

SOCIALIST REPUBLIC OF VIETNAM
Independence-Freedom-Happiness

CHARTER OF
SAI GON THUONG TIN
REAL ESTATE JOIN STOCK COMPANY

Head office: 253 Hoang Van Thu, Ward 2, Tan Binh District, Ho Chi Minh City

Tel: (84.28) 38249988 - Fax: (84.28) 38249977

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INTRODUCTION

This Charter is the legal basis for Saigon Thuong Tin Real Estate Joint Stock Company (hereinafter referred to as "**Company**"), a joint stock company established under the Law on Enterprises. The Charter, the Company's regulations, resolutions of the General Meeting of Shareholders and the Board of Directors, which have been duly approved in accordance with the relevant laws, shall be the rules and regulations binding the performance of business activities of the Company.

This amendment and supplement is approved by Saigon Thuong Tin Real Estate Joint Stock Company in accordance with the valid Resolution No.01/2019/NQ-ĐHĐCĐ of the 2018 Annual General Meeting of Shareholders on April 23rd, 2019

CHAPTER I: DEFINITIONS AND TERMS

Article 1. Definitions and terms

1. In this Charter, the following terms shall be construed as follows:
 - a) "Charter capital" means the capital contributed by all shareholders and stipulated in Article 5 of this Charter.
 - b) "Law on Enterprises" means the Law on Enterprises No. 68/2014) QH13 approved by the National Assembly on November 26, 2014.
 - c) "Securities Law" means the June 29, 2006 Securities Law and the November 24, 2010 Law Amending and Supplementing a number of Articles of the Securities Law;
 - d) "Establishment date" is the date the company is granted the first enterprise registration certificate.
 - e) "Executive Officer" is the General Director, Deputy General Director and Chief Accountant of the Company;
 - f) "Related persons" are individuals or organizations defined in Clause 17, Article 4 of the Law on Enterprises and Clause 34 of Article 6 of the Securities Law;
 - g) "Major shareholder" means a shareholder specified in Clause 9, Article 6 of the Securities Law;
 - h) "Term of operation" means the duration of operation of the company as stipulated in Article 2 of this Charter and the extension (if any) approved by the General Meeting of Shareholders of the Company.
 - i) "Vietnam" means the Socialist Republic of Vietnam.
2. In this Charter, references to one or a number of other regulations or documents shall include amendments or superseded text.
3. The titles (chapters, articles of this Charter) are used to facilitate the understanding of content and not affect the contents of this Charter;
4. Words or terms defined in the Law on Enterprises (if not in conflict with the subject or context) shall have the same meaning in this Charter.

CHAPTER II: NAME, FORM, OFFICE, BRANCH, REPRESENTATIVE OFFICE AND TERM OF OPERATION

Article 2. Name, form, office, branch, representative office and term of operation

1. Company name
 - Vietnamese name: **CÔNG TY CỔ PHẦN ĐỊA ỐC SÀI GÒN THƯƠNG TÍN**
 - English Name: **SAI GON THUONG TIN REAL ESTATE JOINT STOCK COMPANY**
 - Short name: **SACOMREAL**
2. The company is a joint-stock company that has the legal status in accordance with the current law of Vietnam.
3. The registered head office of the Company:
 - Address: 253 Hoang Van Thu, Ward 2, Tan Binh District, Ho Chi Minh City
 - Tel: (84.28) 38249988
 - Fax: (84.28) 38249977
 - Website: www.ttcland.vn
4. Chairman of the Board of Directors is the legal representative of the Company.
5. The Company may establish branches and representative offices to carry out the objectives of the Company in accordance with the resolutions of the Board of Directors and to the extent permitted by law.
6. Except for the termination of operation before the expiry date of Clause 49 and Article 50 or the extension of operation pursuant to Article 51 of this Charter, the term of operation of the Company shall be fifty (50) years from the date of 29 March 2004;

CHAPTER III: OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 3. Objectives and business line of operation of the Company

1. Business lines of the company:

No.	Business line	Code
1	Real estate activities with own or leased property Construction investment, trading - Business infrastructure of industrial parks, house and residential areas. Leasing warehouse, workshop, office (According to Article 10 of the Law on Real Estate Business)	6810 (Main)
2	Activities auxiliary to finance N.E.C -Details: Investment consultancy (except financial and accounting consultancy)	6619
3	Vocational education	8532

	-Details: Vocational training	
4	Pre-primary education	8510
5	Primary education -Details: Primary education	8520
6	Maintenance and repair of motor vehicles -Details: Vehicle repair service (not mechanical processing, recycling of waste, electroplating and electroplating in the office)	4520
7	Sale of motor vehicle part and accessories -Details: Trading automotive equipment	4530
8	Wholesale of electronic and telecommunications equipment and supplies -Details: Trading in printing equipment	4652
9	Other amusement and recreation activities N.E.C -Details: Business in amusement parks (not at headquarter)	9329
10	Real estate agent, consultant activities -Details: Real estate brokerage, Real estate services. Real estate consultancy (excluding legal services). Real estate management. Property auction services	6820
11	Construction of other civil engineering projects -Details: Civil and Technical Construction	4290
12	Printing -Details: Print on packaging (not at headquarter)	1811
13	Wholesale of motor vehicles -Details: Vehicle trading	4511
14	Management consultancy activities -Details: Construction consultancy (except construction design service). Bidding consultancy. Project Investment management	7020
15	Supervision consultants of construction;	
16	Consultancy on verification of technical designs, construction	

	drawing designs and work construction cost estimates;	
17	Market research and opinion polls	7320
18	Organization of conventions and trade shows -Details: Commercial advertising services. Organizing trade fairs, exhibitions, display advertising, introduction of goods. Marketing services.	8230
19	Manufacture of clay building materials -Details: Production of building materials (not at headquarter)	2392
20	Wholesale on a fee or contract basis -Details: Sale dealer of consignment goods	4610
21	Architectural, and engineering activities and related technical consultancy -Details: Establishment of investment projects. Verification of investment projects	7110
22	Specialized design activities -Details: Interior decoration	7410
23	Wholesale of other machinery and equipment N.E.C -Details: Merchandising electrical appliances, construction materials, machinery and equipment for production of consumer goods and household goods, raw materials for agricultural production	4659
24	Lower secondary and upper secondary education -Details: Lower secondary and upper secondary education	8531
25	Construction of buildings	4100
26	Construction of roads and railways	4210
27	Electrical installation activities	4321
28	Plumbing, heating and air-conditioning system installation activities	4322
29	Other construction installation activities	4329
30	Building completion and finishing	4330
31	Demolition	4311
32	Site preparation	4312

33	Construction of utility projects	4220
34	Wholesale of construction materials, installation supplies	4663

If any of the areas mentioned above are subject to the approval of the competent state management authority, the company shall only carry out that area after obtaining the state management agency Approved.

- The Company's objectives of operation are to establish and mobilize capital effectively in production and business activities in the fields, functions and business lines of the Company; Highly efficient production and business activities, maximizing the interests of shareholders; Improve the lives of workers, improve the working environment; To fulfill the tax obligation and other financial obligations to the State; Strive to contribute to the overall development of society.

Article 4. Scope of business and operation of the Company

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

CHAPTER IV: CHARTER CAPITAL, EQUITY, FOUNDING SHAREHOLDERS

Article 5. Charter capital, shares

- The Charter capital of the company is **VND 3,392,226,750,000** (in words: three thousand, three hundred and ninety-two billion, two hundred and twenty-six million, seven hundred and fifty thousand Vietnamese dong). The total chartered capital of the company is divided into **339,222,675 shares** (in words: three hundred and thirty- nine million, two hundred and twenty-wo thousand, six hundred and seventy-five shares) with par value of **VND 10,000 /share**.
- The company may increase or decrease its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
- The shares of the Company at the date of adoption of this Charter are common shares. The rights and obligations of ordinary shares are stipulated in Article 11 and Article 12 of this Charter.
- The Company may issue other types of preference shares after the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
- Ordinary shares shall be offered to the existing shareholders in proportion to their common shareholding in the Company, unless otherwise decided by the General Meeting of Shareholders. The company shall announce the share offering, in the notice shall specify the number of shares offered and the appropriate subscription period so that shareholders can register to buy. The number of shares not registered by the shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to the subjects according to the conditions and manner deemed appropriate by the Board of Directors but shall not sell such shares under more favorable conditions than Conditions offered to existing shareholders unless the General Meeting of Shareholders issues a different decision or if the shares are sold through the Stock Exchange.
- The Company may purchase shares issued by the Company (including redeemable preference shares) in the manner prescribed in this Charter and applicable law. Ordinary

shares bought back by the Company are treasury shares and the Board of Management may offer shares in accordance with the provisions of this Charter and the Law on Securities and relevant guiding documents.

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

Article 6. Share certificates

1. Shareholders of the Company shall be granted certificates or certificates of shares corresponding to the number of shares and types of shares owned, except as provided for in Clause 7, Article 6 of this Charter.
2. The share certificate shall bear the seal of the company and the signature of the legal representative of the company in accordance with the provisions of the Law on Enterprises. The share certificates shall clearly state the number and type of shares held by the shareholder, the full name of the shareholder (if it is a registered share) and other information as stipulated in the Law on Enterprises. Each registered share certificate represents only one type of share.
3. Within 2 months (or other time longer than the stipulated issuance term), from the date of making full payment of share purchase price as prescribed in the share issuance plan Company, the share owner shall be issued stock certificates. The share owner shall not have to pay the company the cost of printing the share certificate or any other fee.
4. In case of transfer of some shares in a registered share certificate, this certificate shall be cancelled and the new certificate which records the remaining shares shall be issued with free of charge.
5. Where a registered share certificate is damaged or erased or lost, stolen or destroyed, the owner may request a new share certificate provided that he/she provides evidence of the shares ownership and pay all related expenses to the Company. Shareholders' proposals in this case shall contain the following contents:
 - a) The share certificate has actually been damaged, erased or lost, burnt or otherwise destroyed; In case of loss, it is pledged that the search has been conducted and if it's found it shall be sent the company for destroying;
 - b) To take responsibility for the disputes arising from the re-issuance of new certificate.
 - c) For a certificate of share with a nominal value of over ten million Vietnamese dong, before receiving request for re-issuance of new certificate, the legal representative of the company may request the share owner to post a notice to notify the status of damaged, erased or lost, burnt or otherwise destroyed certificate during fifteen (15) days.
6. The owner of anonymous share certificate shall be solely responsible for the preservation of the certificate and the Company shall not be liable in cases where the certificate is stolen or used for fraudulent purposes.
7. The Company may issue registered shares not in the form of certificate. The Board of Directors may issue documents allowing the registered shares (in the form of certificates or not in the form of certificates) to be transferred without mandatory transfer documents. The Board of Directors may issue regulations on share certificates and transfer of shares in accordance with the provisions of the Law on Enterprises, the Law on Securities and

the Securities Market and this Charter.

