Company must carry out procedures of shareholders registration and must implement such registration until all shareholders who are entitled to attend the meeting and are present have been registered.
2. When conducting the shareholders registration, the Company shall issue a voting card to each shareholder or authorized representative with voting rights, which states registration number, full name of shareholder, full name of authorized representative and number of votes of such shareholder. When conducting voting at the meeting, the voting cards which agree with a resolution shall be collected first, then the voting cards which do not agree, and finally there shall be a count of the overall number of votes which agree or do not agree to make a decision. The total number of votes which agree, which do not agree on each matter, or abstentions votes shall be announced by the Chairperson immediately after voting on such matter. The General Meeting of Shareholders shall elect the persons responsible to check the votes or to supervise the checking of votes among the attendees and if the General Meeting of Shareholders does not elect, the Chairperson shall elect such persons. Total number of members of the voting committee shall not exceed three (3) persons.
3. Any shareholder who comes to the General Meeting of Shareholders late has the right to register immediately and thereafter has the right to attend and vote at the meeting. The Chairperson is not obliged to delay the meeting so that late shareholders may register, and the effectiveness of any voting times which have already been conducted before the late shareholders attended shall not be affected.
4. The General Meeting of Shareholders will be chaired by the Chairman of the Board of Directors. The Deputy Chairman of the Board of Directors may replace the Chairman when necessary. If both the Chairman and Deputy Chairman of the Board of Directors can not chair the meeting, members of the Board of Directors who are present at the meeting will appoint one of them to control the General Meeting of Shareholders to elect the Chairperson amongst the people attending the meeting. The Chairman, Deputy Chairman or Chairperson elected by the General Meeting of Shareholders shall appoint a secretary to prepare a minutes of the meeting. In case the Chairperson is elected, the names of nominated Chairpersons and number of votes for them must be announced.
5. The Chairperson's decision on the sequences, procedures or events arising outside the agenda of the General Meeting of Shareholders will be of highest judgment.
6. The Chairperson of the General Meeting of Shareholders may postpone the meeting even in the event of the meeting having sufficient number of attendees to another time and at another venue decided by the Chairperson without obtaining opinions of the General Meeting of Shareholders if the Chairperson becomes aware that (a) the attendees can not have convenient seats at the current venue of the meeting, (b) disorder is caused or is likely to be caused by behaviors of the persons at the meeting, or (c) the delay is necessary for the work of the meeting to proceed properly. In addition, the Chairperson of the General Meeting of Shareholders may postpone the meeting with the consent or request of the General Meeting of Shareholders with a sufficient



number of necessary attendees. The maximum time of delay is no more than three (3) days from the intended date of opening the meeting. The General Meeting of Shareholders shall only consider matters which should have been legally resolved at the previous postponed meeting.

7. In case the Chairperson delays or suspends the General Meeting of Shareholders in breach of the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect one amongst the attending members to replace the Chairperson in chairing the meeting until its end and this shall not affect the validity of the voting at such meeting.
8. The Chairperson and Secretary of the meeting may conduct activities that they deem necessary to control the General Meeting of Shareholders in a valid and orderly manner; or let the meeting reflect majority of attendees' wishes.
9. The Chairman of the Board of Directors may require the shareholders or authorized representatives attending the General Meeting of Shareholders to be inspected or be subject to security measures that the Board of Directors deems appropriate. In case any shareholder or authorized representative refuses to comply with aforesaid inspection rules or security measures, the Board of Directors may, after careful consideration, reject or expel such shareholder or representative from the General Meeting of Shareholders.
10. The Board of Directors, after careful consideration, may implement measures that the Board of Directors deems appropriate to:
 - a. Re-arrange the number of persons present at the official venue of the meeting of the General Meeting of Shareholders;
 - b. Ensure safety for all persons present at such venue of the meeting;
 - c. Facilitate the shareholders to attend (or continue to attend) the meeting.

The Board of Directors has full powers to change the above measures and take all measures, if the Board of Directors deems necessary. Applicable measures may include issuance of entry permits or use of other selected forms.

11. In case the meeting of the General Meeting of Shareholders takes measures mentioned above, the Board of Directors may, when determining the venue of the meeting
 - a. Notify that the meeting will be conducted at the venue stated in the notice and the Chairperson of the meeting shall be present there ("Official Venue of the Meeting")
 - b. Arrange, organize so that the shareholders or authorized representatives, who are unable to attend the meeting in accordance with this Article, or those who wish to attend at a venue different from the Official Venue of the Meeting can attend the meeting at the same time;
 - c. In this case, all shareholders shall be considered as attending the meeting at the Official Venue of the Meeting. A notice of holding a meeting is not required to state the detailed measures for holding it in accordance with this Article.

12. The Company shall hold the General Meeting of Shareholders at least once per year. The annual General Meeting of Shareholders shall not be held by way of collection of written opinions.

Article 20. Passing decisions of the General Meeting of Shareholders

1. Except for the case stipulated in Clause 2 of this Article, decisions of the General Meeting of Shareholders shall be passed when receiving the approval rate of at least 51% of the total number of votes of the shareholders with voting rights present in person or via their authorized representatives at the General Meeting of Shareholders and participate in the voting.
2. Decisions of the General Meeting of Shareholders in relation to amendments of and supplementation of the Charter, classes of shares and volume of shares offered for sale, restructuring or dissolution of the Company, transactions of investment or sale of assets of the Company or its branches with a value of 35% or more of the total value of the assets of the Company based on the most recent audited financial statements shall be approved only when receiving the approval rate of at least 65% of the total number of votes of the shareholders with voting rights present in person or via their authorized representatives at the General Meeting of Shareholders and participate in the voting.

Article 21. Authority and procedures for collection of shareholders' written opinions in order to pass decisions of the General Meeting of Shareholders

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

1. The Board of Directors has the right to collect shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders anytime it deems necessary for the Company's interests.
2. The Board of Directors must prepare forms for collecting written opinion, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The opinion collecting forms, attached with the draft resolution and explanation documents must be securely sent to the permanent address or the head office address of each shareholder at least 15 days before the deadline for receiving opinion collecting forms.
3. Opinion collecting form must contain the following basic contents:
 - a. Name, head office address, number and date of issue of Business Registration Certificate, location of business registration of the Company;
 - b. Purpose of collecting written opinions;
 - c. Full name, permanent address, nationality, number of Identification Card, Passport or other lawful personal identification in respect of a shareholder being an individual; name, permanent address, nationality, number of incorporation decision or business registration code of the shareholder or authorized representative of the shareholder being an organization; the number of shares of each class and number of votes of the shareholder;



- d. Matters on which it is necessary to obtain opinions in order to pass a decision;
 - e. Voting options comprising approval, disapproval or abstention;
 - f. Time-limit within which the completed opinion collecting form must be returned to the Company;
 - g. Full name, signature of the Chairman of the Board of Directors and of the legal representative of the Company.
4. The completed opinion collecting form must bear the signature of a shareholder being an individual, or of the legal representative or authorized representative of a shareholder being an organization.

