

MINISTRY OF FINANCE

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

No. 95/2017/TT-BTC

Hanoi, September 22, 2017

CIRCULAR

GUIDING A NUMBER OF ARTICLES OF THE GOVERNMENT'S DECREE NO. 71/2017/ND-CP DATED JUNE 6, 2017 GUIDING THE CORPORATE GOVERNANCE OF PUBLIC COMPANIES

Pursuant to the Law on securities dated June 29, 2006;

Pursuant to the amendments to the Law on securities dated November 24, 2010;

Pursuant to the Law on enterprises dated November 26, 2014;

Pursuant to the Government's Decree No. 87/2017/ND-CP dated July 26, 2017 defining Functions, Tasks, Powers and Organizational Structure of Ministry of Finance;

Pursuant to the Government's Decree No. 71/2017/ND-CP dated June 6, 2017 guiding the corporate governance of public companies;

At the request of the Chairman of the State Securities Commission,

Minister of Finance provides the guidelines for a number of articles of the Government's Decree No. 71/2017/ND-CP dated June 6, 2017 guiding the corporate governance of public companies.

Article 1. Scope

This Circular provides guidelines for the establishment of the company's charter and the internal regulations on corporate governance.

Article 2. Regulated entities

This Circular applies to the subjects specified in Clause 2 Article 1 of the Government's Decree No. 71/2017/ND-CP dated June 6, 2017 guiding the corporate governance of public companies, specifically as follows:

- a) Public companies;
- b) Shareholders of public companies and their related persons;

c) Members of the Board of Directors, controllers, executives of public companies and their related persons;

d) Organizations and individuals whose interests are related to public companies.

Article 3. Charter of the company

Public companies shall refer to the sample charter in Annex 01 hereof to draw up their own charters and ensure the compliance with the Law on enterprises, the Law on securities, the Government's Decree No. 71/2017/ND-CP dated June 6, 2017 guiding the corporate governance of public companies and effective regulations.

Article 4. Internal regulations on corporate governance

Public companies shall refer to the sample internal regulations on corporate governance in Annex 02 hereof to draw up their own internal regulations on corporate governance and ensure the compliance with the Law on enterprises, the Law on securities, the Government's Decree No. 71/2017/ND-CP dated June 6, 2017 guiding the corporate governance of public companies and their charters.

Article 5. Implementation

1. This Circular takes effect on November 06, 2017.

2. Any difficulties arising during the implementation of this Circular shall be reported to the Ministry of Finance (the State Securities Commission) for review and guidance./.

**P.P MINISTER
DEPUTY MINISTER**

Tran Xuan Ha

Annex 01

(Issued together with the Minister of Finance's Circular No. 95/2017/TT-BTC dated September 22, 2017 guiding a number of articles of the Government's Decree No. 71/2017/ND-CP dated June 6, 2017 guiding the corporate governance of public companies)

MINISTRY OF FINANCE

SOCIALIST REPUBLIC OF VIETNAM

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SAMPLE CHARTER

APPLICABLE TO PUBLIC COMPANIES

CHARTER
JOINT-STOCK COMPANY

(Company's name)

..., [location and date]

TABLE OF CONTENTS

INTRODUCTION

I. DEFINITIONS

Article 1. Define terms

II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, LICENSE
VALIDITY PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branch, representative office and license validity period of the company

Article 3. Legal representative of the company

III. OBJECTIVE, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Objective of operation of the company

Article 5. Scope of business and operation of the company

IV. CHARTER CAPITAL, SHARE AND FOUNDING SHAREHOLDER

Article 6. Charter capital, share and founding shareholder

Article 7. Share certificate

Article 8. Other stock certificates

Article 9. Transfer of shares

Article 10. Share withdrawal

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 11. Organizational structure, management and control

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

Article 13. Obligations of shareholders

Article 14. General meeting of shareholders

Article 15. Rights and tasks of General meeting of shareholders

Article 16. Authorized representative

Article 17. Change of rights

Article 18. Convening, agenda and announcement of the General meeting of shareholders

Article 19. Conditions for holding the General meeting of shareholders

Article 20. Procedures for holding and voting at the meeting of General meeting of shareholders

Article 21. Ratification of decisions of General meeting of shareholders

Article 22. Competence and formalities to carry out absentee voting of shareholders to ratify decisions of General meeting of shareholders

Article 23. Minutes of General meeting of shareholders

Article 24. Request for annulment of decisions of General meeting of shareholders

VII. BOARD OF DIRECTORS

Article 25. Nomination of members for the Board of Directors

Article 26. Compositions and term of members of the Board of Directors

Article 27. Rights and obligations of the Board of Directors

Article 28. Salaries, remunerations and other benefits of members of the Board of Directors

Article 29. Chairperson of the Board of Directors

Article 30. Meetings of the Board of Directors

Article 31. Teams affiliated to the Board of Directors

Article 32. Persons in charge of corporate governance

VIII. DIRECTOR (GENERAL DIRECTOR) AND OTHER EXECUTIVES

Article 33. Organization of management mechanism

Article 34. Executives

Article 35. Appointment, removal, tasks and powers of the Director (General Director)

IX. BOARD OF CONTROLLERS

Article 36. Nomination of controllers

Article 37. Controllers

Article 38. Board of Controllers

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, CONTROLLERS, DIRECTOR (GENERAL DIRECTOR) AND OTHER EXECUTIVES

Article 39. Prudent responsibilities

Article 40. Truthful responsibilities and avoidance of conflicts of interest

Article 41. Responsibilities for damage and compensation

XI. THE RIGHTS TO INSPECT BOOKS AND DOCUMENTS OF THE COMPANY

Article 42. The rights to inspect books and documents

XII. EMPLOYEES AND UNION

Article 43. Employees and union

XIII. PROFIT DISTRIBUTION

Article 44. Profit distribution

XIV. BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING REGULATIONS

Article 45. Bank account

Article 46. Fiscal year

Article 47. Accounting regulations

XV. ANNUAL REPORT, FINANCIAL STATEMENT AND INFORMATION ANNOUNCEMENT RESPONSIBILITY

Article 48. Quarterly, biannual and annual financial statement

Article 49. Annual report

XVI. AUDIT OF THE COMPANY

Article 50. Audit

XVII. SEAL

Article 51. Seal

XVIII. SHUTDOWN AND LIQUIDATION

Article 52. Shutdown

Article 53. Extension of operation

Article 54. Liquidation

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 55. Settlement of internal disputes

XX. SUPPLEMENTATION AND AMENDMENT OF CHARTER

Article 56. Charter of the company

XXI. EFFECTIVE DATE

Article 57. Effective date

INTRODUCTION

This charter is ratified by a decision of the General meeting of shareholders official held on .../.../....

I. DEFINITIONS OF TERMS IN THE CHARTER Article 1. Explanation of terms

1. In this charter, the following terms are construed as follows:

- a. "Charter capital" refers to the total face value of shares that are sold or subscribed when establishing a company and the regulations specified in Article 6 hereof;
- b. "Law on enterprises" refers to the Law on enterprises dated November 26, 2014;
- c. "Law on securities" refers to the Law on securities dated June 29, 2006 and the amendments to the Law on securities dated November 24th, 2010;
- d. "Establishment day" refers to the day on which the company is granted the enterprise business registration certificate (Business registration certificate and other equivalent papers) for the first time;
- e. "Executive" refers to the Director (General Director), Deputy Director (Deputy General Director), Chief accountant and other people holding management positions according to the charter of the company;
- f. "Related person" refers to any individual or organization prescribed in Clause 17 Article 4 of the Law on enterprises and Clause 34 Article 6 of the Law on securities;
- g. "Majority shareholder" refers to any shareholder defined in Clause 9 Article 6 of the Law on securities;

h. “License validity period” refers to the operation time of the company prescribed in Article 2 of this Charter and the extended period(if any) ratified by the General meeting of Shareholders of the company by the resolution;

i. “Vietnam” refers to the Socialist Republic of Vietnam;

j. ...