Article 7. Other securities certificates

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

Article 8. Offer for sale and transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and other laws. Shares listed and registered for trading on the Stock Exchange shall be transferred in accordance with the law on securities and securities market of the Stock Exchange.
2. Shares which have not been fully paid shall neither be transferable and nor entitled to interest, such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' capital, the right to buy new shares offer for sale and other benefits as prescribed by law.
3. The Board of Directors shall decide on the time, method and price of shares. The share sale price shall not be lower than the market price at the time of offering or book value of shares at the latest time, except in following cases:
 - a) Shares offered the first time to persons other than founding shareholders;
 - b) Shares offered to all shareholders in proportion to their existing shares in the Company;
 - c) Shares offered to brokers or guarantors. In this case, the specific discount amount or discount rate shall be approved by the Board of Directors;

Article 9. Retrieval of shares

1. Shares held by a shareholder may be revoked when the shareholder fails to pay in full and on time the amount payable to purchase shares or shares revoked pursuant to conditions for shares retrieval specified for each share of preferable type.
2. Where a shareholder fails to pay in full and on time the amount payable for the purchase of shares, the Board of Directors shall notify and may request such shareholder to pay the remaining amount together with the interest thereon and expenses incurred due to non-payment to the Company in accordance with regulations.
3. The above-mentioned payment notice shall specify the new payment period (seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state that in case of non-payment, the unpaid shares will be withdrawn.
4. Where the requirements stated in the above notification are not fulfilled by the above latest deadline, before the full payment of all payable amounts, interests and related expenses, the Board of Management shall have the right to revoke that number of shares. The revocation shall include dividends announced for the withdrawn shares that have not actually been paid until the time of the revocation. The Board of Directors may accept the submission of revoked shares in accordance with Clauses 5, 6 and 7 of this Article and in other cases stipulated in this Charter.
5. Revoked Shares shall be deemed shares to be offered for sale. The Board of Directors may directly or indirectly authorize the sale, redistribution to the owner of the withdrawn

shares or other subjects in accordance with appropriate conditions and manner as decided by the Board.

6. Shareholders holding shares to be withdrawn shall have to relinquish their status as shareholders in respect of those shares, but shall still have to pay all related amounts plus interest at the rate as provided by the Board of Directors. The provisions of the regulation shall be applicable at the time of revocation under the decision of the Board of Directors from the date of revocation to the date of payment. The Board of Directors shall have full power to decide on compulsory payment of the total value of shares at the time of withdrawal or may waive or reduce the payment of part or whole of such amount.
7. The withdrawal notice shall be sent to the person holding the withdrawn shares prior to the time of withdrawal. Revocation is still valid even in the case of errors or carelessness in the delivery of the notice.

CHAPTER V: ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 10. Organizational and managerial structure

The organizational structure of management, administration and control of the Company includes:

1. The General Meeting of Shareholders;
2. Board of Directors;
3. General Director.

CHAPTER VI: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. Shareholders are the owners of the Company and have the rights and obligations corresponding to the number of shares and types of shares they own. Shareholders are only responsible for debt and other property obligations of the Company within the amount of capital contributed to the Company.
2. Shareholders shall have the following rights:
 - a) To participate in and give opinion at the meetings of the General Meeting of Shareholders and perform the right to vote at the General Meeting of Shareholders or through an authorized representative or to make a remote vote;
 - b) To receive dividends at the level decided by the General Meeting of Shareholders;
 - c) To freely transfer the paid shares according to the provisions of this Charter and current law;
 - d) To be given priority to buy new shares offered for sale in proportion to the ordinary shares they own;
 - e) To check information related to shareholders in the list of shareholders eligible to participate in the General Meeting of Shareholders and request for correction of inaccurate information;
 - f) To review, refer, extract or copy the company's Charter, minutes and resolutions of the General Meeting of;

- g) In case of dissolution or bankruptcy of the Company, to be entitled to receive the remaining part of the Company's assets in proportion to shareholding in the Company after the Company has paid debts (including debt obligations with the state, taxes, fees) to creditors and payment to shareholders holding other types of shares of the Company in accordance with the law;
 - h) To request the company to buy back their shares pursuant to the cases specified in Clause 1, Article 129 of the Enterprises Law;
 - i) Other rights stipulated in this Charter and the Enterprises Law.
3. Shareholders or groups of shareholders holding 10% or more of the total number of the Company's ordinary shares for six consecutive months or more shall have the following rights:
- a) To nominate or nominate themselves to the Board of Directors in accordance with the relevant provisions in Paragraph 2, Article 24 of this Charter;
 - b) To request the convening of the General Meeting of Shareholders in the following cases:
 - (i) The Board of Management seriously violates the rights of shareholders, the obligations of managers or the issuance of decisions beyond their rights;
 - (ii) The term of office of the Board of Directors has exceeded six (6) months without the replacement of the Board of Directors.

The request for convening a meeting of the General Meeting of Shareholders shall be in writing and shall include a full name, permanent address, ID card, passport or other legal personal identification number for individual shareholders ; or Name, address, nationality, number of establishment decision or business registration number, head office address for institutional shareholders; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and percentage of ownership in the total number of shares of the company, grounds and reasons for convening the General meeting of shareholders. Enclosed with the request shall be documents and evidences on the violations of the Board of Directors, the seriousness of the violation or the decision beyond its competence.
 - c) To examine and receive copies or the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
 - d) To request the Board of Directors to examine each specific issue related to the management and operation of the Company when necessary. The request shall be made in writing with full name, permanent address, nationality, ID card number, passport or other legal personal identification for individual shareholders; or with name, permanent address, nationality, establishment decision number or business registration number, for institutional shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the company; issues and purposes to be examined;
 - e) To review and extract minutes and resolutions of the Board of Directors, mid-year and annual financial reports in the form of Vietnamese accounting system during working hours and at the head office of the Company;

- f) Other rights stipulated in this Charter.

Article 12. Obligations of shareholders

Shareholders have the following obligations:

1. To comply with the Company's Charter and internal regulations of the Company; to abide by the decision of the General Meeting of Shareholders, the Board of Directors;
2. To participate in meetings of the General Meeting of Shareholders and exercising the right to vote directly or through authorized representatives or conducting the remote voting.
3. To pay for the purchase of shares already registered according to regulations; to be responsible for the debts and other property obligations of the Company within the amount of capital contributed to the Company.
4. Shareholders are not allowed to withdraw the capital contributed by ordinary shares from the Company in any form, except when they are redeemed by the Company or others. Where a shareholder withdraws part or total of the contributed share capital in contravention of the provisions of this Clause, such shareholder and related persons in the company shall jointly be liable for debts and the meaning other assets of the Company within the value of shares have been withdrawn and the damage occurred.
5. To provide accurate personal information and address when subscribing for shares and when there is a change;
6. To complete other obligations in accordance with this Charter and current law;
7. To take personal responsibility when acting on behalf of the Company in any form to commit one of the following acts:
 - a) Violating the law;
 - b) Carrying out business and other transactions for personal benefit or for the benefit of other organizations and individuals;
 - c) To pay any debt not due resulting in the Company being likely to be facing financial risks.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. Annual General Meeting of Shareholders is held once a year. The General Meeting of Shareholders shall hold annual meetings within four months from the last day of the financial year, except for cases of extension in accordance with law.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select the appropriate venue. The Annual General Meeting of Shareholders decides the issues in accordance with the law and the Charter of the Company, especially the annual financial statements and the financial budget for the next fiscal year. Independent auditors may be invited to attend the convention to advice the adoption of annual financial statements.
3. The Board of Directors shall convene the Extraordinary General Meeting of Shareholders in the following cases:
 - a) It's deemed to be necessary for the benefit of the Company, as decided by The Board of Directors;

- b) The annual balance sheet, quarterly or six-month financial statement or audit report of the fiscal year records the loss of half of owner's equity as compared to the beginning figures;
 - c) When the number of members of the Board of Directors is less than the number of members prescribed by law or when it is reduced by more than one third (1/3) as it is prescribed in the Charter;
 - d) When the number of independent members of the Board of Directors is less than the minimum number prescribed by law;
 - e) The shareholder or group of shareholders stipulated in Clause 3, Article 11 of this Charter shall request the General Meeting of Shareholders to convene the shareholder meeting by a written proposal. The written request shall clearly state the reason and purpose of the meeting, bearing signatures of the relevant shareholders (the proposal can be made in several copies to have enough signatures of all related shareholders);
 - f) Other cases in accordance with the law and the Charter of the Company.
4. Convene the Extraordinary General Meeting of Shareholders:
- a) The Board of Directors shall convene a meeting of the General Meeting of Shareholders within 60 days from the date when the remaining members of the Board of Directors meet the conditions as specified at Item c, Clause 3 of this Article.
 - b) The Board of Directors shall convene a meeting of the General Meeting of Shareholders within 90 days from the date when the number of independent members of the Board of Directors is as stipulated in Item d, Clause 3 of this Article or receive the request pursuant to Item e Clause 3 of this Article. This provision shall not apply to case where the independent members of the Board of Directors no longer satisfy the conditions prescribed in Clause 2, Article 151 of the Law on Enterprises. For dealing with this case, the Board of Directors are entitled to choose one of the actions specified in Clause 3, Article 151 of the Law on Enterprises.
 - c) If the Board of Directors shall not convene the General Meeting of Shareholders in accordance with Item a and Item b of Clause 4 of Article 13 of this Charter within the next thirty (30) days, the relevant shareholder or group of shareholders specified at Item f, Clause 3 of Article 13 shall replace the Board of Directors to convene the Shareholders' General Meeting.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration office to supervise the convening and conduct of the meeting when necessary.
 - d) All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. This expense shall not include expenses paid by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