A opinion collecting form returned to the Company must be contained in a sealed envelope and no person may have the right to open the envelope prior to the vote counting. Any opinion collecting form sent to the Company after the expiry of the time-limit stated in the contents of the opinion collecting form or are already opened shall be invalid.

5. The Board of Directors shall conduct the vote-counting and then prepare minutes of the vote-counting in the presence of the Board of Supervisors or of a shareholder not holding a managerial position in the Company. The minutes of vote-counting shall contain the following basic details:
- a. Name, head office address, number and date of issue of Business Registration Certificate, location of business registration of the Company;
 - b. Purpose and matters on which it is necessary to obtain opinions in order to pass a decision;
 - c. Number of shareholders with total number of votes having participated in the vote, classifying the votes into valid and invalid, attaching an appendix of list of the shareholders having participated in the vote;
 - d. Total number of votes for approval, disapproval and abstentions on each matter voted on;
 - e. Matters which have been passed;
 - f. Full name, signature of the Chairman of the Board of Directors, of the legal representative of the Company and of the person who supervised the vote-counting.

The members of the Board of Directors and the persons who supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote-counting; jointly liable for any damage arising from a decision which is passed due to an untruthful or inaccurate vote count.

6. The minutes shall be sent to all shareholders within fifteen (15) days after completion of the vote count.



7. Opinion collecting form which were answered, the minutes of the vote count, the full text of the resolution passed and related documents enclosed with the opinion collecting form must be archived at the head office of the Company.
8. A resolution, decision of the General Meeting of Shareholders, which are obtained by way of collecting shareholders' written opinions, shall be passed if it is approved by the shareholders representing at least 51% of the total number of voting shares. A resolution, decision of the General Meeting of Shareholders, which are obtained by way of collecting shareholders' written opinions, shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

Article 22. Minutes of meeting of General Meeting of Shareholders

1. The minutes of a meeting of the General Meeting of Shareholders shall be considered authenticated evidence confirming the works conducted at the General Meeting of Shareholders, except where there are opinions opposing contents of the minutes of a meeting provided in accordance with the procedures within ten (10) days after the date on which the minutes were sent. The meeting minutes must be made in Vietnamese, and signed by the Chairperson and Secretary.
2. The minutes of a meeting of the General Meeting of Shareholders shall be archived by the Company and published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date of ending of the meeting. The records, minutes, signature book of the attending shareholders and power of attorney for attending the meeting must be kept at the head office of the Company.

Article 23. Request for cancellation of decisions of General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms of shareholders, members of the Board of Directors, Supervisors, General Director, or group of shareholders as stipulated in Clause 4 Article 11 of this Charter have the right to request the Court or Arbitrator to review, cancel decision of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening the meeting of the General Meeting of Shareholders did not comply with the law and the Charter of the Company;
2. The sequence and procedures for decision-making and contents of the resolution, decision breaches the law or the Charter of the Company.

CHAPTER VII. BOARD OF DIRECTORS

Article 24. Composition and term of office of members of Board of Directors

1. The Board of Directors shall have at least five (5) members and at maximum eleven (11) members. The General Meeting of Shareholders shall decide the number of members of the



Board of Directors in each term of office. The term of office of the Board of Directors shall be five (5) years. The term of office of a member of the Board of Directors shall not exceed five (5) years; and a member of the Board of Directors may be re-elected for an unlimited number of terms. The total number of non-executive independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors.

2. Shareholders owning ordinary shares for a consecutive period at least six (06) months have the right to aggregate the number of voting rights of several shareholders to nominate candidates for election as members of the Board of Directors. A shareholder or group of shareholders holding from 5% to below 10% of the total voting shares has the right to nominate one (01) candidate; holding from 10% to below 30% has the right to nominate two (02) candidates; holding from 30% to below 50% has the right to nominate three (03) candidates; holding from 50% to below 65% has the right to nominate four (04) candidates; and holding from 65% or more has the right to nominate sufficient candidates.
3. If the number of candidates of the Board of Directors, who are chosen by nominating and stand for election, is insufficient, the incumbent Board of Directors may nominate additional candidates. The nomination of candidates of the Board of Directors by the incumbent Board of Directors must be clearly announced and passed by the General Meeting of Shareholders prior to nomination.
4. Status as a member of the Board of Directors shall be terminated in the following cases:
 - a. Such member is ineligible to be a member of the Board of Directors in accordance with the Law on Enterprises or is prohibited by law from being a member of a Board of Directors;
 - b. Such member submits an application for resignation in writing at the head office of the Company;
 - c. Such member has been restricted from or lost capacity for civil acts;
 - d. Such member did not attend any meeting of the Board of Directors for a consecutive period of six (06) months, and during such period, the Board of Directors did not allow such member to be absent and decided that his/her position is vacant;
 - e. Such member has been dismissed from position of member of the Board of Directors pursuant to a decision of the General Meeting of Shareholders.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on securities and securities market.
6. Members of the Board of Directors need not be shareholders in the Company.