2. In this charter, the references to one or more of the provisions or other documents including the amendments or supplements.

3. The titles (Chapters, Articles of this charter) are used to facilitate understanding of the content and do not affect the content of this charter.

II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, LICENSE VALIDITY PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branch, representative office and license validity period of the company

1. Company’s name

- Company’s name in Vietnamese:

- Company’s name in English:

- Abbreviated name:

2. The company is a joint-stock company with its legal status in accordance with the applicable law of Vietnam.

3. Registered headquarter of the company is:

- Address of the headquarter:

- Tel:

- Fax:

- E-mail:

- Website:

4. The company may establish branches and representative offices in the area of business to conduct the objectives of operation of the company in accordance with the decisions of the Board of Directors and to the extent permitted by law.

5. Except or early shutdown according to Clause 2 Article 52 or extension of operations according to Article 53 of this charter, the license validity period of the company is since its establishment day and is indefinite/...year.

Article 3. Legal representative of the company

The company has.... legal representatives, including:

1. [Chairperson of the Board of Directors]

2. [Director (General Director)];

3. ...

Rights and obligations of legal representatives.

III. OBJECTIVE, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Objective of operation of the company

1. Business lines of the company:....
2. Objective of operation of the company:...

Article 5. Scope of business and operation of the company

1. The company may plan and carry out all business operations in accordance with the business lines of the company published on the national enterprise registration portal and this charter, with the provisions of effective laws and implement appropriate measures to achieve the objectives of the company.
2. The company may carry out business operations in other business lines permitted by the law and ratified by the General meeting of shareholders.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares and founding shareholders

1. The company's charter capital is... VND (in words)

Total charter capital of the company is divided into... shares with a par value of... VND per share.

2. The company may make adjustments to its charter capital if they are ratified by the General meeting of shareholders and conformable with the provisions of law.
3. Shares of the company on the date of ratification of this charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are regulated in Article 12 and 13 hereof.
4. The company may issue other preferred shares after the General meeting of shareholders approves and in accordance with the provisions of law.
5. Name, address, number of shares and other details about the founding shareholders in accordance with the Law on enterprise specified in Annex... enclosed herewith. This Annex is a part of this charter.
6. Common shares shall be offered with priority to existing shareholders in proportion to the rate of their common shares in the company, unless the General meeting of Shareholders decides otherwise. The number of unsubscribed shares shall be decided by the Board of Directors of the company. The Board of Directors may distribute such shares to the subjects under the conditions and ways which the Board of Directors think appropriate, but may not sell such shares under a more favorable condition than that offered to existing shareholders unless the shares are sold through the Stock Exchange by the auction method.
7. The company may reacquire its own shares in accordance with this charter and effective laws. The shares re-acquired by the company are treasury shares and the Board of Directors may offer such shares in the manners conformable with the Law on securities, related guiding documents and the provisions of this charter.

8. The company may issue other types of shares if they are ratified by the General meeting of shareholders and conformable with the provisions of law.

Article 7. Share certificate

1. Shareholders of the company are issued with share certificates corresponding to the number of shares and the types of shares owned.

2. Share is a certificate issued by the company and, a book entry or electronic database recording the shareholder's ownership of one or a number of shares in the company. The share must bear sufficient information in accordance with Clause 1 Article 120 of the Law on enterprise.

3. Within.... from the submission of adequate applications for transfer of ownership of shares in accordance with the regulations of the company of within... (Or other time limit specified by issuance terms) from the date of full payment of shares as specified in the plan of share issuance of the company, the shareholders are issued share certificates. The shareholders do not have to pay the company the cost of printing share certificates.

4. If the share certificate is lost, destroyed or damaged, the shareholder of such shares may require new issuance of share certificate under conditions of evidence of the ownership of shares and payments of all related expenses to the company.

Article 8. Other stock certificates

Bond certificates or other stock certificates of the company are issued with the signature of the legal representative and the seal of the company.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise specified by this charter and law provisions. Shares listed and subscribed for transactions on the Stock Exchange are transferable in accordance with law provisions on securities and security market.

2. Shares that have not been fully paid for shall not be transferable and shall not enjoy relevant benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from the equity, the right to buy new offered shares and other rights in accordance with law provisions.

Article 10. Share withdrawal

1. If shareholders do not make full and in due time payment of shares, the Board of Directors shall notify and have the right to request those shareholders to pay the remaining amount with interest on that amount and the costs arising due to not making full payment.

2. The abovementioned payment notice must specify the new payment time limit (at least seven (07) days from the date of notice), place of payment and the notice must specify that if the payment is not made as required and the number of shares that are not paid for will be withdrawn.

3. The Board of Directors may withdraw shares not paid fully and in due time in case the requirements in the abovementioned notice are not implemented.

4. Shares which are withdrawn shall be treated as authorized shares specified in Clause 3 Article 111 of the Law on enterprises. The Board of Directors may directly or authorize another party to sell or redistribute under conditions and ways which the Board of Directors think appropriate.

5. Shareholders whose shares are withdrawn must renounce the shareholder status of those shares, but still have to pay the entire relevant amounts plus interest (not exceeding% per year) at the time decided by the Board of Directors from the date of withdrawal to the date of payment. The Board of Directors has the absolute discretion as to the enforcement of payment of the total value of stocks at the time of withdrawal.

6. The withdrawal notice is sent to the shareholders whose shares are withdrawn prior to the time of withdrawal. The withdrawal is still valid even if there are shortcomings or negligence in sending notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 11. Organizational structure, management and control

Organizational structure, management and control of the company include:

1. General meeting of shareholders;
2. Board of directors;
3. Board of Controllers/ Internal audit team affiliated to the Board of Directors;
4. Director (General Director).

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Shareholders, as owners of the company, have the rights and obligations corresponding to the amount and type of shares that they own. Shareholders are only responsible for debts and other asset obligations of the company applicable to the amount of capital contributed to the company.

2. Common shareholders shall have the following rights:

- a. Participate and express their opinions in the General meetings of shareholders, cast votes directly or via authorized representatives or via remote voting;
- b. Receive dividends as specified by the General meeting of shareholders;
- c. Freely transfer the fully paid shares in accordance with this charter and effective law provisions;
- d. Have the priority to purchase newly offered shares corresponding to the ratio of common shares they own;
- e. Access information related to the shareholders and request modification of incorrect information;
- f. Access the list of shareholders entitled to participate in the General meeting of shareholders;
- g. Review, search, extract or photocopy the charter of the company, minutes and Resolutions of the General meeting of shareholders;
- h. If the company is dissolved or went bankrupt, the shareholders will receive a portion of the remaining assets in proportion to the ratio of shares owned at the company after the company has paid the payables (including debt obligations to the State, taxes, fees) and paid the shareholders of other types of shares of the company in accordance with law provisions;

i. Request the company to re-acquire their shares in cases prescribed in Article 129 of the Law on enterprises;

j. Other rights as prescribed by the law and this charter.