- 1. The Annual General Meeting of Shareholders shall have the right to discuss and approve:
 - a) The annual business plan of the company

- b) Audited annual financial reports;
 - c) Report of the Board of Directors;
 - d) Dividends per share for each type of share.
2. Annual and extraordinary meetings of the General Meeting of Shareholders shall pass a resolution on the following issues:
- a) Approval of annual financial statements;
 - b) The annual dividend payment for each type of shares in accordance with the Law on Enterprises and the rights attached to such type of shares. This dividend is not higher than that proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;
 - c) The number of members of the Board of Directors;
 - d) To approve the list of auditing companies;
 - e) To elect, dismiss discharge and replace members of the Board of Directors;
 - f) Total remuneration package for the Board of Directors; Report of remuneration of the Board of Directors;
 - g) To supplement and amend the Charter of the Company;
 - h) Type of shares and number of new shares to be issued for each type;
 - i) Divide, merge and acquisition or convert the Company;
 - j) Reorganize and dissolve (liquidate) the Company;
 - k) To consider and deal with breaches of the Board of Directors, causing damage to the Company and its shareholders;
 - l) To make decisions on investment or sale of assets valued at 70% or more of the total assets of the Company and its branches recorded in the most recently audited financial statements;
 - m) To make decision on buy-back of more than 10% of total number of shares already subscribed;
 - n) The General Director is also the Chairman of the Board;
 - o) The Company or its branches enter into contracts with persons defined in Clause 1, Article 162 of the Law on Enterprises, at the value equal to or more than 35% of the total assets of the Company and its branches as recorded in the latest audited financial statement;
 - p) To approve the development orientation of the Company.
 - q) Other issues as stipulated in this Charter and other regulations of the Company.
3. Shareholders are not allowed to vote in the following cases:
- a) Contracts specified at Item o, Clause 2 of this Article, when such shareholder or his/her related person is a party to the contract;
 - b) The acquisition of shares of such shareholder or of the person related to the shareholder except for cases where the share repurchase is made in accordance with the ownership ratio of all shareholders or the acquisition is made on matching order

basis of the Stock Exchange or public offer in accordance with the law;

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

Article 15. Authorized representatives

1. Shareholders who are entitled to attend the General Meeting of Shareholders in accordance with the provisions of law may directly attend or authorize their representatives to attend. In cases where more than one authorized representative is appointed, the number of shares and the number of votes of each representative shall be specified.
2. The authorization of the representative to attend the General Meeting of Shareholders shall be made in writing on the form stipulated by the Company and must bear signature in accordance with the following provisions:
 - a) Authorization to present an individual shareholder must bear the signatures of both shareholder and the person authorized to attend the meeting;
 - b) Authorization on behalf of organization shareholder must bear the signatures of the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting shall be signed;
 - c) In other cases, the power of attorney shall be signed by the legal representative of the shareholder and the person authorized to attend the meeting. Persons authorized to attend the General Meeting of Shareholders shall submit a written authorization before entering the meeting room.
3. Where the attorney appoints a representative on behalf of the authorizing person, the designation of a representative in this case shall only be considered effective if the designation of the representative is presented together with the letter of authorization for lawyers (if previously not registered with the Company).
4. Except for cases specified in Clause 3 of this Article, the voting cards of the person authorized to attend the meeting within the scope of authorization shall be effective in one of the following cases:
 - a) The authorizer dies, or his/her capacity for civil acts is lost or restricted;
 - b) The authorizer terminates the authorization;
 - c) The authorizer revokes the authority of the person performing the authorization.
5. The provisions of Clause 4 of this Article shall not apply in cases where the Company receives notice of one of the events mentioned in Clause 4 of this Article before the opening time of the Shareholders' General Meeting or before the meeting.

Article 16. Change of rights

1. The change or cancellation of the special rights associated with a type of preference shares shall be effective when approved by the shareholders holding at least 51% of the ordinary shares attending the meeting and by shareholders holding least 65% of the voting right of the above preference shares.
2. The holding of such meeting shall be valid only when there are at least two shareholders (or their authorized representatives) who hold at least one-third of the total par value of such type of shares issued. In case the condition for holding such meeting as mentioned

above is not satisfied, the meeting shall be held within thirty (30) days thereafter, and the holders of such shares (irrespective of the number of attending shareholders and number of shares) present in person or authorized representatives to attend the meeting are considered to meet the required condition. At the above-mentioned separate meetings, the holders of such shares present in person or through their representatives may request a secret ballot and each holder shall have one vote for each share of such type of share.

3. The procedures for conducting separate meetings mentioned in Clauses 1 and 2 of this Article shall be similar to those prescribed in Article 18 and Article 20.
4. Except as otherwise provided in the shareholding provisions, the special rights attached to a certain type of shares which are endowed with a certain or all matters relating to the distribution of profits or all issues related to the Company's profit or assets sharing will not be changed when the Company issues additional shares of the same type.

Article 17. Convening of the General Meeting of Shareholders, Meetings Agenda and Announcement of the General Meeting of Shareholders

1. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened pursuant to Article 13.3 or Article 13.4 of this Charter.
2. The convener of the General Meeting of Shareholders shall perform the following tasks:
 - a) To prepare a list of shareholders eligible to attend and vote at the General Meeting within 15 days prior to the date of sending invitation for the General Meeting of Shareholders; meeting agenda, and documents in accordance with the laws and regulations of the Company;
 - b) To prepare the program and contents of the meeting;
 - c) To prepare documents for the meeting;
 - d) The draft resolution of the shareholders' general meeting according to the proposed contents of the meeting;
 - e) To determine the time and venue of the general meeting;
 - f) To notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.
3. The notice of the general meeting of shareholders shall be sent to all shareholders by guaranteed means and announced on the media of the Stock Exchange, the State Securities Commission, on the Company's website. The person convening the General Meeting of Shareholders shall send a notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting at least ten (10) days prior to the date of the meeting (from the date the notification being sent properly). The agenda of the General Meeting of Shareholders, documents relating to issues to be voted at the meeting, sent to the shareholders and/or posted on the Company's website and at the invitation shall specify the website address, so that shareholders can access, including:
 - a) The agenda and documents used in the meeting;
 - b) List and details of candidates (in case of prior identification of candidates) in case of election of members of the Board of Directors;
 - c) Voting cards;

- d) The form of appointment of a representative authorized to attend the meeting;
 - e) Draft resolutions for each issue of the agenda.
4. Shareholders or groups of shareholders stipulated in Clause 3 Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal shall be made in writing and sent to the Company at least 5 working days prior to the opening of the General Meeting of Shareholders. The proposal shall include the full name of the shareholder, permanent address, nationality, citizen identification number/ identity card, passport or other legal personal identification number for shareholders being individuals; the name, enterprise identification number or establishment decision number, head office address for institutional shareholders; the number and type of shares he/she holds and the issues proposed to be included in the agenda.
 5. The convener of the General Meeting of Shareholders shall have the right to refuse any proposal pursuant to Clause 4 of this Article in the following cases:
 - a) The proposal is received by the Company on time or contains incorrect or insufficient information;
 - b) At the time of the proposal, such shareholder or group of shareholders shall not own at least 10% of the total number of ordinary shares for at least six consecutive months.
 - c) The issue recommended does not fall within the decision-making authority of the General Meeting of Shareholders.
 6. The Board of Directors shall prepare a draft resolution for each issue in the agenda.
 7. In case all shareholders representing 100% of voting shares directly participate in or through authorized representatives at the General Meeting of Shareholders, the resolutions of the General Meeting of Shareholders being passed with 100% of voting shares is legal and effective even if the convening of the General Meeting of Shareholders is not in accordance with the order and procedures as prescribed or the issues not included in the meeting agenda.

Article 18. Conditions for holding the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the total number of voting shares.
2. If the first meeting cannot take place because the condition stipulated in Clause 1 of this Article is not satisfied, the meeting must be re-convened within 60 (sixty) days from the intended date of holding the first General Meeting of Shareholders. The General Meeting of Shareholders which is convened for the second time shall be conducted when the number of attending shareholders and shareholders 'authorized representatives representing at least 33% of the voting shares.
3. If the second meeting is not conducted due to insufficient quorum as required in Clause 2 of this Article within 60 (sixty) minutes from the opening time of the meeting, the third meeting may be convened within 60 (sixty) days from the planned date of the second general meeting and in this case, the meeting shall be conducted regardless of the number of shares or authorized representatives to attend and be considered eligible and have the right to decide all issues that the General Meeting of Shareholders intend to approve.

4. According to the decision of the General Meeting of Shareholders, the Chairman of the General Meeting shall have the right to change the meeting agenda sent together with the notice of meeting as stipulated in Clause 3, Article 17 of this Charter.

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

1. On the date of the General Meeting of Shareholders, the Company must carry out procedures for registration of shareholders until all shareholders entitled to attend the meeting are registered.
2. When conducting the registration of shareholders, the Company shall issue to each shareholder or authorized representative a voting card, stating the registration number, full name of shareholder, the authorized representative and the number of votes of the shareholder. When voting at the meeting, the number of the card approving the resolution is collected first, the number of the card disapprove the resolution is collected after, . The total number of votes for, against or against shall be announced immediately by the chairman before the closing of the meeting. The General meeting shall elect a board of checking vote cards as proposed by the chairman of the meeting. Notwithstanding to the above regulation, prior to the General Meeting of Shareholders, the Board of Directors shall select the appropriate way of voting, election regulation to submit to the General Meeting of Shareholders for approval before meeting.
3. Shareholders who come to the General Meeting of Shareholders late have the right to register immediately and then have the right to participate and vote at the meeting. The Chairman shall not be obliged to stop the General Meeting for late registration of shareholders and the validity of the voting sessions conducted before the late shareholders attending the meeting shall not be affected.
4. The chairman of the Board of Directors shall chair the meetings convened by the Board of Directors; In cases the chairman is absent or temporarily incapable of working, the remaining members shall elect one of them to preside over the meeting on the principle of majority; In case of not electing the chairman, one of the members of the Board of Directors shall have the right to control the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall chair the meeting.