Article 25. Powers and duties of Board of Directors

1. Business activities and affairs of the Company must be managed and directed by the Board of Directors. The Board of Directors is the body with full powers to exercise all rights on behalf of the Company, except for those within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are as stipulated by law, this Charter, internal regulations of the Company, and by decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
 - a. To make decisions on strategies, medium-term developmental plans, annual business production plans and annual budget of the Company;
 - b. To determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;
 - c. To appoint and remove the General Director and other enterprise executives of the Company and to make decisions on their salaries;
 - d. To decide the organizational structure and internal rules on corporate governance of the Company;
 - e. To resolve complaints of the Company about the managers and to make decisions of selecting representatives of the Company to resolve matters relating to legal proceedings against such managers;
 - f. To propose classes of shares to be issued and the total number of shares of each class to be issued;
 - g. To propose issuance of convertible bonds and warrant bonds which allow the holders to hold shares at a pre-determined price;
 - h. To decide the offering of new shares within the number of shares authorized to issue for each class, to decide the offering price and time for offering shares, convertible bonds and convertible securities;
 - i. To decide issuance of bonds and capital mobilization by other methods;
 - j. To appoint and dismiss, remove the General Director or managers or the legal representative of the Company where the Board of Directors opines that it is for the Company's ultimate interest. The aforementioned dismissal must not contravene the contractual rights of the dismissed persons (if any);
 - k. To appoint authorized representatives to exercise rights attached to ownership over shares and capital contribution in other company; to decide remuneration and other benefits of such persons;
 - l. To propose annual dividend rates and interim dividend rates; to decide the dividend



- advance, dividend advance rate, time for dividend advance; to organize the distribution of dividends;
- m. To propose restructuring or dissolution of the Company;
 - n. To decide solutions for development of market, marketing, and technology;
 - o. To decide purchase, sale, borrowing, lending contracts and other contracts valued at 35% or more of the total value of assets recorded in the most recent financial statements of the company, except for contracts and transactions subject to approval of the General Meeting of Shareholders in accordance with the applicable laws;
 - p. To submit to the General Meeting of Shareholders the audited annual financial statements and reports on management of the Company;
 - q. To report to the General Meeting of Shareholders the appointment of the General Director made by the Board of Directors;
 - r. To approve the program, agenda and data for meetings of the General Meeting of Shareholders, to convene such meetings or to obtain opinions in order for the General Meeting of Shareholders to pass decisions.
3. The following matters must be approved by the Board of Directors:
- a. Establishment of branches and representative offices of the Company;
 - b. Establishment of subsidiaries of the Company; contribution of capital, acquisition of shares in other enterprises;
 - c. Within the authority of the Board of Directors pursuant to the applicable laws and the Charter, the Board of Directors may from time to time make decisions on the performance, amendment or cancellation of material contracts of the Company (including contracts for purchase, sale, merge and acquisition of company and joint venture);
 - d. Appointment and removal of any person authorized by the Company to act as a commercial representative or lawyer of the Company;
 - e. Borrowing, and implementation of mortgages, warranties, guarantees and payments of compensation by the Company;
 - f. Investments not included in the business plans and budgets which exceed fifty (50) billion dong;
 - g. Purchase or sale of shares in other companies established in Vietnam or overseas;
 - h. Valuation of assets contributed to the Company which are not in cash relating to the issuance of shares or bonds of the Company, comprising gold, land use rights, intellectual property rights, technology and technological know-how;



- i. Redemption or recovery by the Company of no more than 10% of shares of each class;
 - j. Business issues or transactions which require approval as decided by the Board of Directors within the scope of its powers and responsibilities, especially contracts between the Company and persons specified in Clause 1, Article 120 of the Law on Enterprises valued less than 20% of the total value of assets recorded in the most recent audited financial statements of the Company;
 - k. Decision on the redemption or recovery price of shares of the Company.
4. The Board of Directors must make a report to the General Meeting of Shareholders on its activities, in particular by such Board of Directors' supervision of activities of the General Director and other managers within a financial year. In case the Board of Directors fails to submit such report to the General Meeting of Shareholders, the annual financial statements of the Company shall be deemed invalid.
 5. Unless otherwise stipulated by law and this Charter, the Board of Directors may issue regulations which authorize lower level managers and staff to deal with work on behalf of the Company.
 6. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work in their capacity as members of such Board. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders and shall be distributed to members of such Board as agreed within the Board or shall be distributed amongst all members equally if the Board fails to reach an agreement.
 7. The total amount of money paid for remuneration of members of the Board of Directors must be recorded in detail in the annual report of the Company.
 8. Any member of the Board of Directors who holds a managerial position (including positions of Chairman and Deputy Chairman), or who works on a subcommittee of the Board of Directors (if any), or who performs other work which is, in the opinion of the Board of Directors, beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum wage on each occasion, or salary, commission, profit percentage or other form as decided by the Board of Directors.
 9. Members of the Board of Directors are entitled to reimbursement of all travel and accommodation expenses and other reasonable expenses paid by them when performing their responsibilities as a member of such Board, including expenses arising out of attending meetings of the Board of Directors or of sub-committees of such Board (if any) or of the General Meeting of Shareholders.

Article 26. Chairman, Deputy Chairman of the Board of Directors

1. The Board of Directors shall appoint one Chairman and one or a number of Deputy Chairman from the members of the Board of Directors.



2. The Chairman of the Board of Directors shall have responsibilities to convene and chair meetings of the General Meeting of Shareholders and of the Board of Directors, and other rights and obligations under this Charter and the Law on Enterprises. The Deputy Chairman shall have rights and obligations same as the Chairman as authorized by the Chairman but only in cases that the Chairman notified the Board of Directors of his/her absence due to force majeure reasons or inability to perform his/her duties. The Deputy Chairman shall replace the Chairman in case the Chairman is not able to perform his/her duties according to their positions. If both the Chairman and the Deputy Chairman are temporarily unable to perform their duties, the Board of Directors shall appoint, by a majority vote, one person among the members to perform the duties of the Chairman during that period.
3. The Chairman of the Board of Directors shall ensure that the Board of Directors sends annual financial statements, operational reports of the Company, audit reports and inspection reports of the Board of Directors to the shareholders at the General Meeting of Shareholders.
4. If both the Chairman and the Deputy Chairman of the Board of Directors resign or are dismissed, the Board of Directors must elect another person for replacement within a period of ten (10) days from the day which the Chairman and the Deputy Chairman resign or are dismissed.
5. The Chairman of the Board of Directors can exercise other rights and duties according to the assignment and decision of the Board of Directors from time to time.