(Rights applicable to other types of shares)

3. Shareholders or groups of shareholders holding at least [5]% of total common shares in at least six (06) consecutive months shall have the following rights:

a. Nominate members of the Board of Directors or the Board of Controllers in accordance with Article 25 and 36 this charter;

b. Request the Board of Directors to convene the General meeting of shareholders as specified in Article 114 and 136 of the Law on enterprises;

c. Inspect and receive a copy or an excerpt of the list of shareholders entitled to participate and vote in the General meeting of shareholders;

d. Request the Board of Controllers to check specific issues related to the management and operations of the company if it deems necessary. The request must be made in writing with full name, permanent address, nationality, citizenship identification card, identity card, passport or other lawful personal identification for shareholders which are natural persons; name, permanent address, nationality, enterprise code or establishment decision number for shareholders which are organizations, the number of shares and time of registration of shares of each shareholder, the total number of shares of groups of shareholders and the percentage of ownership of shares in the company; issues needed to be inspected and purposes of inspection;

e. Other rights as prescribed by the law and this charter.

Article 13. Obligations of shareholders

Common shareholders shall have the following obligations:

1. Comply with the company's charter and internal regulations; comply with the decisions of the General meeting of shareholders and the Board of Directors.

2. Participate in the General meetings of shareholders and exercise their voting rights via the following forms:

a. Directly participate and vote at the meeting;

b. Authorize a third party to participate and vote at the meeting;

c. Participate and vote via online meeting, electronic voting or other electronic methods;

d. Send ballots to the meeting via mails, fax or e-mails.

3. Pay for the subscribed shares as prescribed by the regulations.

4. Provide correct address upon subscription for shares purchase.

5. Complete other rights as prescribed by effective laws.

6. Take personal responsibilities when perform one of the following acts in the name of the company in any form:

a. Violate the law;

b. Conduct business activities or other transactions for personal benefits or serving the benefits of other organizations and individuals;

c. Pay debts not yet due in case of financial risks that may affect the company.

(Other obligations applicable to other types of shares)

Article 14. General meeting of shareholders

1. The General meeting of Shareholders is the highest authority of the company. The annual General meeting of Shareholders is held once a year (01). The General meeting of Shareholders must be held for a period of four (04) months from the end date of the fiscal year.

2. The Board of Director shall convene the annual General meeting of shareholders and choose an appropriate location. The annual General meeting of shareholders shall decide issues as prescribed by the law and the company's charter, particularly through the annual financial statements and estimates for the next fiscal year. In cases where the auditor's report on the company's annual financial statements contains material qualified opinions, the company may invite the representatives of the independent audit firm to attend the annual general meeting of shareholders to explain related contents.

3. The Board of Directors must convene an irregular General meeting of shareholders in the following cases:

a. The Board of directors deems it necessary for the benefits of the company;

b. [Quarterly, biannual or annual audited financial statements reflect the equity that has been lost one-half (1/2) compared to the beginning balance];

c. The number of members of the Board of Directors, number of independent members of the Board of Directors and the Board of Controllers are less than the number of members prescribed by the law or the number of members of the Board of Directors is decrease by one-third (1/3) compared to the number of members specified in this charter;

d. Shareholders or groups of shareholders defined in Clause 3 Article 12 of this charter requests a General meeting of shareholders. The request for the General meeting of shareholders must be in writing, in which provide explanation and purpose of the meeting with sufficient signatures of relevant shareholders or the written request is made in multiple copies and each of which is signed by a relevant shareholder;

e. The Board of Controllers requests a meeting if the Board of Controllers has reasons to believe that the members of the Board of Directors or other executives have seriously violated their obligations as specified in Article 160 of the Law on enterprises or the Board of Directors have acted or intended to act beyond the scope of its powers;

f. Other cases as prescribed by the law and this charter.

4. Irregular General meeting of shareholders

a. The Board of Directors must convene the General meeting of shareholders within 30 days from the date on which the number of members of the Board of Directors or the Board of Controllers remains as prescribed in Point c Clause 3 this Article or when receiving the request as prescribed in Point d and e Clause 3 this Article;

b. If the Board of Directors fails to convene the General meeting of shareholders as prescribed in Point a Clause 4 this Article then within the next 30 days, the Board of Controllers must replace the Board of Directors to convene the general meeting of shareholders as prescribed in Clause 5 Article 136 of the Law on enterprises;

c. If the Board of Controllers fails to convene the General meeting of shareholders as prescribed in Point b Clause 4 this Article then within the next 30 days, the shareholder or groups of shareholders requesting the meeting prescribed in Point d Clause 3 this Article may replace the Board of Directors and the Board of Controllers to convene the general meeting of shareholders as prescribed in Clause 6 Article 136 of the Law on enterprises.

In this case, the shareholder or group of shareholders that convenes a General meeting of Shareholders shall have the right to request the business registration agency to supervise the procedures for convening, holding the General meeting of Shareholders and making decisions in the meeting. All expenses for convening and holding the General meeting of Shareholders shall be reimbursed by the company. These expenses do not include the cost of shareholders upon attending the General meeting of Shareholders, including travel and accommodation expenses.

Article 15. Rights and tasks of the General meeting of shareholders

1. The annual General meeting of shareholders may discuss and ratify the following issues:

- a. Audited annual financial statement;
- b. Report of the Board of Directors;
- c. Report of the Board of Controllers;
- d. Short-term and long-term development plan of the company.

2. The annual and irregular General meeting of shareholders shall ratify the decisions on the following issues:

- a. Ratification of the annual financial statement;
- b. The dividend annually paid to each type of shares is in accordance with the Law on enterprises and the rights attached to such type of shares. This dividend is not higher than the dividend proposed by the Board of Directors after the consultation with the shareholders at the general meeting of shareholders;
- c. The number of members of the Board of Directors;
- d. Selection of independent audit firms;
- e. Election, dismissal, removal and replacement of members of the Board of Directors and the Board of Controllers;
- f. Total remuneration of members of the Board of Directors and the report on remuneration of the Board of Directors;
- g. Supplementation and amendment of the company's charter;
- h. Types of share and the number of newly issued shares for each type of shares and the transfer of shares of founding members in the first 03 years from the date of establishment;
- i. Full division, partial division, consolidation, acquisition or change of company;

- j. Reorganization and dissolution (liquidation) of the company and appointment of liquidator;
 - k. Inspection and handling of violations of the Board of Directors and the Board of Controllers that affects the company and the shareholders;
 - 1. Decisions on investment/sale of assets that worth at least 35% of the total value of the company's total assets stated in the most recent audited financial statement;
 - m. Decisions on re-acquirement of more than 10% of the total shares of each type;
 - n. The company has signed contracts and made transactions with the entities specified in Clause 1 Article 162 of the Law on enterprises that worth at least 35% of the total assets of the company which was stated in the latest financial statements;
 - o. Other issues as prescribed by the law and this charter.
3. The shareholders are not entitled to vote in the following cases:
- a. Through contracts specified in Clause 2 this Article when that shareholder or his/her related person is a party to the contract;
 - b. The re-acquirement of shares of that shareholder or his/her related person shall not include the case where the re-acquirement of shares is made in proportion to the ownership of all shareholders or the re-acquirement is made through the mode of order-matching transactions on the Stock Exchange or tender offer in accordance with law provisions.
4. All Resolutions and issues put on the meeting agenda must be discussed and voted at the general meeting of shareholders.