In other cases, the person signing the convening of the General Meeting of Shareholders shall conduct the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall chair the meeting. The Chairman shall appoint one or several persons to act as meeting secretary;

5. Only the General Meeting of Shareholders shall have the right to change the meeting agenda sent together with the meeting invitation.
6. Chairman of the General Meeting of Shareholders may postpone a meeting even if there are enough quorum members at another time and at a place decided by the chairman without consulting at the meeting in case that:
 - a) The meeting venue shall not have enough seats for all attendees;
 - b) The means of information at the meeting place do not meet the requirements of discussion and voting of the participants;
 - c) There is an attendee who obstructs the meeting or disturbs the order; there is a risk

that the meeting may not be conducted fairly and properly.

In addition, the Chairman of the General Meeting of Shareholders may adjourn the meeting when there is a consensus or request of the General Meeting of Shareholders that sufficient numbers of delegates are present. The maximum time for adjournment is three days from the date of proposed meeting. The meeting shall only consider the issues that should have been legally resolved at the previously delayed meeting.

7. If the chairman postpones or temporarily stops the General Meeting of Shareholders in contravention of Clause 6 of Article 19, the General Meeting of Shareholders elects another person among the attendees to replace the chairman of the meeting until the end and the validity of the voting at such meeting shall not be affected.
8. The chairman of the meeting may conduct the activities which considered necessary to conduct the Shareholders' General Meeting in a regular and orderly manner; or to the General Meeting of Shareholders to reflect the wishes of the majority shareholders/representatives to attend.
9. Persons convening the General Meeting of Shareholders may request shareholders or authorized representatives to attend the General Meeting of Shareholders subject to inspection or other lawful and reasonable security measures. Where a shareholder or his/her authorized representative refuses to comply with the said inspection or security measures, the Board of Directors, after careful consideration, may refuse or expel such shareholder or representatives out of the meeting.
10. The person who convenes the General Meeting of Shareholders, after careful consideration, may take such measures as are deemed appropriate to:
 - a) Arrange seats at the meeting venue of the General Meeting of Shareholders;
 - b) Ensure safety for everyone present at the meeting;
 - c) Create conditions for shareholders to attend (or continue to attend) the General Meeting of Shareholders.

Persons convening the General Meeting of Shareholders shall have full power to change the above-mentioned measures and apply all measures if necessary. Applicable measures may be entrance ticket or alternative forms of use.

11. Where the General Meeting of Shareholders applies the above-mentioned measures, the person convening the General Meeting of Shareholders, when determining the venue of the meeting may:
 - a) Announce that the meeting shall be held at the venue indicated in the notice and that the meeting chair shall be present ("the main venue of the meeting");
 - b) Arrange for the shareholders or their authorized representatives not to attend the meeting according to this Article or those who wish to participate in the venue other than the main venue of the meeting may concurrently attend the meeting The

Notification of the organization of the General Meeting shall not require details of organizational measures under this Article.

12. In this Charter (unless required otherwise), all shareholders shall be considered as participating in the General Meeting of Shareholders.

Annually, the Company shall hold the General Meeting of Shareholders at least 01 (one)

time. Annual General Meeting of Shareholders is not organized in the form of collecting written opinions.

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

1. The General Meeting of Shareholders shall approve all issues within its competence by way of voting at the meeting or by collecting written opinions, including the issues stipulated in clause 2 of Article 143 of the Law on Enterprises. A resolution of the general meeting of shareholders, if approved by way of voting at the meeting, shall meet the following conditions.
 - a) Approved by the number of shareholders representing at least 51% of the total number of votes of all shareholders directly attending the meeting or authorizing them to attend the meeting;
 - b) With regard to the following issues, the number of shareholders representing at least 65% of the total number of votes of all shareholders directly attending the meeting or authorized to attend the meeting shall be approved:
 - i. To decide on the type of shares and the total number of each type of shares to be offered for sale;
 - ii. To change the business lines;
 - iii. To reorganize and dissolve the Company; to change the organizational structure of the Company;
 - iv. To make decision on investing or selling assets valued at 70% or more of the total value of assets recorded in the latest audited financial statement of the company;
2. Resolutions of the general meeting of shareholders, if passed in the form of collecting written opinions, including issues mentioned in Item b Clause 1 of this Article, must be approved by a number of shareholders representing at least 51% of the number of votes of shareholders.
3. The vote on the election of the Board of Directors members shall be conducted by method of voting according to the ownership ratio or the method of cumulative voting. Before the general meeting of shareholders or collecting shareholders' opinions in writing to elect members of the Board of Directors, the Board of Directors shall decide on the method of voting to elect members of the Board of Directors in accordance with the regulations of this Charter.

In the case of voting for the members of the Board of Directors, the voting shall be made by each shareholder or authorized representative of the shareholder having the total number of votes corresponding to the total number of shares owned or held. Total number of shares represented by the number of elected members of the Board of Directors and shareholders are entitled to put all of their votes into one or several candidates. The method of cumulative voting shall be established by the Board of Directors in the Regulations or the regulations on election

If the number of members of the Board of Management elected by the method of cumulative voting shall not guarantee the minimum number of independent members of the Board of Directors as stipulated in Item 1 of Article 24 of the Charter, Independent members of the Board of Directors shall be given priority (in terms of number of votes from high to low for independent members of the Board of Directors until they reach the

minimum number) to be elected. Independent Board. In this case, non-independent members of the Board of Directors who have been elected and have the lowest number of votes cast from high to low shall be replaced by the independent members of the Board of Directors selected by the method above and, accordingly, shall not be on the list of elected members of the Board.

In cases where two (02) or more candidates reach the same number of votes for the last member of the Board of Directors, they shall re-elect candidates with equal number of votes or select according to criteria in the election rules. In case there are not enough members of the Board of Directors or independent members of the Board of Directors, the General Meeting shall re-elect until the number of members

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

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

1. The Board of Directors is entitled to collect shareholders' written opinions in order to pass on the matters falling under the authority of the General Meeting of Shareholders stipulated in this Charter at any time if deemed necessary because the interests of the Company;
2. The Board of Directors shall prepare the opinion form, the draft resolution of the General Meeting of Shareholders and the documents explaining the draft resolution. The written opinion form attached to the draft Resolution and explanatory documents shall be sent by the method of reaching the registered contact address of each shareholder at least 10 days before the deadline to return the opinion form. The list of shareholders sending questionnaires shall be made according to the provisions of Item a, Clause 2, Article 17 of this Charter and Clause 2, Article 137 of the Law on Enterprises. The request and the manner of sending opinion sheets and accompanying documents shall comply with the provisions of Article 139 of the Law on Enterprises;
3. The written opinion form shall contain the following principal contents:
 - a) Name, head office address, enterprise identification number;
 - b) The purpose of gathering comments;
 - c) Full name, permanent address, nationality, citizenship card number, ID card number, passport or other legal personal identification of shareholders being individuals; Name, business identification number or establishment decision number, address of the head office of the shareholder being the organization or full name, permanent address, nationality, citizen identification card number, Passport or other lawful personal identification of authorized representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;
 - d) Issues to be solicited for decision approval;
 - e) Voting options include approval, disapproval and no opinion;
 - f) The deadline for sending the completed questionnaire to the Company;
 - g) Full name and signature of the Chairman of the Board and the legal representative of the Company;

4. Answered opinion cards shall be signed by shareholders being individuals, authorized representatives or representatives at law of shareholders being organizations.
5. The opinion form sent to the company shall be enclosed in a sealed envelope and no one shall be entitled to open it before the vote count. Any questionnaire sent to the company after the deadline specified in the written opinion form or opened in the case of mailing and disclosure in the case of sending faxes or emails is invalid; Unofficial peer review cards are considered as non-voting ballots;
6. The Board of Directors shall count the votes and make the minutes of counting votes in the witness of shareholders who do not hold the position of managing the Company. The vote counting minutes shall contain the following principal contents:
 - a) Name, address of the head office, and code of the enterprise;
 - b) Purposes and issues to be consulted for the adoption of the decision;
 - c) The number of shareholders with the total number of votes already cast, in which the number of valid votes and invalid votes is enclosed with the appendices of the list of shareholders participating in the voting;
 - d) Total number of votes for, disapproval and no opinion on each issue;
 - e) Decisions have been approved;
 - f) Full name and signature of the Chairman of the Board, the legal representative of the Company and the counting supervisor and the counting person;

Members of the Board of Directors, the counters and the counting supervisor shall be jointly responsible for the truthfulness and accuracy of the minutes of counting votes; To be jointly and severally liable for losses arising from decisions adopted due to untruthful or inaccurate counting of votes;
7. Minutes of counting of votes shall be posted on the Company's website and disclosed according to law provisions within twenty-four (24) hours from the end of the counting of votes.
8. The completed questionnaire, the minutes of vote count, the full text of the approved resolution and related documents sent together with the opinion form shall be kept at the head office of the company.
9. Resolution passed in the form of collecting written opinions of shareholders is as valid as the resolution approved at the General Meeting of Shareholders.

Article 22. Minutes of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be recorded in a minutes and may be recorded or recorded and stored in another electronic form. The minutes shall be in Vietnamese.
2. Minutes of the General Meeting of Shareholders
 - a) To be completed and approved before the closing of the meeting;
 - b) The chairman and secretary shall be jointly responsible for the truthfulness and accuracy of the minutes of the meeting;
 - c) Minutes of the General Meeting of Shareholders shall be posted on the Company's website and disclosed in accordance with the law within twenty-four (24) hours from

the date of approval.

The Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders attending the meeting, the resolutions adopted and the related documents attached with the invitation to the meeting shall be kept at the head office of company.