Article 27. Meetings of Board of Directors

1. The initial meeting of a term of the Board of Directors in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of seven (7) business days from the date of completion of the meeting of the General Meeting of Shareholders to elect the Board of Directors for that term. Such meeting shall be convened by the member who obtains the highest number of votes. If there is more than one member who obtained the same highest voting number, such members shall elect by a majority vote a person amongst them to convene the meeting.
2. The Chairman of the Board of Directors must convene meetings of the Board of Directors, and must prepare the agenda, time and venue of a meeting within at least seven (7) days before the proposed date of such meeting. The Chairman may convene a meeting at any time considered necessary, but there must be at least one meeting every quarter.
3. The Chairman of the Board of Directors must convene an extraordinary meeting of the Board of Directors when any of the following entities makes a written request stating the purpose of the meeting and the matters to be discussed, and the meeting must not be delayed without a legitimate reason:
 - a. General Director;
 - b. At least two members of the Board of Directors;

- c. Chairman of the Board of Directors;
 - d. Head of the Board of Supervisors or majority members of the Board of Supervisors.
4. The meetings of the Board of Directors set out in Clause 3 of this Article must be convened within fifteen (15) days after the date of receipt of a meeting request. If the Chairman does not accept to convene the meeting as requested, then the Chairman shall be liable for any loss and damage caused to the Company; the person making the request as referred to in Clause 3 of this Article may then, by himself/herself, convene a meeting of the Board of Directors. In such case, the persons who are eligible to convene the meeting shall be chairpersons of the meeting and shall perform works as provided in this Charter with respect to the person liable to convene the meeting.
5. Where the independent auditor makes a request, the Chairman must convene a meeting of the Board of Directors in order to discuss the audit report and status of the Company.
6. Meetings of the Board of Directors shall be conducted at the registered address of the Company or at another address as decided by the Chairman of the Board of Directors or a person eligible to convene the meeting with consent of the Board of Directors.
7. The notice of a meeting of the Board of Directors must be sent to the members of such Board at least seven (7) days before holding the meeting, the members of the Board of Directors may refuse the notice of invitation in writing and such refusal may take retroactive effect. The notice of the meeting of the Board of Directors must be in writing and in Vietnamese (if necessary, it can be translated into a popular foreign language), and include information about the agenda, time and venue of the meeting, accompanied by necessary documents regarding the matters to be discussed and voted on at the meeting of the Board of Directors and voting slips for the members of such Board who are not able to attend the meeting. The notice of invitation shall be sent by post, fax, email or other method, but it must be guaranteed to reach the address of each member of the Board of Directors registered with the Company.
8. Meetings of the Board of Directors shall be valid if at least three-quarters (3/4) of the total number of members of such Board attend in person or via their replaced representatives if the majority of members of such Board so agree. If the number of attending members is insufficient as stipulated, the meeting must be re-convened for the second time within 7 days from the proposed date of the first meeting. The re-convened meeting shall be conducted if more than half of the number of members of the Board of Directors attend.
9. Voting.
 - a. Except for Clause 9b of this Article, each member of the Board of Directors who attends a meeting of the Board of Directors shall have one vote;
 - b. A member of the Board of Directors is not permitted to vote on any contract, transaction or proposal in which such member or any related person of such member has an interest which conflicts or possibly conflicts with the interests of the Company. A member of the Board of Directors shall not be included in the minimum quorum required to be present to hold a



- meeting of such Board regarding decisions on which such member does not have the right to vote;
- c. Pursuant to clause 9d of this Article 27, when a matter arises at a meeting of the Board of Directors relating to the interests of a member of such Board or relating to the voting right of a member which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Directors, such matter shall be referred to the chairperson of the meeting for decision and the decision of the chairperson on such matter shall be final, except where the nature or scope of the interest of the relevant member of the Board of Directors has not been reasonably announced;
 - d. Any member of the Board of Directors who benefits from any contract stipulated in Articles 33.4a and 33.4b of this Charter shall be deemed to have a material interest in such contract.
10. Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and is aware that he/she has an interest in such contract or transaction is responsible to disclose the nature and content of such interest at the meeting where the Board considers the signing of such contract or transaction for the first time; where such member may publicly announce his/her related interests at the first meeting of the Board of Directors to be held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.
11. The Board of Directors shall pass resolutions and issue decisions on the basis of the consent of the majority (more than 50%) of members of such Board present. Where the number of votes for and against are equal, then the vote of the Chairman of the Board of Directors shall be the deciding vote.
12. A meeting of the Board of Directors may be held by way of a conference call between the members of the Board when all or a number of members are at different places via telecommunication means, provided that each attending member is able:
- a. To hear from other members of the Board of Directors when expressing opinions at the meeting; and
 - b. To express his/her opinions to other attending members at the same time, if so required;
 - c. The venue of the meeting to be held in accordance with this provision shall be the venue where the group with the largest number of members of the Board gathers, or shall be the venue where the Chairperson of the meeting is present;
 - d. Decisions to be passed at a meeting via a telecommunication meeting which is duly held and conducted shall take effect immediately after the end of the meeting, but must be confirmed by the signatures on the minutes from all attending members of the Board of Directors.

13. The Board of Directors may pass resolutions by way of collection of written opinions. A resolution by way of collection of written opinions shall be valid only with the following conditions:
 - a. The number of members providing written opinions is not less than the minimum quorum required to hold a meeting of the Board of Directors. There are sufficient signatures of all members providing written opinions; and
 - b. The majority of members of the Board of Directors provides opinion of approving vote;
 - c. The Chairman of the Board of Directors shall conduct the vote-counting and then prepare minutes of the vote counting in the presence of the Board of Supervisors or the General Director of the Company. Resolution by way of collection of written opinions shall have the same effect and validity as a resolution passed by the members of the Board of Directors at a meeting which is convened and held normally.
14. The Chairman of the Board of Directors shall deliver the minutes of a meeting of the Board to the members. Such minutes shall be authentic evidence of the work carried out at such meeting unless there is an objection to the contents of the minutes provided within ten (10) days from the date of delivery. The minutes of a meeting of the Board of Directors must be prepared in Vietnamese (If necessary, it can be translated into a popular foreign language), and must bear the signatures of all attending members.
15. The Board of Directors may establish and authorize its Board Committees. Members of a Board Committee may include one or a number of members of the Board of Directors and one or a number of external members as decided by the Board of Directors. During their implementation of authorized power, Board Committees must comply with regulations set out by the Board of Directors. Such regulation may amend or allow admission of persons which are not members of the Board of Directors to the above-mentioned Board Committees and allow such person to vote as a member of Board Committee provided that (a) the number of external members is less than half of the total number of Board Committee's members and (b) resolutions of Board Committees shall take effect only when the majority of members attending and voting at the meeting of the Board Committee are members of the Board of Directors.
16. Implementation of decisions of the Board of Directors, of sub-committees under the Board of Directors or of a person with the status of member of a sub-committee of the Board of Directors shall be considered legally valid, even in such cases that the election, appointment of members of sub-committees or the Board of Directors may be incorrect.
17. A member of the Board of Directors is considered attending the meeting when: (i) being present in person at the meeting or authorizes another person to attend the meeting, and (ii) signing the minutes of the Board meeting. In case of collection of written opinions, members of the Board of Directors are considered attending the meeting when sending their duly signed written opinions, or signing for confirmation in the minutes, their opinion forms and returning them to the Secretariat of the Board of Directors.