Article 16. Authorized representative

1. Shareholders entitled to participate in the General meeting of shareholders according to law provisions may authorize an organization or individual to participate as their representatives. If there is more than one authorized representative, the number of shares and the number of votes authorized to each representative shall be specifically determined.
2. The authorization of a representative to attend the General meeting of shareholders shall be made in writing in accordance with the form of the company and shall bear signatures in accordance with the following regulations:
 - a. If the individual shareholder is the authorizer, the power of attorney must bear signatures of that shareholder and the individual or legal representative of the organization authorized to attend the meeting;
 - b. If the organization shareholder is the authorizer, the power of attorney must bear signatures of the authorized representative, the legal representative and the individual or legal representative of the organization authorized to attend the meeting;
 - c. In other cases, the power of attorney must bear signatures of the legal representative of the shareholder and the person authorized to attend the meeting.

The person authorized to attend the General meeting of shareholders shall submit the power of attorney before entering the meeting room.

3. If the lawyer signs the certificate of representative authorization on behalf of the authorizer, the authorization of representative in this case is only considered valid if the certificate of

representative authorization is presented together with the written authorization to the lawyer (If it has not been registered with the company).

4. Except for cases specified in Clause 3 this Article, the ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:

- a. The authorizer has passed away, is restricted his/her legal capacity or loses his/her legal capacity;
- b. The authorizer has cancelled the authorization;
- c. The authorizer has cancelled the competence of the authorized person.

This provision does not apply in cases the company receives a notice on one of the aforementioned events before the opening of the General meeting of shareholders or before the meeting is reconvened.

Article 17. Change of rights

1. The change or cancellation of the special rights attached to a type of preferred shares becomes effective when it is ratified by shareholders holding at least 65% of the common shares attending the meeting and shareholders holding at least 65% of voting rights of the said preferred shares. The organization of meeting of shareholders holding a type of preferred shares to ratify the change of the above rights is valid only when there are at least 02 shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of such type. If there is no sufficient number of delegates as mentioned above, the meeting shall be held within thirty (30) days later and the shareholders of such type (regardless of the number of people and number of shares) who directly attend the meeting or through authorized representatives are regarded as sufficient delegates required. At the meeting of shareholders holding the aforementioned preferred shares, the shareholders of such type who directly attend the meeting or through a representative may request a secret ballot. Each share of the same type has equal voting rights at the aforementioned meetings.

2. The procedures for holding such separate meetings shall be implemented similar to the provisions in Article 19 and 21 this charter.

3. Unless the terms for issuance of shares provided otherwise, the special rights attached to such preferred shares applicable to some or all of the issues related to the distribution of profits or assets of the company shall not be changed when the company issues additional shares of the same type.

Article 18. Convening, agenda and announcement of General Assembly of shareholders

1. The Board of Directors shall convene the General meeting of shareholders or the General meeting of shareholders is convened in accordance with the cases specified in Point b or c Clause 4 Article 14 this charter.

2. The convener of the General meeting of shareholders shall conduct the following tasks:

- a. Prepare a list of shareholders eligible to participate and vote at the General meeting of shareholders. The list of shareholders eligible to participate in the General meeting of shareholders shall be made not sooner than 05 days before the invitations to the General meeting of shareholders are sent;

- b. Prepare the agenda and contents of the general meeting;
- c. Prepare the documents for the general meeting;
- d. Draft Resolution of the General meeting of shareholders according to the proposed contents of the meeting;
- e. Determine the time and location for organization of the general meeting;
- f. Notify and send the invitations to the General meeting of shareholders to all shareholders eligible to attend the meeting;
- g. Other tasks serving the general meeting.

3. The notice of the General meeting of Shareholders shall be sent in a guaranteed method to all shareholders, at the same time published on the website of the company, the State Securities Commission and the Stock Exchange (for companies whose stocks are listed or traded). The convener of the General meeting of Shareholders shall send the invitations to the meeting to all shareholders on the list of shareholders eligible to attend the meeting at least fifteen (15) days before the opening date of the General meeting of Shareholders (from the date on which the invitation is sent or transferred legally with postage or put in the mailbox). The agenda of the General meeting of Shareholders, the documents related to the issues to be voted at the meeting shall be sent to the shareholders and/or posted on the company's website. In cases where there are no documents attached to the invitations to the General meeting of Shareholders, the meeting invitations must include the website address so that the shareholders can access, including:

- a. Meeting agenda and documents used in the meeting;
- b. A list and specific information of the candidates in cases of election of members of the Board of Directors or controllers;
- c. Ballots;
- d. Form of appointment of authorized person to attend the meeting;
- e. Draft Resolution applicable to each issue in the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 3 Article 12 this charter may propose issues to be included in the agenda of the General meeting of shareholders. The proposal must be in writing and must be sent to the company at least 03 working days prior to the opening date of the General meeting of shareholders. The proposal must include full names, permanent addresses, nationality, citizen identification card numbers or ID card numbers, passport numbers or other valid identity papers for natural persons holding shares; names, company numbers or establishment decision numbers, main business addresses for organizations holding shares; the number and type of shares they are holding and the contents of the proposal to be included in the meeting agenda.

5. The convener of the General meeting of shareholders may reject the proposal specified in Clause 4 this Article in the following cases:

- a. The proposal is not sent in due time or with inadequate and improper contents;
- b. At the time of proposal, shareholders or groups of shareholders do not hold at least [5]% of total common shares in at least six (06) consecutive months in accordance with Clause 3 Article 12 this charter;

c. The proposed issue is not within the scope of competence of the General meeting of shareholders;

d. Other cases as prescribed by the law and this charter.

Article 19. Conditions for holding the meeting of the General meeting of shareholders

1. A General meeting of shareholders shall be held when it is attended by a number of shareholders represent at least [51%] of shares with voting rights.

2. Where there is no sufficient number of delegates required within thirty (30) minutes prior the time set for the opening of the meeting, the convener shall cancel the meeting. The General meeting of Shareholders shall be re-convened within thirty (30) days from the intended date of the first General meeting of Shareholders. The second General meeting of Shareholders shall only be held when it is attended by a number of shareholders represent at least 33% of shares with voting rights.

3. If the second meeting is not held due to insufficient number of delegates required within thirty (30) minutes after the time set for the opening of the meeting, the third General meeting of Shareholders can be held within twenty (20) days from the intended date of the second General meeting of Shareholders. In this case, the meeting shall be held regardless of the number of votes of the attending shareholders and is considered to be valid and has the right to decide all issued proposed to be approved at the first General meeting of Shareholders.

Article 20. Procedures for holding and voting at the meeting of the General meeting of shareholders

1. Before opening the meeting, the company must carry out the procedures for registration of shareholders and must continue to carry out the registration until all of the shareholders entitled to attend the meeting have completed the registration.

2. When carrying out the registration of shareholders, the company shall issue to each shareholder or authorized representative with voting right a voting card on which bear the registration number and full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder. The voting shall be carried out by collecting affirmative votes, then negative votes, then count the total number of affirmative votes and negative votes for decision making. The total number of affirmative votes, negative votes and abstentions or invalid votes of each issue shall be announced by the Chairperson right after the voting on that issue. The meeting shall elect the person responsible for counting the votes or supervising the counting of votes at the request of the Chairperson. The number of members of the vote counting committee shall be decided by the General meeting of Shareholders based on the proposal of the meeting Chairperson.

3. Shareholders or authorized participants who arrive after the opening of the meeting may register immediately and has the right to attend and vote at the meeting after registration. The Chairperson does not have the responsibilities to pause the meeting for late shareholders to register and the effect of the issues voted on previously shall remain unchanged.