3. Minutes of the General Meeting of Shareholders are considered as evidence of the work carried out at the General Meeting of Shareholders unless there are objections to the content of the minutes given in accordance with the procedure is within ten (10) days from the date of submitting the minutes

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

Within 90 (ninety) days as from the date of announcing the minutes of the General Meeting of Shareholders or the minutes of the result of counting of votes to gather opinions of the General Meeting of Shareholders, shareholders, groups of shareholders stipulated in Clause 3 of Article 11 of this Charter may request the court or arbitrators to consider and cancel the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders or collecting shareholders' opinions in writing do not comply with the provisions of the Law on Enterprises and the Charter of the Company, except for the cases stipulated in Clause 7 of Article 17. This Charter and Clause 2, Article 148 of the Law on Enterprises;
2. The order and procedures for the issuance of the Resolution and the content of the Resolution violate the law or the Charter of the Company.

If the decision of the General Meeting of Shareholders is canceled under the decision of the Court or the Arbitrator, the person convening the meeting of the General Meeting of Shareholders whose resolution has been revoked may consider the reorganization. General Meeting of Shareholders within 90 (ninety) days according to the order and procedures stipulated in the Law on Enterprises and this Charter.

CHAPTER VII: BOARD OF DIRECTORS

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

1. The number of members of the Board of Directors is at least 03 (three) and at most 11 (eleven). The specific number of members of the Board of Directors in each period shall be decided by the General Meeting of Shareholders. The term of office of a member of the Board of Directors does not exceed five years; a member of the Board may be re-elected for an unlimited number of terms. The number of independent members shall be at least one-third (1/3) of the total number of members of the Board of Directors.

2. Nomination of members of the Board of Directors is carried out as follows:

Shareholders or groups of shareholders holding voting rights for at least six (06) consecutive months have the right to add up the number of voting rights of each person to nominate candidates for the Board of Directors and shall notify the Board of Directors no later than 3 working days before the opening of the General Meeting of Shareholders. A shareholder or a group of shareholders holding from 10% to less than 20% of the total number of voting shares for a consecutive period of at least six months shall be entitled to nominate one (01) candidate; Between 20% and under 30% of the total number of voting shares for at least six consecutive months shall be entitled to nominate up to two (02) candidates; From 30% to less than 40% of the total number of voting shares for at least

six consecutive months shall be entitled to nominate up to three (03) candidates; From 40% to less than 50% of the total number of voting shares for at least six consecutive months shall be entitled to nominate up to four (04) candidates; Between 50% and under 60% of the total number of voting shares for at least six consecutive months shall be entitled to nominate up to five (05) candidates; 60% of the total number of voting shares for a continuous period of at least six months may nominate full number of candidates.

3. Where the number of candidates for the Board of Directors by way of nomination and is still insufficient, the Board of Directors of the incumbent may nominate more candidates or organize the nomination according to a mechanism prescribed by the Company. The nomination mechanism or the manner in which the incumbent board of directors nominates candidates for the Board of Directors shall be clearly announced and approved by the General Meeting of Shareholders prior to nomination.
4. Members of the Board of Directors shall no longer be members of the Board of Directors in the following cases:
 - a) The member is not eligible to be a member of the Board of Directors in accordance with the provisions of the Law on Enterprises or prohibited by law from acting as a member of the Board of Directors;
 - b) The member sends a written request to resign to the head office of the Company;
 - c) The member is mentally disturbed and other members of the Board of Directors have professional evidences that such person is no longer capable of acting;
 - d) The member is absent from participating in the meetings of the Board of Directors for six consecutive months without the approval of the Board of Management, except in case of force majeure;
 - e) The member is dismissed from the Board of Directors in accordance with the resolutions of the General Meeting of Shareholders.
5. In the event that all members of the Board of Directors jointly end their tenure, such members shall continue to be members of the Board until a new member is elected to take over and take over the work.
6. Members of the Board of Directors are not necessarily the holders of shares of the Company.
7. Criteria and conditions for being members of the Board of Directors:

Members of the Board of Directors shall meet the criteria and conditions stipulated in article 151.1 of the Law on Enterprises;
8. The election of members of the Board of Directors shall be announced in accordance with the law on securities and securities market.

Article 25. Rights and obligations of the Board of Directors

1. The business activities and affairs of the Company shall be managed or directed by the Board of Directors. The Board of Directors is fully authorized to exercise all the rights in the name of the Company which do not fall within the authority of the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising the General Director and other Company executives.

3. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, internal regulations and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and duties:
- a) To decide on annual production and business development plans and budget;
 - b) To define operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;
 - c) To decide on the appointment, dismissal, removal, salary levels and other benefits for the General Director and other Company executives at the proposal of the General Director; to Sign and terminate labor contracts with the General Director and other Company executives; To appoint representatives authorized to participate in the Members' Council or the General Meeting of Shareholders in other companies; to decide on their remuneration and other benefits;
 - d) To decide on the organizational structure of the company;
 - e) To deal with the Company's complaints against the Company executives as well as to decide on the assignment of representatives of the Company to resolve matters related to the legal procedures for such Company executives;
 - f) To recommend types of shares to be issued and total number of shares issued for each type;
 - g) To decide on the issuance of bonds and recommend the issuance of convertible bonds to shares and the certificates of right to buy shares at a specific price to submit for the General Meeting of Shareholders' approval;
 - h) To decide on the issuance of individual stocks;
 - i) To decide on prices of bonds, shares and convertible securities;
 - j) To decide to offer new shares within the number of shares offered for sale of each type; Decide to mobilize more capital in other forms;
 - k) To decide to buy back shares according to the provisions of Clause 1, Article 130 of the Law on Enterprises;
 - l) To decide on investment, investment plans, investment projects or sale of assets valued at under 70% of the total asset value inscribed in the latest financial statement of the company;
 - m) To make decision on market expansion, marketing and technology; to approve contracts for purchase, sale, borrowing, lending, guarantee and other contracts valued at 5% of the total value of assets recorded in the latest financial statements of the Company or more and transactions as stipulated in Clause 2, Article 162 of the Law on Enterprises;
 - n) To decide on the internal regulations on corporate governance after it is approved by the General Meeting of Shareholders to protect shareholders;
 - o) To submit the annual financial statement to the General Meeting of Shareholders for approval;
 - p) To recommend the annual dividend rate and determine the temporary dividend rate; Determining the time-limit and procedures for paying dividends or dealing with losses incurred in the business operation;

- q) To approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or consult the General Meeting of Shareholders for passing resolutions;
 - r) To recommend the reorganization or dissolution of the Company.
4. The following issues shall be approved by the Board of Directors:
- a) Establishment or dissolution of branches or representative offices of the Company;
 - b) Establishment, dissolution and bankruptcy of the Company's subsidiaries;
 - c) The contracts on purchase, sale, borrowing, lending and other contracts of the company which do not fall within the authority of the General Meeting of Shareholders as specified in the Item 1, Clause 2, Article 14 of this Charter and Clause 1 and Clause 3, Article 162 of the Law on Enterprises;
 - d) Appointment and removal of persons authorized by the Company as business representatives and lawyers of the Company;
 - e) Borrowing and implementation of the mortgage, guarantee and compensation of the Company;
 - f) Investments excluded in the business plan and budget or investments exceeding 10% of the annual plan and business budget;
 - g) The purchase or sale of shares or capital contributions of other companies established in Vietnam or abroad;
 - h) The valuation of assets, not by cash, contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
 - i) The Company purchases or redemption up to 10% of each type of shares; other cases, the buy-back of shares shall be decided by the General Meeting of Shareholders;
 - j) The business or transaction issues decided by the Board of Directors need to be approved within the its rights and responsibilities;
 - k) Decide the purchase price or redemption of shares of the company.
 - l) Economic-technical norms related to the production and business activities of the company.
5. The Board of Directors shall report to the General Meeting of Shareholders on its activities, particularly on the supervision of the Board of Directors for the General Director and other Company executives in the fiscal year. In case the Board of Directors doesnot submit a report to the General Meeting of Shareholders, the annual financial report of the Company shall be considered invalid and not approved by the Board of Directors.
6. Unless otherwise provided for by law, the Board of Directors may authorize subordinate employees and Company executives to act on behalf of the Company.
7. The Board of Directors is solely responsible for the organizational structure, operation mechanism, method of corporate governance, the working relationship between the Board and other units and individuals in Company and other organizations and individuals outside the Company in accordance with the provisions of the Charter.

When performing their functions and tasks, the Board of Directors shall strictly comply with the provisions of law, the company's charter and decisions of the General Meeting of Shareholders. In cases where a decision passed by the Managing Board is contrary to the provisions of law or the company's Charter causing damage to the company, the members who approve such decision must jointly bear responsibility for such decision and compensation for damage to the Company; Members who object to the decision are exempt from liability. In this case, shareholders holding shares of the Company continuously for at least one year have the right to request the Board of Directors to suspend the implementation of the above decision.

8. Members of the Board of Directors (excluding authorized representatives) shall be entitled to remuneration for their work as the Board's members. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. Such remuneration shall be distributed to the members of the Board of Directors in accordance with the agreement in the Board of Directors or equally divided in the case of failure to reach an agreement.
9. The total remuneration of members of the Board of Management, including remuneration, expenses, commissions, share purchase rights and other benefits from the Company and from its subsidiaries and affiliated companies and other companies in which the members of the Board of Directors are representative of the capital contribution shall be disclosed in detail in the annual report of the Company.
10. Members of the Board of Directors taking executive positions (including the position of Chairman or Vice Chairman), or members of the Board of Directors working for subcommittees of the Board of Directors or executing any other work that, in the view of the Board of Directors, is outside the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a one-time remuneration package, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.
11. Members of the Board of Directors are entitled to all travel, accommodation and other expenses that they have to pay when performing their duties as members of the Board of Directors. All expenses incurred in attendance at meetings of the Board of Directors or subcommittees of the Board of Directors or General Meeting of Shareholders.