CHAPTER VIII. GENERAL DIRECTOR, OTHER MANAGERS AND SECRETARY OF THE COMPANY

Article 28. Organization of managerial apparatus

The Company shall promulgate a managerial system, pursuant to which the managerial apparatus is liable to and is under direction of the Board of Directors. The Company has one (1) General Director, one or a number of Deputy General Director, one Chief Financial Officer and one Chief Accountant as appointed by the Board of Directors. The General Director and Deputy General Directors may at the same time be members of the Board of Directors, and are appointed or dismissed/removed by the Board of Directors with a validly adopted resolution.

Article 29. Managers

1. At the request of the General Director and upon approval of the Board of Directors, the Company may utilize managers in the numbers and categories which are necessary and appropriate with management structure and regulations of the Company as promulgated by the Board of Directors from time to time. Managers must be diligent in order to assist the Company to achieve its stated objectives.
2. Salary, remuneration, benefits and other terms in the labour contract with the General Director and with other managers shall be decided by the Board of Directors after consulting with the General Director in conformity with management regulations of the Company regarding matters of personnel, finance and budget.

Article 30. General Director

1. The Board of Directors shall appoint one member of such Board or another person to be the General Director and shall enter into a contract with him/her which specifies salary, remuneration, benefits and other terms related to the recruitment. Information about the salary, allowances and other benefits of the General Director must be reported at the annual General Meeting of Shareholders and must be stated in the annual report of the Company.
2. The term of office of the General Director shall be no more than five (5) years unless the Board of Directors regulates otherwise, and he/she may be re-appointed. The effectiveness of the appointment may end pursuant to the terms of the labour contract. The General Director must not be a person prohibited by law from holding such a position and must satisfy the standards and conditions stipulated by law and this Charter.
3. The General Director has the following powers and responsibilities:
 - a. To implement resolutions of the Board of Directors and of the General Meeting of Shareholders, and business plans and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;
 - b. To make decisions on all matters which do not require a decision of the Board of Directors



- and/or of the Chairman of the Board of Directors, including the signing of financial and commercial contracts on behalf of the Company, and the organization and operation of day-to-day production business of the Company in accordance with best practices;
- c. To recommend the number and category of managers that the Company needs to hire for appointment or removal by the Board of Directors, if necessary, to apply good managerial activities and structure as proposed by the Board of Directors; and to recommend for the Board of Directors to decide the salary, remuneration, benefits and other terms of the labor contracts with managers;
 - d. To consult with the Board of Directors to make decisions on the number of employees, wage rates, allowances, benefits, appointment or removal and other terms of their labour contracts;
 - e. Within two (02) months from the end of the financial year, General Director must submit a detailed business plan for the next financial year to the Board of Directors for its approval on the basis of satisfying the requirements of the appropriate budget and the five-year financial plan;
 - f. To implement the annual business plan as approved by the General Meeting of Shareholders and the Board of Directors;
 - g. To propose measures to improve the operation and management of the Company;
 - h. To prepare long-term, annual and monthly estimated budgets of the Company (hereinafter referred to as estimated budgets) for long-term, annual and monthly managerial activities of the Company in accordance with business plans. The annual estimated budgets (including the proposed balance sheet, report on production business result and cash flow report) for each financial year must be submitted to the Board of Directors for its approval and must contain information as stipulated in the rules of the Company;
 - i. To exercise other activities as stipulated by this Charter and regulations of the Company, resolutions of the Board of Directors, labour contract of the General Director and the law.
4. The General Director is responsible before the Board of Directors and the General Meeting of Shareholders for implementing assigned duties and powers, and must report to such authorities in accordance with the Charter of the Company, regulations promulgated by the Board of Directors and when required.
 5. The Board of Directors may dismiss the General Director upon having approving votes of at least two-thirds (2/3) of its members (in such case, the General Director being a member of the Board of Directors shall have no right to vote), and appoint a new General Director for replacement. The dismissed General Director shall have the right to object such removal in the immediately following meeting of the General Meeting of Shareholders.



Article 31. Secretary of the Company

The Board of Directors shall appoint one (or a number of) person to be the Secretary of the Company with a term of office and provisions as decided by the Board of Directors. The Board of Directors may remove the Secretary when necessary, provided that it is not contrary to the applicable labor law. The Board of Directors may also appoint one or a number of Assistant Secretaries from time to time. The roles and duties of the Secretary include:

- a. To organize meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders at the direction of the Chairman of Board of Directors or Board of Supervisors;
- b. To prepare the meeting minutes;
- c. To recommend on the procedures of the meetings;
- d. To provide financial information, copies of the meeting minutes of the Board of Directors and other information to members of the Board of Directors and the Board of Supervisors;
- e. The Secretary shall be responsible for the confidentiality of information in accordance with provisions of the law and the Charter.

CHAPTER IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND MANAGERS

Article 32. Responsibility to be prudent of members of the Board of Directors, General Directors and managers

Members of the Board of Directors, General Director and authorized managers are responsible to perform their duties honestly and in a manner they believe to be absolute for the benefit of the Company and with the same degree of prudence that a prudent person usually has when being on the same position and in similar circumstances.

Article 33. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, General Director and managers are not permitted to use business opportunities profitable to the Company for personal purposes; and at the same time are not permitted to use information obtained by virtue of their position for their personal interests or for the interests of other organizations or individuals.
2. Members of the Board of Directors, General Director and managers are obliged to notify the Board of Directors of all interests which may conflict with the interests of the Company and to which they may be entitled via other economic legal entities, transactions or individuals. The above-mentioned persons may use such opportunities only where members of the Board of Directors with no related interest have decided not to investigate this matter.