4. The Chairperson of the Board of Directors shall chair the meetings convened by the Board of Directors. In case the Chairperson is temporarily absent or not capable of working, other members of the Board of Directors shall elect one of them to chair the meeting under the majority rule. If a chairperson is not elected, the Head of the Board of Controllers shall direct the

General Meeting of Shareholders to elect a chairperson within the attending people and the person that receives most votes shall chair the meeting.

In other cases, the person that signs the decision to convene the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect a chairperson and the person that receives most votes shall chair the meeting.

5. The agenda and contents of the General Meeting of Shareholders must be ratified by the meeting during the opening session. The agenda must specify the time for each issue on the agenda.

6. The chairperson is entitled to take necessary actions to control the meeting in an orderly and legally manner and in conformity with the ratified agenda so that it reflects the demands of the majority of participants;

7. The Chairperson of the meeting may postpone the meeting upon the consent or request of the General meeting of Shareholders with sufficient delegates attended in accordance with Clause 8 Article 142 of the Law on enterprises.

8. The convener of the General Meeting of Shareholders has the rights to request all participants to undergo inspection or other legitimate, reasonable security measures. If there is someone refuses to comply with the regulations on inspection or the abovementioned security measures, the convener may reject or expel such shareholder or representative from attending the meeting after considering carefully.

9. The convener of the General meeting of shareholders, after considering carefully, may carry out appropriate methods to:

a. Arrange seats at the meeting place of the General meeting of shareholders;

b. Ensure safety of everyone present at the meeting place;

c. Enable shareholders to attend (or keep on attending) the meeting. The convener of the General meeting of shareholders reserves the right to change the abovementioned measures and apply all necessary measures. The applicable measures may be issuance of admission or other options.

10. In case the General meeting of shareholders applies the abovementioned measures, the convener, upon determining the location of the meeting, shall:

a. Notify that the meeting shall be held at the place stated in the invitation and the chairperson of the meeting is there ("Main venue of the meeting")

b. Arrange and organize so that the shareholders or authorized representatives who cannot attend the meeting according to this Article or the persons who wish to participate in another location other than the main venue of the meeting can also attend the meeting;

Notify that the organization of the general meeting does not need to specify the measures of organization according to this Article.

11. In this charter (unless otherwise required by the context), all shareholders are considered attending the meeting at the main venue.

12. Annually, the company shall hold the General meeting of shareholders at least once. The annual General meeting of shareholders shall not be held in the form of gathering opinions in writing.

Article 21. Ratification of decisions of the General meeting of shareholders

1. Except for cases specified in Clause 2 and 3 this Article, the decisions of the General meeting of shareholders on the following issues shall be ratified if voted for by shareholders eligible to vote or authorized representatives attending the general meeting of shareholders at least [51%] of total attendees' votes:

- a. Ratify the annual financial statement;
- b. Short-term and long-term development plans of the company;
- c. Dismissal, removal and replacement of members of the Board of Directors, the Board of Controllers and the report on appointment of the Director (General Director) of the Board of Directors.

2. The election of members of the Board of Directors and the Board of Controllers shall comply with Clause 3 Article 144 of the Law on enterprises.

3. The decisions of the General meeting of Shareholders related to the amendments and supplements of the Charter, the type of shares and number of shares offered, the reorganization or dissolution of enterprise, the purchase and sale of company's assets or its branches done at 35% or more of the total assets of the company based on the most recent audited financial statements shall be ratified if voted for by shareholders eligible to vote or authorized representatives attending the general meeting of shareholders holding at least [65%] of total attendees' votes.

4. Resolutions ratified by the General shareholders' meeting, which are validated by 100% of the shareholders entitled to vote, shall have immediate validity and effect despite procedural errors in the ratification of such resolutions.

Article 22. Competence and formalities to carry out absentee voting of shareholders to ratify decisions of the General meeting of shareholders

The competence and formalities to carry out absentee voting of shareholders to ratify decisions of the General meeting of shareholders shall comply with the following regulations:

1. The Board of Directors has the right to carry out absentee voting of shareholders to ratify decisions of the General meeting of shareholders if deemed necessary for the benefit of the company.

2. The Board of Directors must prepare the absentee ballot, the Draft Resolution of the General meeting of Shareholders and other documents explaining the Draft Resolution. The Board of Directors must submit and publish documents to the shareholders within a reasonable time for consideration and voting and must send them at least [fifteen (15)] days before the expiration date of receipt of the absentee ballot. The requirements and formalities for sending the absentee ballot and attached documents shall comply with Clause 3 Article 18 this charter.

3. The absentee ballot shall contain:

- a. Name, enterprise ID number, headquarters address;
- b. Purpose of the absentee voting;
- c. Full name, permanent address, nationality, citizenship identification card, identity card, passport or other lawful personal identification of shareholders which are natural persons; name,

permanent address, nationality, enterprise code or establishment decision number of shareholders as organizations or name, permanent address, nationality, citizenship identification card, identity card, passport or other lawful personal identification of legal representatives of shareholders which are organizations; the number of shares of each type and the number of votes of shareholders;

- d. The issue that need voting to ratify the decision;
- e. Voting options including affirmative, negative, and abstentions on each issue;
- f. Deadline for submitting the completed absentee ballot to the company;
- g. Full name and signature of the Chairperson of the Board of Directors and the company's legal representative.

4. The completed absentee ballot must bear the signature of the shareholder who is a natural person or the legal representative of the shareholder who is an organization, the legal representative of the authorized organization.

5. The completed absentee ballot may be sent to the company in the following manner:

a. By post: Every absentee ballot sent to the company must be put into sealed envelopes. Envelopes must not be opened before counting;

b. By fax or email: Absentee ballots sent by fax or email must be kept confidential until the vote counting time.

Absentee ballots sent to the company after the deadline written therein, absentee ballots sent by post in envelopes that are opened, absentee ballots sent by fax or email that are revealed before the voting time are all invalid. If an absentee ballot is not submitted, it will be excluded from voting.

6. The Board of Directors shall count the votes and make a vote counting record before the Board of Controllers or shareholders that do not hold managerial positions in the company. The vote counting record must contain the following information:

- a. Name, enterprise ID number, headquarters address;
- b. Purposes and issues that need voting to ratify the Resolution;
- c. The number of shareholders and total number of votes casted, in which separate the numbers of valid and invalid votes, methods of sending, enclosed with the list of voting shareholders;
- d. Total number of affirmative votes, negative votes and abstentions on each issue;
- e. The ratified issues;
- f. Full name and signature of the Chairperson of the Board of Directors, the company's legal representative, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors are jointly responsible for the truthfulness and the accuracy of the vote counting record; jointly responsible for damages caused by the decisions ratified because of untruthful, incorrect counts of votes;

7. The vote counting record shall be sent to all shareholders within 15 days from the completion date of vote counting. If the company has a website, the vote counting record may be posted on

such website instead of being sent to shareholders within 24 hours from the completion time of vote counting.

8. Completed absentee ballots, the vote counting record, ratified Resolutions and relevant documents enclosed with absentee ballots shall be kept at the company's headquarter.

9. Resolutions ratified by absentee voting must be approved by a number of shareholders represent at least [51%] of shares with voting rights and are as valuable as those ratified at the General Meeting of Shareholders.

Article 23. Minutes of General meeting of shareholders

1. The General Meeting of Shareholders must be recorded in writing, audio or other electronic means of recordings. The meeting minutes must be made in Vietnamese (additional English is permitted) and has the following information:

- a. Name, enterprise ID number, headquarters address;
- b. Time and location of the General meeting of shareholders;
- c. Agenda and contents of the meeting;
- d. Full names of the chairperson and the secretary;
- e. Summary of the meeting and opinions given at the General Meeting of Shareholders with regard to each issue on the agenda;
- f. The number of shareholders and total number of votes of attending shareholders; list of registered shareholders, representatives of shareholders with the corresponding amount shares and votes;
- g. Total votes on each issue in which specifying the voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratio to total votes of attending shareholders;
- h. Ratified issues and corresponding ratio of affirmative votes;
- i. Signatures of the chairperson and the secretary.