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

1. The Board of Directors shall select among the members of the Board of Directors to elect one Chairman and, depending on each period, one or several Vice Chairman. The Chairman of the Board of Directors may concurrently hold the position of General Director of the Company if approved annually at the Annual General Meeting of Shareholders.
2. The chairman of the Board of Directors shall have the following rights and duties:
 - a) To set up programs and plans of operation of the Board of Directors;
 - b) To prepare or organize the preparation of programs, contents and documents for the meeting and to convene and chair the General Meeting of Shareholders and the meetings of the Board of Directors;
 - c) To organize for passing resolutions of the Board of Directors;
 - d) To supervise the process of organizing the implementation of decisions of the Board

of Directors;

- e) To chair the General Meeting of Shareholders.
 - f) Other rights and duties stipulated in the Law and this Charter.
3. The Vice Chairman holding the highest position or another member of the Board of Directors shall have the same rights and obligations as the Chairman in case of written authorization by the Chairman, but only if the chairman has notified to the Board of Directors that he/she is absent or absent due to force majeure or his/her incapacity to perform his/her duty. In the above cases, if the Chairman shall not appoint such person, the remaining members of the Board shall appoint the highest-ranking Vice President to exercise the rights and obligations of the Chairman. Where both the Chairman and the Vice Chairman of the highest position are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another Vice Chairman or another member to perform the duties of the Chairman in the principle of majority;
 4. The chairman of the Board of Directors shall be responsible for procuring the submission of annual financial statements, reports on the Company's operations, auditing reports and inspection reports to the Board of Directors to the Shareholders at the General Meeting of Shareholders;
 5. In case the Chairman of the Board resigns or is dismissed or removed from office, the Board of Directors shall elect a person for replacement within thirty (30) days.

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

Members shall attend all meetings of the Board. A member of the Board of Directors may authorize another person to attend the meeting of the Board of Management if approved by a majority of the members of the Board of Directors or in other cases as provided for by law.

Article 28. Meetings of the Board of Directors

1. The chairman of the Board of Directors shall be elected in the first meeting of the term of the Board of Directors within 7 working days after the end of the election of the Board of Directors. This meeting shall be convened by the members on the basis of majority of votes. In cases where more than one member shall have the highest and equal number of votes, the members shall elect one of them to convene a meeting of the Board of Directors.
2. Regular meetings: The Board of Directors chairman shall convene meetings of the Board of Directors, set up the agenda, time and venue of the meeting at least 5 (five) days before the expected meeting date. The chairman may convene the meeting whenever it is deemed necessary, but at least once every quarter.
3. For extraordinary meetings: The chairman of the Board convenes extraordinary meetings for the benefit of the Company at any time when necessary. In addition, the Chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors when there is recommended in writing with clear purpose of the meeting, issues to be discussed and decisions within the authority of the Board of Directors by one of the following personnel's:
 - a) The General Director or at least five of other Key Management Personnel;
 - b) At least two executive members of the Board of Directors;
 - c) Independent member of the Board of Directors.

4. Meetings of the Board of Directors mentioned in Clause 3 of this Article shall be conducted within 7 working days after receiving the recommendation mentioned in Clause 3 of this Article. In case the chairman of the Board of Directors refuses to convene the meeting as recommended, the Chairman shall be liable for any damage caused to the Company; Persons who recommend to hold a meeting referred to in Clause 3 of this Article may convene a meeting of the Board of Directors by themselves.
5. Where there is a request from an independent auditing company to audit the financial statements of the company, the chairman of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the situation of the Company.
6. Venue: Board meetings shall be held at the registered address of the Company or other places in Vietnam or abroad as decided by the Chairman of the Board of Directors as unanimous consent of the Board of Directors.
7. Notice of the meeting of the Board of Directors shall be sent in advance to members of the Board of Directors at least 2 working days prior to the meeting. The notice of the meeting of the Board of Directors shall be in writing in Vietnamese and accompanied with agenda, time and venue of the meeting, documents for the meeting and voting card of each member of the Board.

Notice of invitation may be sent by post, fax, email or other means, to the address of each member of the Board of Directors registered at the company.

8. Quorum for the Board of Directors meeting:
 - a) The quorum for Meetings of the Board of Directors shall be at least three quarters of the total number of the Board of Directors' Members are present in person or represent by proxy (through their representatives).
 - b) If the quorum for meeting convened pursuant to Item a of this Clause is not met, it shall be convened for a second time within seven (7) days from the planned date of the meeting. In this case, the quorum for the adjourned meeting shall be more than half of the members of the Board.
9. The Board of Directors shall pass a resolution by voting at the meeting, collecting written opinions or other forms depending on specific conditions and issues. Each member of the Board of Directors shall have one vote.
10. Voting:
 - a) Unless otherwise described in Item b, Clause 10 of this Article, each member of the Board of Directors or his/her authorized representative present at the Board of Directors' meeting shall have one vote;
 - b) A member of the Board of Directors shall not be entitled to vote on contracts, transactions or proposals that bring benefits to that member or his or her related persons in accordance with law. Members of the Board of Directors shall not be included in the quorum for a meeting of the Board of Directors on decisions that such member has no voting right;
 - c) Pursuant to Item d, Clause 10 of this Article, when issues arising in a the Board of Directors' meeting regarding to the interests of the Board of Directors' Members or related to the voting right of a member whose issues are not resolved by the voluntary renunciation of the voting rights of such member, the issues shall be

forwarded to the chairman of the meeting and the chairman's decision relating to other members of the Board of Directors shall be valid unless the nature or extent of the interests of the concerned members have been properly disclosed.

d) The Board of Directors' members who benefit from a contract as stipulated in Item a Clause 4 Article 35 and Item b Clause 4 Article 35 of this Charter shall be considered to have significant benefits in such contracts.

11. Disclosure of Interests: Members of the Board of Directors who obtain or know to obtain interests directly or indirectly from a contract or transaction that has been signed or is expected to be signed with the Company, shall have to disclose the nature and content of the interests in the first meeting of the Board of Directors to consider the issue of signing the contract or transaction. Such Board member may publicly disclose that at the first meeting of the Board of Directors held after the member knows that he or she shall obtain interests from the transaction or related contract.

12. Majority voting: The Board of Directors pass resolutions or make decisions on the basis the majority's approval. Where the number of votes for and against is equal, the vote of the Chairman of the Board of Directors is the final decision.

13. Tele-conference meeting or other forms: A meeting of the Board may be organized in the form of a meeting among the members of the Board of Directors when all or some of the members are in the different places provided that each participant can:

a) Hear each other member of the Board of Directors present at the meeting;

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

Exchange between members may be made directly by telephone or by other means of communication (including use of the media at the time of approval of the Charter or later) or is a combination of all these methods. According to this Charter, members of the Board of Directors attending such meeting are considered as "present" at the meeting. The location of the meeting held under this provision shall be the place where the largest group of members of the Board shall gather or, if no such group is present, the place where the meeting chairman is present.

Decisions passed during a telephone conference meeting which are conducted legally shall take effect immediately upon the conclusion of the meeting but shall be affirmed in writing with the signatures of all members of the Council. Governments attended this meeting.

14. A resolution in the form of collecting written opinions is based on the approval of the majority of the members of the Board of Directors with voting rights. This Resolution takes effect is valid as resolved by members of the Board of Directors at the meeting convened and organized in the usual manner.

15. Minutes of Board of Directors 'meetings: The chairman of the Board of Directors shall be responsible for forwarding the minutes of the meeting to the members and such minutes shall be considered as evidence of the work conducted in those meetings unless there is a protest against the content of the minutes within ten days of the transfer. Minutes of meetings of the Board of Directors shall be made in Vietnamese and shall contain the full name and signature of the chairman and the secretary.

The chairman and secretary shall be responsible for the truthfulness and accuracy of the minutes of meetings of the Board of Management.

Minutes of meetings of the Board of Directors and documents for the meeting shall be kept at the head office of the Company.

16. Subcommittees of the Board of Directors: The Board of Directors may set up committees to support the activities of the Board of Directors such as personnel committee, payroll committee and other subcommittees. The Board of Directors may appoint one (01) independent member of the Board of Directors as the head of the sub-committee of personnel and payroll. The establishment of subcommittees shall be approved by the General Meeting of Shareholders. In cases there is no sub-committee to be set up, the Board of Directors may assign independent members to assist the Board in extent of personnel activities and remuneration. The Board of Directors shall stipulate in detail the establishment of subcommittees, the responsibilities of each subcommittee, or the responsibilities of independent members in charge of the subcommittees.
17. The legal validity of the action: The actions taken by the Board of Directors, or subcommittees attached to the Board of Directors or by the subcommittee members of the Board of Directors shall be approved by the Board of Directors. It is considered to be valid even in cases where the election or nomination of subcommittees or the Board of Directors may be in error.

Article 29. Internal audit subcommittee

1. The Company has an internal audit subcommittee attached to the Board of Directors. The Internal Audit Subcommittee means the Internal Audit Committee as stipulated in Point b, Clause 1, Article 134 of the Law on Enterprises. Structure, composition and standards of members of the internal audit subcommittee; rights and obligations; Meetings of the Internal Audit Subcommittee and operating expenses are provided for as stipulated in the Internal Regulations on Corporate Governance.
2. Other matters related to the organization of operation of the internal audit subcommittee shall be decided by the Board of Directors.

CHAPTER VIII: GENERAL DIRECTOR, OTHER EXECUTIVES AND COMPANY SECRETARY

Article 30. Organization of the managerial unit

The company shall issue a management system under which the management shall be responsible and under the leadership of the Board of Directors. The Company has a General Director, a number of Deputy General Directors, several Directors of Department, several Professional Directors and a Chief Accountant appointed by the Board of Directors. The General Director and Deputy General Directors may be concurrently members of the Board of Directors, and shall be appointed or dismissed by the Board of Directors with a properly passed resolution.

Article 31. Company executives

1. At the proposal of the General Director and approved by the Board of Directors, the Company shall be recruited or hire other managers of the Company necessary or in accordance with the structure and management of the company. The Board of Directors recommends from time to time. Company executives shall have the diligence necessary for the activities and organization of the company to achieve the objectives.
2. The salary, remuneration, benefits and other terms in the labor contract with the General Director shall be decided by the Board of Directors. For other executives, the Board of

Directors shall decide after consultation with the General Director.