3. Unless the General Meeting of Shareholders decides otherwise, the Company is not allowed to provide any loan, guarantee, or credit to any member of the Board of Directors, Supervisor, the General Director, other enterprise executives or their related persons or to a legal entity in which the above-mentioned persons have financial interests, except where the Company and the related organization are companies within the same group or companies operating in companies, parent company – subsidiary, or an economic group and specialized branch of law contains some other provisions.
4. A contract or transaction between the Company and one or more members of the Board of Directors, Supervisor, the General Director, other other enterprise executives or their related persons, or a company, partner, association or organization of which one or several members of the Board of Directors, managers or their related person are members or are involved in terms of financial interests, shall not be invalid in the following cases:
 - a. With respect to a contract with a value equal to or less than twenty (20) percent of the total value of assets recorded in the most recent financial statements, the important factors of the contract or transaction as well as the relationship and interest of such member of the Board of Directors, Supervisor, General Director or other enterprise executives have been reported to the Board of Directors; and at the same time, the Board of Directors has in good faith permitted implementation of such contract or transaction by a majority vote of members of the Board of Directors who do not have any related interest;
 - b. With respect to a contract with a value of more than twenty (20) percent of the total value of assets recorded in the most recent financial statements, the important factors of the contract or transaction as well as the relationship and interest of such member of the Board of Directors, Supervisor, General Director or other enterprise executives have been disclosed to the shareholders who do not have any related interest and have the voting right with respect to such matter, and such shareholders have voted in favour of such contract or transaction;
 - c. Such contract or transaction is considered as fair and reasonable by an independent consultancy organization and in all respects relates to the shareholders of the Company as at the time such transaction or contract is permitted to be executed by the Board of Directors or the General Meeting of Shareholders.
5. Members of the Board of Directors, Supervisors, the General Director and other enterprise executives and their related persons must not use information of the Company which has not yet been permitted to be disclosed, or must not disclose information to others in order to implement related transactions.

Article 34. Responsibilities to compensate for loss

1. Members of the Board of Directors, the General Director and managers who breach their obligations to act with honesty, fail to fulfil their obligations with prudence, diligence and professional capability, must be liable for any loss and damage caused by their breach.



2. The Company shall pay compensation to any person for all reasonable expenses and incurred losses arising from performance of job or task assigned by the Company provided that the person has performed in such a manner that does not violate any obligations with the Company whether such obligations are regulated by internal rules of the Company, by agreements with the Company or by law.
3. The Company shall pay compensation to any person for all reasonable expenses and incurred damages if such person works for the interest of the Company in other cases.
4. The expenses that are compensated comprise expenses arising (including legal fees), expenses being the judgement amount, fines and other items payables actually arising or deemed reasonable when dealing with such cases within the framework permitted by law. The Company may purchase insurance for such persons in order to limit the Company itself having to pay compensation.

CHAPTER X. BOARD OF SUPERVISORS

Article 35. Members of the Board of Supervisors

1. Number of members: The Board of Supervisors has three (3) to five (5) members. The Board of Supervisors must have at least one (1) member with expertise in finance and accounting. This member must not be a staff in the accounting and finance department of the Company and not be a member or staff of an independent auditing company who is conducting the audit for financial statements of the Company. The Board of Supervisors shall appoint a member who is the shareholder of the Company to be the Head of such Board. The Head of the Board of Supervisors has the following rights and responsibilities:
 - a. To convene meetings of the Board of Supervisors and to act as the Head of the Board of Supervisors;
 - b. To request the Company to provide relevant information in order to report to members of the Board of Supervisors;
 - c. To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.
2. Shareholders owning ordinary shares for a consecutive period at least six (06) months have the right to aggregate the number of voting rights to nominate candidates for election as members of the Board of Supervisors. A shareholder or group of shareholders holding from 5% to below 10% of the total voting shares has the right to nominate one (01) candidate; from 10% to below 30% has the right to nominate two (02) candidates; from 30% to below 50% has the right to nominate three (03) candidates; from 50% to below 65% has the right to nominate four (04) candidates; and from 65% or more has the right to nominate five (05) candidates.

3. The General Meeting of Shareholders shall appoint members of the Board of Supervisors, term of office of the Board of Supervisors shall not exceed five (5) years; members of the Board of Supervisors may be re-elected for an unlimited number of terms.
4. Status of member of the Board of Supervisors shall be terminated in the following cases:
 - a. Being prohibited from being a member of the Board of Supervisors by law;
 - b. Submitting a resignation letter to the head office of the Company;
 - c. Being restricted from or lost capacity for civil acts;
 - d. Failure to attend meetings of the Board of Supervisors for a consecutive period of six (6) months, and during such period, the Board of Supervisors did not allow such member to be absent and decided that his/her position is vacant; or
 - e. Being dismissed from the position of member of the Board of Supervisors pursuant to the decision of the General Meeting of Shareholders.

Article 36. Board of Supervisors

1. The Company must have the Board of Supervisors, the Board of Supervisors has the rights and obligations stipulated in Article 165 of the Law on Enterprises and the Charter of the Company, majority of which are listed as follows:
 - a. To propose the selection of independent auditing company, audit expenses and all matters relating to withdrawal or dismissal of independent auditing company;
 - b. To discuss with the independent auditing company on nature and scope of the audit prior to the commencement of the audit;
 - c. To seek independent professional advice or legal advice and to ensure the engagement of external professionals with experience and expertise appropriate with the business of the Company if necessary;
 - d. To review annual, bi-annual and quarterly financial statements before submitting to the Board of Directors;
 - e. To discuss difficulties and existing issues discovered from the mid-term or final audit results as well as any other issues that the independent auditor wishes to discuss;
 - f. To review the management letter of the independent auditor and responses from the Board of Management of the Company;
 - g. To review reports of the Company on internal control system before the Board of Directors approves; and
 - h. To review internal investigation results and responses from the Board of Management.



2. Members of the Board of Directors, General Director and managers must provide all information and documents related to the operations of the Company at request of the Board of Supervisors. The Secretary of the Company must ensure that all copies of financial information, other information provided to members of the Board of Directors and copies of the meeting minutes of the Board of Directors shall be provided to members of the Board of Supervisors at the same time that they are provided to the Board of Directors.
3. After consultation with the Board of Directors, the Board of Supervisors may promulgate regulations on meetings of the Board of Supervisors and operational methods of the Board of Supervisors. The Board of Supervisors must hold meetings at least two (2) times a year and the minimum number of attending members in the meetings is two (2) members.
4. Remuneration for the Board of Supervisors shall be made pursuant to decision of the General Meeting of Shareholders. The members of the Board of Supervisors shall be reimbursed for their travel, accommodation, and other reasonable expenses when they attend meetings of the Board of Supervisors or carry out other business activities of the Company.