The minutes made in Vietnamese and English shall have equal legal effectiveness. In case of any discrepancies between the Vietnamese version and the English version, the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders must be completed and ratified before the end of the meeting. The chairperson and the secretary are jointly responsible for the truthfulness and accuracy of the minutes.

3. The minutes of the General Meeting of Shareholders must be published on the website of the company within 24 hours or sent to all shareholders within 15 days from the completion date of the meeting.

4. The minutes of the General Meeting of Shareholders shall be regarded as evidence of the jobs conducted at the General meeting of Shareholders unless there are objections about the content of the minutes in accordance with the specified procedures within ten (10) days after sending the minutes.

5. The minutes of the General Meeting of Shareholders, list of registered shareholders with signatures, appointments of authorized representatives and relevant documents must be kept at the company's headquarter.

Article 24. Request for annulment of decisions of the General meeting of shareholders

Within 90 days from the day on which the minutes or the absentee vote counting record is received, members of the Board of Directors, Controllers, Director (General Director), the shareholder or group of shareholders mentioned in Clause 3 Article 12 of this charter may request a court or arbitral tribunal to consider annulling the decision of the General Meeting of Shareholders in the following cases:

1. Procedures for convening the meeting or absentee voting and making decisions of the General Meeting of Shareholders are not conformable with the Law on enterprises and this charter, except for the case specified in Clause 4 Article 21 of this charter.
2. Contents of the Resolution contravene the law or the company's charter.

If the decision of the General Meeting of Shareholders is annulled by decision of the court or arbitrator, the convener of the General meeting of Shareholders can consider reorganizing the General meeting of Shareholders within.... day(s) in accordance with the procedures stipulated in the Law on enterprises and this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination of members for the Board of Directors

1. When the candidates have been identified, the information related to them must be included in the documents used for the General meeting of shareholders and published at least 10 days before the opening day of the General meeting of shareholders on the website of the company so that shareholders can find out about the candidates before voting. The candidates of the Board of Directors must make written commitments to provide truthful, accurate and reasonable information and to perform the tasks honestly if elected as members of the Board of Directors. Published information related to the candidates of the Board of Directors must include at least:

- a. Full name, date of birth;
- b. Educational qualifications;
- c. Professional qualifications;
- d. Work experience;
- e. Companies of which they are the members of the Board of Directors and other managing positions;
- f. Assessment reports on their contributions to the company if they are currently members of the Board of Directors of the company;
- g. Interests related to the company (if any);
- h. Full names of the shareholders or groups of shareholders nominating them (if any);
- i. Other information (if any).

2. The shareholders holding common shares for at least six (06) consecutive months may include the voting rights of each person together to nominate the members of the Board of Directors.

Shareholders or groups of shareholders holding 5% to less than 10% of the total number of shares with voting rights may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate three (03) candidates; from 40% to 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; between 70% and 80% may nominate up to (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

3. Where the number of candidates for the Board of Directors through nomination and self-nomination fails to reach the number as needed, the incumbent Board of Directors may nominate additional candidates or organize the nomination in accordance with the mechanism specified in the internal regulations on corporate governance of the company. The introduction of candidates by the Board of Directors must be published clearly and must be approved by the General meeting of Shareholders prior to the nomination according to law provisions.

Article 26. Compositions and term of members of the Board of Directors

1. c. The number of members of the Board of Directors is.... people. Members of the Board of Directors have a term of office of up to 05 years without term limit.

2. c. The composition of members of the Board of Directors is as follows:

[Regarding unlisted public company] The total number of non-executive members of the Board of Directors must comprise at least 1/3 of the total members of the Board of Directors. If an unlisted public company operates under the model specified in Point b Clause 1 Article 134 of the Law on enterprises, at least 1/5 of members of the Board of Directors must be independent members. If the Board of Directors of such company has fewer than 05 members, such company must ensure than one of them is an independent member.

[Regarding listed public company] The total number of independent members of the Board of Directors must comprise at least 1/3 of the total members of the Board of Directors.

3. Members of the Board of Directors shall lose their member status in the following cases:

a. Do not have enough capacity as the member of the Board of Directors as prescribed in the Law on enterprises or be prohibited by the law to become the member of the Board of Directors;

b. Apply resignation letters;

c. Suffer from mental disorders and other members of the Board of Directors have professional evidences proving that they are legally incapacitated persons;

d. Do not attend the meetings of the Board of Directors for 06 consecutive months, except for force majeure;

e. Be dismissed by decisions of the General meeting of shareholders;

f. Provide false personal information to the company as candidates of the Board of Directors;

g. Other cases as prescribed by the law and this charter.

4. The appointment of members of the Board of Directors must be published in accordance with law provisions on securities and securities market.

5. The members of the Board of Directors may not be shareholders of the company.

Article 27. Rights and obligations of the Board of Directors

1. Business operations and activities of the company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors has full competence to exercise all rights and obligations of the Company that are not under the competence of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors are regulated by law provisions, the company's charter and the General meeting of shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a. Decide on strategies, medium-term development plans and annual business plans of the company;
- b. Determine operational objectives in consideration of the strategic objectives ratified by the General meeting of shareholders;
- c. Appoint, dismiss, sign contracts and terminate contracts with the Director (General Director), other executives and determine their salaries;
- d. Supervise and direct the Director (General Director) and other executives;
- e. Handle complaints of the company about executives as well as decide on the selection of representatives of the company to handle issues related to legal procedures concerning such executives;
- f. Determine the company's organizational structure, the establishment of subsidiaries, branches, representative office and the capital contribution and purchase of shares of another company;
- g. Suggest the reorganization or dissolution of the company;
- h. Determine internal regulations on enterprise governance of the company after the approval of the General meeting of shareholders to protect shareholders;
- i. Approve the agendas and contents of the documents serving the general meeting of shareholders; convene the general meeting of shareholders or collect opinions for the general meeting of shareholders to ratify decisions;
- j. Suggest the annual dividend rate; determine the time limit and procedures for payment of dividends;
- k. Suggest types of shares issued and the total number of issued shares in each type;
- l. Suggest the issuance of convertible bonds and warrant-linked bonds;
- m. Determine the offering price of shares and bonds if authorized by the General meeting of shareholders;
- n. Submit audited annual financial statements and corporate governance reports to the general meeting of shareholders;
- o. Report on the appointment of Director (General Director) to the General meeting of shareholders;
- p. Other rights and obligations (if any).

3. The following issues must be approved by the Board of Directors: a. Establishment of branches or representative offices of the company; b. Establishment of subsidiaries of the company;

c. Within the scope specified in Clause 2 Article 149 of the Law on enterprises and except for the cases specified in Clause 2 Article 135 and Clause 1, 3 Article 162 of the Law on enterprises which must be approved by the General meeting of shareholders, the Board of Directors shall decide on the implementation, amendment and cancellation of contracts of the company;

d. Appointment and removal of the trade representatives and lawyers authorized by the company;

e. Loans and implementation of mortgages, warranties, guarantees and compensations of the company;

f. Investments not included in the business plan and their budgets exceeding..... VND or the investments exceeding 10% of the value of the annual business plan and business budget;

g. Purchase or sale of shares and stakes in other companies established in Vietnam or abroad;

h. Valuation of assets contributed to the company not in cash related to the issuance of stocks or bonds of the company including gold, land use rights, intellectual property rights, technology and know-how technology;

i. The re-acquirement or withdrawal of not more than 10% of shares of each type offered within 12 months;

j. Decision on the rate of re-acquirement or withdrawal of shares of the company;

k. Business issues or transactions decided that they need approval by the Board within its competence and responsibilities.