Article 32. Appointment, dismissal or removal from office, tasks and rights of the General Director

1. Appointment: The Board of Directors shall appoint a member of the Board or another person to be the General Director and shall sign a contract specifying salary, remuneration, benefits and other terms related to recruitment. The salary of the General Director is decided by the Board of Directors. Information about salaries, allowances and benefits of the General Director shall be reported in the annual meeting of shareholders and stated in the annual report of the Company.
2. Term of the General Director: According to Article 26 of this Charter, the General Director may not be the Chairman of the Board. The term of the Director General shall not exceed five (5) years unless the Board of Directors prescribes otherwise and may be re-appointed for an unlimited number of terms. Appointment may be terminated in accordance with the provisions of the labor contract. The General Director is not allowed to be banned from holding this office.
3. The General Director shall meet the criteria and conditions prescribed in Article 65 of the Law on Enterprises.
4. Rights and duties: The General Director shall have the following rights and duties:
 - a) To implement the resolutions of the Board of Directors and General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
 - b) To decide all issues of the Company in accordance with the resolutions of the Board, including the signing of financial and commercial contracts on behalf of the Company, organization and operation of daily business of the Company in accordance with the best management practices;
 - c) To recommend the number of Managers/Executives that the Company needs to hire or recruit for the Board of Directors to appoint or dismiss as necessary to apply good governance practices as well as management structures proposed by the Board of Directors and advise the Board on the salary, remuneration, benefits and other terms of the Executive's employment contract;
 - d) To consult the Board of Directors for making decision on the number of laborers, their salaries, allowances, benefits, the appointment, dismissal and other terms related to their labor contracts;
 - e) To decide on wages and allowances (if any) for employees in the Company, including managers under the authority of the General Director;
 - f) To appoint, dismiss and remove the Heads of Divisions, Deputy Heads of Divisions and other management positions of the Company, except for those under the authority of the Board;
 - g) On October 31st of each year, the General Director shall submit to the Board of Directors for approval of detailed business plan for the next financial year on the basis of meeting the requirements of the appropriate budget as well as the Five Year Financial Plan.
 - h) To implement the annual business plan approved by the General Meeting of

Shareholders and the Board of Directors;

- i) Propose measures to improve the Company's operation and management;
 - j) To prepare the long-term, annual and monthly estimates of the Company (hereinafter referred to as the cost estimate) for the long-term, annual and monthly management of the Company in accordance with the business plan. . The annual budget (including the balance sheet, business activity report and expected cash flow statement) for each financial year shall be submitted to the Board for approval and shall include information in accordance with the laws and regulations of the Company.
 - k) To recruit employee;
 - l) To propose plans on paying dividends or dealing with losses in business;
 - m) To carry out all other activities in accordance with this Charter and the Company's regulations, resolutions of the Board of Directors, labor contracts of the General Director and the provisions of law.
5. Financial competence of the General Director:
- a) In capital use activities such as direct investment, indirect investment, purchase or sale of assets of the Company, transactions and other contracts, the General Director is authorized to make up to 5% of the total assets value recorded in the most recent financial statements of the Company except for cases falling within the authority of the Board of Directors or the General Meeting of Shareholders;
 - b) At each specific time, the Board of Directors may authorize the General Director to decide on transactions at a higher limit than the above.
6. The General Director of the Company shall run the day-to-day business of the Company in accordance with the law, the company's Charter, the labor contract signed with the Company and the decision of the Board. If operating in contravention of this provision causes damage to the Company, the General Director shall be responsible before the law and pay compensation to the Company.
7. To report to the Board of Directors and shareholders: The General Director is responsible to the Board of Directors and General Meeting of Shareholders for the performance of assigned tasks and rights and shall report to these agencies when requested.
8. Dismissal: The Board of Directors may dismiss the General Director when a majority of the Board's members Directors attending the meeting have the right to vote in favor (in this case the voting of the General Director is not counted) and appoint a new general director.

In case the General Director resigns, he/she shall send an application to the Board of Directors, within 30 working days after receiving the application, the Board of Directors shall issue a decision on the issue.

Article 33. Company secretary in charge of the management of the company

1. The Board of Directors shall appoint one (or more) Company Secretary to be in charge of corporate governance to support effectively the management of the Company. The term of the secretary in charge of corporate governance shall be decided by the Board of Directors, which shall be a maximum of five (05) years.
2. The secretary of the company in charge of corporate governance shall be a person who is

- knowledgeable in law and may not concurrently work for an independent auditing company that is auditing the financial statements of the company.
3. The secretary of the company in charge of corporate governance shall have the following rights and obligations:
 - a) To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related work between the company and shareholders;
 - b) To prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
 - c) To advise on the procedures of the meetings;
 - d) To attend to meetings;
 - e) To advise on procedures for the establishment of resolutions of the Board of Directors in accordance with the law;
 - f) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;
 - g) To supervise and report to the Board of Management on disclosure of information of the company;
 - h) Confidentiality of information in accordance with the provisions of law and the charter of the company;
 - i) Other rights and obligations in Clause 5, Article 152 of the Law on Enterprises.
 4. The Board of Directors may dismiss the Company Secretary in charge of the management of the Company when necessary but not in contravention of the current provisions of law on labor.

CHAPTER IX: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND OTHER EXECUTIVES OF THE COMPANY

Article 34. Responsibilities on diligence

Other members of the Board of Directors, the General Director and other Company executives shall be responsible for the performance of their duties, including the duties as members of subcommittees of the Board of Directors, in an honesty for the highest good of the Company and with a degree of prudence that a prudent person usually has in his or her equivalent position and in the same situation.

Article 35. Responsibilities of being honest and avoiding conflicts of interests

1. Members of the Board of Directors, the General Director and other executives are not allowed to use business opportunities that may benefit the Company for personal purposes; At the same time, information obtained by virtue of their position for personal gain or for the benefit of other organizations or individuals may not be used.
2. Members of the Board of Directors, the General Director and other executives are obliged to notify the Board of Directors of all interests that may conflict with the interests of the

Company which they may via economic entities, transactions or other individuals.

3. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, the General Director, other executives and their related persons, except for cases where a public company and its affiliates are companies in the same group or companies operating under a group of companies, including the parent company, economic groups and specialized law regulations.
4. Contracts or transactions between the Company and one or more members of the Board of Directors, the General Director, other executives, or persons related to them or the Company, partners, associations or members of the Board of Directors, the General Director, the Executives or their related persons, or financial interests, shall not be null and void in the following circumstances.
 - a) For contracts valued at less than 35% of the total asset value inscribed in the latest financial statements, important contract/transaction factors as well as the relationship and benefits of the Board of Directors, the General Director and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has authorized the performance of such contract or transaction in an honest manner by a majority of votes of the Board members who have no relevant interests; or
 - b) For contracts valued equal to or greater than 35% of the total value of assets recorded in the most recent financial statement, the significant elements of such contract) transaction as well as the relationship and the interests of members of the Board of Directors, the General Director and other executives have been announced to the shareholders who have no vested interests and such shareholders voted in favor of the contract or transaction;
 - c) The contract or transaction is considered fair and reasonable by an independent consultant in all respects to the Company's shareholders at the time of the transaction or this agreement is approved by the Board of Directors or the General Meeting of Shareholders authorizing the implementation, approval or approval.

Members of the Board of Directors, General Director, other executives and their related persons of the above members shall not be entitled to use the information not yet disclosed to the Company or disclose to others.

Article 36. Liability for damage and compensation

1. Liability for Damages: Members of the Board of Directors, General Directors and other executives violate the obligation to act honestly, fail to fulfill their obligations with prudence, diligence and authority. The professional shall be liable for the damage caused by his or her breach.
2. Compensation: The Company shall indemnify those who have been and are in danger of becoming a party to the lawsuits, suits, prosecutions that have been, are or may be conducted, whether or not they are Civil and administrative matters (which are not litigants made by the Company or under the Company's initiative) if he or she is a member of the Board of Directors, the Operator, the employee or is a representative of the Company (or a subsidiary of the Company), or he or she is or has been acting on behalf of the Company (or a subsidiary of the Company) as a member of the Board of Directors, The operator, employee or authorized representative of a company,

partnership, joint venture, trust or other legal entity. The costs of compensation include: costs incurred (including attorney's fees), judicial costs, penalties, amounts payable in actual or reasonable amounts To deal with these cases within the framework of the law, provided that such person has acted with honesty, diligence, diligence and with professional competence in such a way that he or she believes that it is or not in the best interests of the Company, on the basis of compliance with the law and without detection or confirmation that such person has violated his or her responsibilities. The company shall have the right to buy insurance for those people to avoid the above liability.

CHAPTER X: RIGHTS TO INVESTIGATE COMPANY DOCUMENTS AND RECORDS

Article 37. Rights to investigate documents and records

1. Shareholders or groups of shareholders mentioned in Clause 3, Article 11 of this Charter shall have the right either directly or through an attorney or their authorized persons to send written requests for inspection during working hours and at business locations. Company's main business: the list of shareholders, the minutes of the General Meeting of Shareholders and copy or extract the records. A request from a representative or other authorized representative of a shareholder shall be accompanied by a power of attorney from the shareholder represented or a notarized copy of this authorization.
2. Members of the Board of Directors, General Director and other executives have the right to inspect the register of shareholders of the Company, the list of shareholders, and other books and records of the Company for It is important to keep your information confidential.
3. The Company shall have to keep this Charter and amendments and supplements to its Charter, Enterprise Registration Certificate, regulations, documents proving ownership of property, minutes of the General Meeting of Shareholders and the Board of Directors, annual financial statements, accounting books and any other documents as required by law at the head office or other place provided that the shareholders and the registrar Businesses are informed about the location of these documents.
4. Shareholders are entitled to a copy of the Company Charter free of charge. In case the Company has its own website, this Charter shall be announced on that website.

CHAPTER XI: EMPLOYEES AND UNIONS

Article 38. Employees and trade unions

The General Director shall plan for the Board to pass on issues related to recruitment, employment, dismissal, salary, social insurance, welfare, commendation and discipline for managers and employees as well as the Company's relations with trade unions are recognized in accordance with the best standards, practices and management policies, practices and policies set forth in Article These regulations, the company's regulations and current law.