CHAPTER XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF COMPANY

Article 37. Right to investigate books and records

1. A shareholder or group of shareholders as referred to in Clause 2, Article 24 and Clause 2, Article 35 of this Charter has the right, in person or via a lawyer or an authorized person, to send a written request to inspect, during working hours and in main business locations of the Company, lists of shareholders and minutes of meetings of the General Meeting of Shareholders and to copy or extract such records. A request for inspection made by the representative lawyer or authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder who is represented or a notarized copy of such power of attorney. Rights to be provided with information herein shall not restrict or affect the obligation of confidentiality of relevant shareholders. The Company has the right to request the shareholders or their representatives to sign confidentiality agreement before providing information.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and managers have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes relating to their positions, provided that such information must be kept confidential.
3. The Company must archive this Charter, any amendments and additions to it, the business registration certificate, rules, documents proving ownership of assets, minutes of meetings of the General Meeting of Shareholders and of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents stipulated by law at the head office or another location provided that the shareholders and the business registration authority have been notified of the location where such documents are archived.

4. This Charter must be published on website of the Company.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 38. Employees and Trade Union

The General Director must prepare plan for the Board of Directors to approve matters relating to recruitment, forced resignation, salary, social insurance, welfare, rewards for managers and employees, as well as relationship between the Company and trade unions recognized in accordance with best management standards, practices and policies, and the practices and policies as stipulated in this Charter, the rules of the Company and applicable law.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 39. Dividends

1. According to decision of the General Meeting of Shareholders and by law, dividends shall be declared and paid from the retained profits of the Company but not exceed the rate proposed by the Board of Directors after consultation with shareholders in the General Meeting of Shareholders.
2. The Board of Directors may decide to pay mid-term dividends if this payment is appropriate with the profitability of the Company.
3. The Company shall not pay interest on payments of dividends or on payments relating to any class of shares.
4. The Board of Directors may recommend the General Meeting of Shareholders to approve payment of all or part of dividends by specific assets (such as shares or bonds which are fully paid issued by other company) and the Board of Directors shall be the body for implementing such resolution.
5. Payments to shareholders in cash shall be made in Vietnamese dong via check, postal order or wire transfer, depending on the information obtained by the Company from related shareholders. If the Company has already made payment in accordance with the details provided by the shareholder but such shareholder does not receive money, the Company shall no longer be liable for such payment.
6. Given the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that owners of ordinary shares may receive dividends in forms of ordinary shares in lieu of cash. These additional dividend-paying shares shall be recorded as fully-paid shares on the basis that the value of such shares must be equivalent to the cash amount of dividends payment.
7. Pursuant to the Law on Enterprises, the Board of Directors may pass a resolution providing a specific cut-off date for the Company's business operations. Based on such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receive



dividends, interest, profit distribution, receipt of share certificates, notices or other documents. This cut-off date may be on the same day or before the date of execution of said benefits. This does not affect the rights of both parties in transfer transactions of related stocks or securities.

Article 40. Other matters relating to profit distribution

Other matters relating to profit distribution shall be implemented in accordance with law.

CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 41. Bank accounts

1. The Company shall open bank accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.
2. In necessary cases, the Company may open an offshore bank account in accordance with law with prior approval of the competent State authority.
3. The Company shall make all payments and conduct all accounting transactions via its Vietnamese dong or foreign currency accounts at the banks where it opens such accounts.

Article 42. Fund appropriation

The setting up of funds in accordance with the law is decided by the General Meeting of Shareholders of the Company. Annual ratio of funds appropriation shall be approved by the General Meeting of Shareholders at the proposal of the Board of Directors.

Article 43. Financial year

The financial year of the Company shall commence on the first day of April of the year and end on date 31 of March of the following year.

The first financial year of 2010 has 2 phases:

- Phase 1: from 1 January 2010 to 31 March 2010.
- Phase 2: from 1 April 2010 to 31 March 2011.

Article 44. Accounting regime

1. The accounting regime used by the Company is the Vietnamese Accounting System.
2. The Company prepares accounting books in Vietnamese. The Company archives its accounting files in line with forms of business activities that the Company conducts. These files must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.
3. The Company shall use Vietnamese dong as the currency unit in accounting.

CHAPTER XV. ANNUAL REPORTS

Article 45. Annual, semi-annually and quarterly financial statements

1. The Company must prepare annual financial statements in accordance with law and regulations of the State Securities Commission and such statements must be audited in accordance with Article 47 of this Charter, and within a time-limit of ninety (90) days after the end of each financial year, must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange and the business registration authority.
2. Annual financial statements must contain a report on business operational results which truthfully and objectively reflects the profit and loss situation of the Company in the financial year, a balance sheet which truthfully and objectively reflects the operational status of the Company up to the time of preparing such statements, a cash flow report, and explanatory notes to the financial statements. The annual financial statement must also include a general accounting balance on the operation of the Company and its subsidiaries at the end of each financial year.
3. The Company must prepare and submit semi-annually and quarterly reports in accordance with the general provisions of law, especially the regulations on securities.
4. Audited annual financial statements (including the auditor's opinions), Semi-annually financial statements which have been checked and Quarterly financial statements must be published on the Company's website.

Article 46. Information disclosure and public announcement

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

CHAPTER XVI. AUDITING THE COMPANY

Article 47. Auditing

1. At the annual General Meeting of Shareholders, the General Meeting of Shareholders shall pass a resolution on appointment of an independent auditing company, which is operating lawfully in Vietnam and is approved by the State Securities Commission to conduct auditing activities for listed company, to conduct auditing activities for the Company in the next financial year on the basis of terms and conditions agreed with the Board of Directors, or authorize the Board of Directors to select and sign contract with an independent auditing firm to conduct auditing activities.
2. The Company must prepare and send the annual financial statements to the independent auditing company after the end of a financial year.



3. The independent auditing company shall inspect, certify and make a report on the annual financial statements, which shows the incomes and expenses of the Company, make the audited financial statements and submit the same to the Board of Directors within two months after the end of a financial year.
4. A copy of the audited financial statements must be sent with the annual accounting report of the Company.
5. The auditors who conduct the audit of the Company are permitted to attend all meetings of the General Meeting of Shareholders and are entitled to receive the other notices relating to the General Meeting of Shareholders which the shareholders are entitled to receive, and are entitled to express their opinions on matters relevant to auditing.