4. The Board of Directors must report to the General meeting of shareholders on its activities, specifically on the supervision of the Board of Directors over the Director (General Director) and other executives in the fiscal year. If the Board fails to submit a report to the General meeting of Shareholders, the company's annual financial statements are considered invalid and not approved by the Board.

5. Unless otherwise specified by the law and Charter, the Board may authorize its subordinates and executives to represent and handle work on behalf of the company.

Article 28. Salaries, remunerations and other benefits of members of the Board of Directors

1. Board members (excluding authorized representatives) shall receive salaries for their work as Board members. The total salaries for the Board of Directors shall be decided by the General meeting of Shareholders. This amount of salaries is divided to the members of the Board of Directors as agreed upon in the Board of Directors or equally divided in case no agreement is reached.

2. [The total amount paid to each member of the Board of Directors including salaries, expenses, commissions, share purchase rights and other benefits earned from the company, its subsidiaries, associated companies and other companies in which the Board members are representatives of the contributed capital must be published in detail in the annual report of the company. Salaries

of the Board members must be shown separately in the annual financial statements of the company].

3. Board members holding managing positions or Board members working in the sub-committee of the Board of Directors or performing other tasks that are beyond the scope of the common tasks of members of the Board of Directors may be paid additional remunerations in the form of a remuneration package for each time, salary, commission, percentage of profits or otherwise as decided by the Board of Directors.

4. Board members are entitled to be paid all travel expenses, accommodation and other reasonable expenses they have to pay when performing the responsibility of the Board members, including expenses incurred when attending the General meeting of shareholders, the meetings of the Board of Directors or the sub-committees of the Board.

Article 29. Chairperson of the Board of Directors

1. The General meeting of shareholders or the Board of directors must elect a chairperson among the members of the Board of directors.

2. The chairperson of the Board of Directors must prepare the agenda and documents, convene and preside over the meeting of the Board of Directors; preside over the General meeting of Shareholders; at the same time, have other rights and obligations as stipulated in the Law on enterprises and this Charter.

3. Chairperson of the Board of Directors shall be responsible for ensuring the submission of the annual financial report, operational report of the company, audit reports and inspection reports of the Board of Directors by the Board of Directors to the shareholders at the General meeting of shareholders.

4. Chairperson of the Board of directors can be deposed at the Board of directors' discretion. If the chairperson resigns or is deposed, the Board of Directors shall elect a substitute within 10 days.

Article 30. Meetings of the Board of Directors

1. If the Board of Directors elects the chairperson, the chairperson of the Board of Directors shall be elected during the first meeting of the new Board of Directors within 07 working days from the end of the voting of the Board that term. This meeting shall be convened by the member that receives the most votes. If there is more than one member who has the highest votes, they shall be voted for by members under the majority rule to elect one person to convene the meeting of the Board of Directors.

2. Chairperson of the Board of Directors shall convene the regular and irregular Board meetings, establish the agenda, time and location of the meeting at least five (05) working days before the meeting date. The Chairperson may convene a meeting when it is deemed necessary, but at least one meeting shall be held for every quarter.

3. The Chairperson of the Board of Directors shall convene the meeting of the Board of Directors and must not delay without plausible reason, when one of the following subjects proposes in writing to present the purpose of the meeting and the issues to be discussed:

a. Board of Controllers;

b. Director (General Director) or at least 05 other executives;

- c. Independent members of the Board of Directors;
- d. At least 02 members for the Board of Directors;
- e. Other cases (if any).

4. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors within 07 working days from the day on which the request mentioned in Clause 3 of this Article is received. If the Chairperson fails to convene the meeting on request, the Chairperson shall take responsibility for any damage to the company; the person who makes the request as specified in Clause 3 Article 30 may convene a meeting of the Board of Directors.

5. Where there is a request from the independent audit firm to audit the financial statements of the company, the Chairperson of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit reports and situation of the company.

6. Board meetings are held at the Company's headquarter or any other location in Vietnam or abroad according to the decision of the Chairperson of the Board of Directors and with the consent of the Board of Directors.

7. Invitations to the Board meeting must be sent to the members of the Board of Directors and the Controllers at least five (05) days before the meeting, the members of the Board may deny the invitation in writing and this refusal may be changed or cancelled in writing by such member. Invitations to the Board meeting shall be made in Vietnamese and fully informed of the agenda, time and location of the meeting, contents of the discussed issues, together with the necessary documents on the matters to be discussed and voted on at the Board meeting and ballots of the members.

The invitation shall be sent by post, fax, email, or other means, as long as they reach the mailing address of every member of the Board of Directors and controller, which is registered with the company.

8. The meetings of the Board of Directors shall be held only when there are at least three-fourths (3/4) of the Board members present in person or through a representative (the authorized person) if approved by a majority of the Board members.

If the number of attending members is not sufficient as prescribed, the meeting must be reconvened within 07 days after the first meeting. The second meeting shall be held if there is more than one half (1/2) of the Board members attending the meeting.

9. Board meeting can be held in the form of online conference between members of the Board of Directors when all or some of the members are in different locations, provided that each member attending the meeting can:

- a. Listen to each of the other Board member to express their opinions in the meeting;
- b. Express their opinions with all participants simultaneously. The discussion among members can be carried out directly by telephone or by other means of communication or the combination of all these methods. The Board members participating in such meeting is considered as "present" at the meeting. The meeting location is held in accordance with this regulation is the location where the group of the largest members of the Board of Directors gather, or where the Chairperson of the meeting is present.

The decisions ratified in a meeting through telephone are held and conducted properly and effectively right at the end of the meeting, but must be confirmed by the signatures in the minutes of all Board members attending this meeting.

10. d. The Board members may send votes to the meeting via mails, fax or e-mails. Votes sent to the meeting by post must be contained in sealed envelopes and given to the Chairperson of the Board of Directors at least one hour before the opening time. Votes shall be open before every participant.

11. Voting

a. Except for cases specified in Point b Clause 11 Article 30, each member of the Board of Directors or the authorized representative as specified in Clause 8 this Article directly present as a natural person at the Board meeting shall have one (01) vote;

b. The Board members are not entitled to vote on contracts, transactions or proposals of which such members or persons related to such members receive benefits and these benefits conflict or could conflict with the interests of the Company. The Board members are not included in the minimum number of delegates needed to be present to held the Board meeting on the decisions which such members do not have voting rights on;

c. As prescribed at Point d, Clause 11, Article 30, when issues arise in a meeting of the Board of Directors relating to the interests of the members of the Board of The Directors but such members do not voluntarily waive their voting rights of, the judgment of the Chairperson regarding these issues is the final decision except where the nature or scope of the interests of members of the Board concerned has not been fully published;

d. The Board members enjoying benefits from a contract specified in Points a and b, Clause 5, Article 40 of this Charter are considered to receive significant benefits in such contract;

e. Controllers are entitled to attend meetings of the Board of Directors, participate in discussion but must not cast votes.