CHAPTER XII: DISTRIBUTION OF PROFITS

Article 39. Dividends

1. According to the decision of the General Meeting of Shareholders and in accordance with the law, dividends shall be announced and paid from the retained earnings of the Company but not exceed the level proposed by the Board of Directors. Having consulted

with shareholders at the General Meeting of Shareholders. The Company only pays dividends to shareholders when the Company has fulfilled its tax obligations and other financial obligations in accordance with the law; to set up the Company's funds and make up for the previous losses in accordance with the law; Right after payment of the dividend, the Company still has to pay all debts and other due debts.

2. According to the Law on Enterprises, the Board of Directors may decide to make advance interim dividends if it deems that such payment is in line with the profitability of the Company.
3. The company shall not pay interest on dividends or payments related to a class of shares.
4. The Board of Directors may request the General Meeting of Shareholders to approve the payment of all or part of dividends by specific assets (such as shares or bonds fully paid by other companies). and the Board of Directors is the executing body of this resolution.
5. Dividends may be paid in cash or in shares of the Company or other assets. In the case of dividends or other payments relating to a class of shares paid in cash, the Company shall pay in VND and may pay by check or money order to the registered address of the beneficiary and in case of any risks (from the address already registration of shareholders) then such shareholder shall bear. In addition, dividend payments or other cash payments related to a class of shares may be paid by bank transfer when the Company has detailed information about the bank to enable the Company to make direct transfers to shareholders' bank accounts. In case the company has transferred the account in accordance with the details of the bank provided by the shareholder, but the shareholder shall not receive the money, the Company is not responsible for the money transferred to the beneficiary. Payment of dividends for stocks listed on the Stock Exchange may be made through a securities company or a depository center.
6. In case of approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares are entitled to receive dividends by ordinary shares instead of dividends cash. Additional shares for payment of dividends are recorded as fully paid-up shares on the basis of the value of the dividend shares shall be equivalent to the cash dividend payment.
7. The Board of Directors shall draw up a list of shareholders entitled to receive dividends, determine the amount of dividends to be paid for each share, the duration and form of payment at the latest thirty days before each dividend payment. Based on that date, those who register as shareholders or other owners of securities are entitled to receive dividends, interest, distribute profits, shares, notices or other documents.

Article 40. Other issues related to distribution of profits

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

CHAPTER XIII: BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 41. Bank account

1. The Company shall open accounts at one and a number of Vietnamese banks or foreign banks licensed to operate in Vietnam.
2. Under the prior approval of the competent authority, in case of necessity, the Company may open a bank account abroad in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 42. Deduction for setting up funds

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

Article 43. Fiscal year

The fiscal year of the Company commences on the first day of January of the calendar year and ends on the 31st day of December of the same calendar year. The first fiscal year starts on the date of issuance of the enterprise registration certificate (or business permit for conditional business lines) and ends on the 31st day of December of the calendar month immediately following the date Issuance of the business registration certificate (business license).

Article 44. Accounting regime

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance.
2. Company establishes accounting books in Vietnamese. The Company shall keep accounting records in accordance with the type of business activities the Company participates. These records shall be accurate, up-to-date, systematic and sufficient to substantiate and explain the Company's transactions.
3. The company uses Vietnam dong (or a freely convertible foreign currency in the case where it is approved by a competent state agency) as the monetary unit used in accounting.

CHAPTER XIV: ANNUAL REPORT, RESPONSIBILITY FOR PUBLIC DISCLOSURE, PUBLIC NOTICE

Article 45. Annual, Six-Month and Quarterly Reports

1. The company shall prepare its annual financial report in accordance with the law as well as the regulations of the State Securities Commission and the report shall be audited in accordance with Article 47 of this Charter, and within 90 days after the end of each fiscal year, the annual financial statements already approved by the General Meeting of Shareholders shall be submitted to the competent tax authorities, the State Securities Commission and the Transaction Bureau. Securities) securities trading centers and business registration offices.
2. The annual financial statements shall include reports on the results of production and business activities, reflecting in an honest and objective manner the situation of profit and loss of the Company in the fiscal year and the balance sheet reflecting Honestly and objectively the situation of the Company's operations up to the time of reporting, cash flow statement and financial statement presentation. In case the Company is a parent company, in addition to the annual financial statements, it shall include a consolidated balance sheet on the operation of the Company and its subsidiaries at the end of each

financial year.

3. The Company shall prepare six-month and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange) Securities Trading Center.
4. The audited annual financial statements shall be sent to all shareholders and disclosed in accordance with law. In cases where the Company has its own website, its audited financial statements and quarterly and semi-annual reports shall be published on that website.
5. Interested organizations and individuals are entitled to inspect or copy the audited annual financial statements, semi-annual and quarterly reports during the working hours of the Company, at its head office. Company and pay a reasonable fee for the copy.

Article 46. Public Disclosure and notice

The annual financial statements and other supporting documents shall be disclosed to the public in accordance with the regulations of the State Securities Commission and submitted to the relevant tax authorities and business registries according to the regulations. The Law on Enterprises.

CHAPTER XV: COMPANY AUDITS

Article 47. Auditing

1. The Annual General Meeting of Shareholders shall appoint an independent auditing company or a list of independent auditing companies operating legally in Vietnam and be approved by the State Securities Commission auditing the listed companies and authorizing the Board of Directors to select one of these entities to audit the financial statements of the Company for the following fiscal year based on the terms and Terms of agreement with the Board. The Company shall prepare and submit annual financial statements to the independent auditor at the end of each fiscal year. For the first fiscal year, the Board of Directors shall appoint an auditing company to conduct auditing activities of the Company after being granted a business registration certificate.
2. The Company shall prepare and submit annual financial statements to the independent auditing company after the end of the financial year.
3. The independent auditing company shall examine, certify and report on the annual financial statements of the company's revenues and expenditures make the audit report and submit it to the Board of Directors within three months from the end of the fiscal year. The staff of the independent auditing company shall audit the company shall be approved by the State Securities Commission.
4. A copy of the audit report shall be attached to each annual accounting report of the Company.
5. Auditors performing the audit The Company may be allowed to attend the General Meeting of Shareholders and be entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to. Receive and speak at the congress on issues related to auditing.

CHAPTER XVI: SEAL

Article 48. Seal

1. The company shall have 02 official seals.
2. The Board of Directors shall decide to approve the official seal of the Company and the seal engraved in accordance with the law.
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current provisions of law.

CHAPTER XVII: REORGANIZATION TERMINATION AND LIQUIDATION

Article 49. Termination of operation

1. The Company may be dissolved or terminate its operation in the following cases:
 - a) At the end of the duration of the Company's operation, even after the extension;
 - b) The court declares the company bankrupt according to the current law provisions;
 - c) Dissolution ahead of time as decided by the General Meeting of Shareholders;
 - d) The company no longer shall have the minimum number of shareholders as prescribed by the Law on Enterprises for six (6) consecutive months;
 - e) Other cases as provided for by law.
2. The dissolution of the Company ahead of time (including the extended term) shall be decided by the General Meeting of Shareholders, the Board of Directors. This dissolution decision shall be notified or approved by the competent agency (if required) according to regulations. The Company shall be dissolved only upon payment of all debts and other property obligations. The procedure is in accordance with Article 202 of the Law on Enterprises.

Article 50. Conflict between members of the Board of Directors and shareholders

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

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

Article 51. Extension of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (7) months before the expiration of the period of operation so that the shareholders may vote on the extension of the Company's operation for a further period of time as the request of the Board of Directors.
2. The duration of operation of the Company shall be extended when the number of shareholders representing at least 51% of the total number of votes of all shareholders attending the General Meeting of Shareholders is extended.

Article 52. Liquidation

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

CHAPTER XVIII: SETTLEMENT OF INTERNAL DISPUTES

Article 53. Settlement of internal disputes

1. In case of any dispute or complaint relating to the operation of the Company or the rights of shareholders arising from the Charter or from any rights or obligations under the Law on Enterprises or other laws or administrative regulations, between:
 - a) Shareholder with the Company; or
 - b) Shareholders to the Board of Directors, General Director or other executives.Stakeholders shall try to resolve the dispute through negotiation and conciliation. Except for disputes relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and shall request each party to present the practical elements relating to disputes within 20 working days from the date the dispute arises. In case of disputes relating to the Board of Directors or the Chairman of the Board of Directors, any party may request the competent Court to appoint an independent expert to act as arbitrator for dispute resolution process.
2. Where the conciliation decision has not been reached within six weeks of the commencement of the conciliation proceedings or if the decision of the Chairman of the Board is not accepted by the parties, any party may submit the dispute. Then, the Court shall have jurisdiction to resolve such disputes.
3. The parties shall bear their own costs relating to the negotiation and conciliation procedures. Expenses of the court shall be borne by the court.

CHAPTER XIX: AMENDMENT AND SUPPLEMENTATION OF CHARTER

Article 54. Amendment and supplement of Charter

1. The amendment and supplementation of this Charter shall be considered and decided by the General Meeting of Shareholders.
2. Where there are provisions of law relating to the Company's activities which are not mentioned in this Charter or if the decision of the Chairman of the Board of Directors is not accepted by the parties, either party may refer such dispute to the competent court.
3. In case this Charter contains provisions that are unlawful or lead to unlawful enforcement, such provisions shall not be enforced and shall be considered and amended right at the nearest session of the General Meeting of Shareholders.

CHAPTER XX: EFFECTIVE DATE

Article 55. Effective date

1. This Charter consists of XX chapters and 56 articles approved by the Shareholders' General Meeting of Saigon Thuong Tin Real Estate Joint Stock Company on April 23rd, 2019 and jointly approve the full text of this Charter. This Charter shall replace the previous Charter.
2. This Charter is made in 10 (ten) originals with the same validity.
3. This Charter is unique and official of the Company.
4. Copies or extracts of the company Charter shall be signed by the Chairman of the Board of Directors or at least one half of the total number of the members of the board of Director to be valid.

Article 56. Signature of legal representative of Company.

Ho Chi Minh City, April 23, 2019

CHAIRMAN OF THE BOARD

(Signed)

NGUYEN DANG THANH