CHAPTER XVII. SEAL

Article 48. Seal

1. The Company has one official seal in accordance with law.
2. The Board of Directors issues regulation on using and managing the seal in accordance with law.

CHAPTER XVIII. TERMINATION OF OPERATION AND LIQUIDATION

Article 49. Termination of operation

1. The Company may be dissolved or terminated its operation in the following cases:
 - a. The Company is declared as bankrupt by the Court in accordance with the prevailing law;
 - b. Early dissolution as decided by the General Meeting of Shareholders;;
 - c. Other cases as stipulated by law.
2. Early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders, implemented by the Board of Directors. The decision on dissolution must be notified to and approved by the competent authority (in case of compulsory) in accordance with regulations.

Article 50. Deadlock situation between members of the Board of Directors and shareholders

Unless this Charter regulates otherwise, shareholders holding half of shares with voting rights currently in circulation have the right to file a claim to the court to request the dissolution of the Company based on one of the following reasons:

1. The members of the Board of Directors do not agree in managing the work of the Company, resulting in failure of having the required number of votes as required by law for the Board of Directors to operate;
2. The shareholders do not agree, resulting in failure of having the required number of votes as required by law to vote members of the Board of Directors;
3. There is an internal disagreement and two or more shareholders' factions are divided, which makes dissolution the most beneficial solution for all shareholders.

Article 51. Extension of duration of operation

1. In case Article 2 is amended and accordingly, the Company shall operate in line with the duration, the Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (7) months prior to expiry of the duration of operation in order to enable the shareholders to vote on extending duration of operation of the Company at the request of the Board of Directors.
2. The duration of operation shall be extended when it is approved by 65% or more of the total votes of shareholders with voting rights who are present in person or via their authorized representatives at the General Meeting of Shareholders.

Article 52. Liquidation

1. At least six (6) months prior to expiry of the duration of operation of the Company or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two members shall be appointed by the General Meeting of Shareholders and one member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operational rules. The members of the Liquidation Committee may be selected from employees of the Company or may be independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.
2. The liquidation committee is responsible to report its date of establishment and date of commencement of operation to the business registration authority. From such time, the Liquidation Committee represents the Company in all work relating to the liquidation before the Court and administrative agencies.
3. Proceeds from the liquidation shall be disbursed in the following priority order:
 - a. Expenses for liquidation;
 - b. Salaries and insurance payments of employees;
 - c. Tax debts and other tax-like payments that the Company must pay to the State;
 - d. Loans (if any);



- e. Other debts (if any) of the Company;
- f. The residual amount after payment of the debts set out in (a) to (e) above shall be distributed to shareholders. Payment of preference shares shall be given priority.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 53. Internal dispute resolution

1. Where a dispute or claim arises relating to the operation of the Company, regardless of in accordance with law or with the Charter of the Company, between:
 - a. A shareholder and the Company; or
 - b. A shareholder and the Board of Directors, the Board of Supervisors, the General Director or other senior manager;
 - c. the related parties shall attempt to resolve such dispute by way of negotiation and mediation. Except where such dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over resolution of the dispute and shall require each party to present factual factors about the dispute within a period of twenty-one (21) business days from the date of the dispute arising. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request to appoint an independent expert to act as arbitrator during the course of dispute resolution.
2. In case a mediation decision is not made within six (6) weeks from the beginning of the mediation process or if the decision of the mediator is not accepted by the parties, then any party may refer such dispute to the Economic Arbitration or to the competent Court to resolve.
3. The parties shall bear their own costs relating to procedures for negotiation and mediation. The payment of court expenses shall be made in accordance with the judgement of the Economic Arbitration or the Court.

CHAPTER XX. ADDITION TO AND AMENDMENT OF THIS CHARTER

Article 54. Addition to and amendment of the Charter

1. The General Meeting of Shareholders shall consider and decide any addition to and amendment of this Charter.
2. Where any provision of law relating to the operation of the Company has not been mentioned in this Charter or where any new provision of law is different from the terms of this Charter or where any provision of law referred by this Charter is amended, such provision of law shall automatically apply and govern the operation of the Company.

CHAPTER XXI. EFFECTIVE DATE

Article 55. Effective date

1. This Charter comprising XXI Chapters, 56 articles, was unanimously passed by the General Meeting of Shareholders of CMC Corporation on 15 May 2010 in Hanoi.
2. This Charter is made in ten (10) original copies, of which:
 - a. One (01) copy shall be submitted to the State Notary Public in the locality;
 - b. Five (05) copies shall be registered with the local authority in accordance with regulations of the Municipal, Provincial People’s Committee;
 - c. Four (04) copies shall be kept at the Office of the Company.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of this Charter shall be valid when they bear the signature of the Legal Representative or of the Chairman of the Board of Directors or the signatures of at least half (1/2) of the total number of members of the Board of Directors.

Article 56. Signature of the Chairman of Board of Directors and of the legal representative of the Company

**On behalf of General Meeting of Shareholders
Chairman of Board of Directors**

**Representative of CMC Corporation
General Director**

Nguyen Trung Chinh

Nguyen Trung Chinh



APPENDIX 1

(Enclosed with the Charter of CMC Corporation)

1. The Charter Capital of the Company is: **999,998,660,000** (*Nine hundred ninety nine billion, nine hundred ninety eight million, and six hundred sixty thousand dong*s).
Number of equivalent shares: **99,999,866** (*Ninety nine million, nine hundred ninety nine thousand, eight hundred sixty six*) shares.
Par value: **10,000** (*Ten thousand*) VND
2. Share authorized to issue: **3,600,000** (*Three million six hundred thousand*) shares.
Time-limit to issue: from July 2019 to end of December 2022 or until all the expected shares under the ESOP Program 2019 have been issued, depending on which comes first.
3. This Appendix 1 is an integral part of the Company's Charter and will be amended when the Board of Directors sell additional shares within the number of shares authorized to issue as regulated in Clause 2, Appendix 1 of the Charter of the Company as mentioned above.

**On behalf of General Meeting of
Shareholders
Chairman of Board of Directors**

**Representative of CMC Corporation
General Director**

Nguyen Trung Chinh

Nguyen Trung Chinh