12. The Board members directly or indirectly enjoy benefit from a transaction or contract signed or expected to be signed with the company and know that they receive such benefits shall publish such benefits in the first meeting in which the Board considers the issue of signing of this contract or transaction. If a member of the Board of Directors does not know himself/herself and the person concerned receive interests at the time the contract or transaction is signed with the company, this member of the Board of Directors must disclose relevant interests in the first meeting of the Board held after this member know that he/she receive the interests or will receive interests in the abovementioned transaction or contract.

13. Board of Directors shall ratify decisions and make resolutions in accordance with the approval of a majority of the attending Board members. If the number of affirmative and negative votes is equal, the vote of the Chairperson of the Board of Directors is the decisive vote.

14. Resolutions ratified by absentee voting shall be ratified in accordance with the approval of a majority of Board members with voting rights. Such Resolutions are as valuable as those ratified at the General Meeting of Shareholders.

15. The Chairperson of the Board shall transfer the minutes of the Board meeting to the members and the minutes is the true evidence of work that has been carried out in the meetings

except there are objections on the content of the minutes within ten (10) days after transfer. The minutes of the Board meetings shall be made in Vietnamese and may be made in English. The minutes must be signed by the chairperson and the person making them.

Article 31. Teams affiliated to the Board of Directors

1. The Board of directors may establish teams to assist it on development policy, personnel, payroll and internal audit. The number of members of the team shall be decided by the Board of Directors, but there should be at least three (03) persons including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive Board members should occupy a majority in the team and one of these members shall be appointed as the head of the team under the decision of the Board of Directors. The activities of the teams must comply with the regulations of the Board of Directors. Resolutions of the teams are effective only when a majority of the members attending and approving them at the meeting of the team are members of the Board.

2. The implementation of the decision of the Board of Directors or teams affiliated to the Board of Directors, or of the person having member status in the teams affiliated to the Board of Directors must comply with effective provisions of law and the company's charter.

Article 32. Persons in charge of corporate governance

1. The Board of Directors shall appoint at least one (01) person in charge of corporate governance to support the corporate governance effectively. The term of office of the person in charge of corporate governance shall be decided by the Board of Management with a maximum of five (05) years.

2. Persons in charge of corporate governance shall:

- a. Be knowledge about law;
- b. Not work for the independent audit firm performing audits of the company's financial statements;
- c. Other standards as prescribed by the law, this charter and the decisions of the Board of Directors.

3. The Board of Directors may remove the persons in charge of corporate governance if necessary, but not in contravention of the effective laws on labor. The Board of Directors may appoint an assistant manager in charge of corporate governance from time to time.

4. Persons in charge of corporate governance shall have the following rights and obligations:

- a. Advise the board of directors on the organization of convening the general meeting of shareholders in compliance with regulations and law and the related work between the company and shareholders;
- b. Prepare meetings of the board of directors, Board of Controllers and general meeting of shareholders at the request of the board of directors or the Board of Controllers;
- c. Advise on the procedures of meetings;
- d. Participate in the meetings;
- e. Advise on procedures for resolutions of the board of directors in accordance with regulations of law;

- f. Provide financial information, copies of meeting minutes of the board of directors and other information for members of the board of directors and controllers;
- g. Monitor and report to the board of directors on the operation of publishing information of the company.
- h. Ensure the security of information in accordance with regulations of law and the company's charter;
- i. Other rights and obligations in accordance with regulations of law and the company's charter.

VIII. DIRECTOR (GENERAL DIRECTOR) AND OTHER EXECUTIVES

Article 33. Organization of management mechanism

Management system of the Company must ensure that the management mechanism assumes their accountabilities to the Board of Directors and under the inspection and monitor of the Board of Directors. The company has a Director (General Director), Deputy Directors (Deputy General Directors), a chief accountant and other managing positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be ratified by resolution of the Board of Directors.

Article 34. Executives

1. At the request of the Director (General Director) and the approval of the Board of Directors, the company may recruit other executives with the quantity and quality consistent with the structure and the management regulations of the company regulated by the Board of Directors. The executives must be diligent to support the company to achieve the goals in its operations and organization.
2. Salary, remuneration, benefits and other terms in the labor contract with the Director (General Director) shall be decided by the Board of Directors and the contract with other managers shall be decided by the Board of Directors after consultation with the Director (General Director).

Article 35. Appointment, removal, tasks and powers of the Director (General Director)

1. The Board of Directors shall appoint a member of the Board of Directors or another person as the Director (General Director); sign contract which stipulates the salary rate, remuneration and other benefits with such person. Information on salary rates, remuneration and other benefits of the Director (General Director) must be reported separately in the annual General meeting of Shareholders and is stated in the company's Annual Report.
2. The Director (General Director) shall have a term of office of up to 05 years and may be reappointed. The appointment may be invalidated according to the provisions of the labor contract. The Director (General Director) is not the person prohibited to hold this position by law provisions and he/she must comply with the standards and regulations of the law and the company's charter.
3. Director (General Director) shall have the following rights and obligations:
 - a. Implement the resolutions of the Board of Directors and the General meeting of Shareholders, business plans and investment plans of the company approved by the Board of Directors and the General meeting of Shareholders;

- b. Make decisions on issues without a resolution of the Board of Directors, including signing of financial and commercial contracts on behalf of the company, organization and operation of daily business activities of the company in accordance with the best management practices;
 - c. Propose corporate structuring plans and internal management regulations to the Board of Directors;
 - d. Propose measures to improve the operation and management of the company;
 - e. Propose the number and types of executives that the company needs to recruit for the appointment or dismissal of the Board of Directors in accordance with internal regulations and propose salary rate, remuneration and other benefits of the executives to the Board of Directors to make decisions;
 - f. Consult the Board of Directors on decision on the number of employees, salary rates, allowances, benefits, appointment, dismissal and other terms related to their labor contracts;
 - g. On ... each year, submit the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five (05) year financial plan to the Board of Directors for approval;
 - h. Prepare the long-term, quarterly and annual estimates of the company (hereinafter referred to as estimate) for long-term, quarterly and annual management activities of the company according to the business plan. The annual estimate (including balance sheet, income statement and expected cash flow statement) of each fiscal year must be submitted to the Board of Directors for ratification and must include the information specified in the regulations of the company;
 - i. Other rights and obligations in accordance with law provisions, this charter, internal regulations of the company, Resolutions of the Board of Directors and the labor contract signed with the company.
4. The Director (General Director) shall assume his/her accountability to the Board of Directors and the General meeting of Shareholders for the implementation of assigned tasks and powers and must report to these agencies as required.
5. The Board of Directors may dismiss the Director (General Director) if approved by a majority of Board members attending the meeting having voting rights and appoint a new Director (General Director) for substitution.

IX. BOARD OF CONTROLLERS

Article 36. Nomination of members for the Board of Controllers

1. The nomination of Controllers shall be implemented similar to the provisions in Clause 1 and 2 Article 25 this charter.
2. Where the number of candidates for the Board of Controllers through nomination and self-nomination fails to reach the number as needed, the incumbent Board of Controllers may nominate additional candidates or organize the nomination in accordance with the mechanism specified in the charter and the internal regulations on corporate governance of the company. The mechanism of nomination of candidates by the Board of Controllers must be published clearly and must be approved by the General meeting of Shareholders prior to the nomination.

Article 37. Controllers

1. The number of Controllers of the company is 03 people. Controllers have a term of office of up to 05 years without term limit.
2. A controller must meet the criteria and conditions specified in Clause 1 Article 164 of the Law on enterprises and the company's charter and must not:
 - a) Work in the accounting and finance departments of the company;
 - b) Be a member or employee of the independent audit firm auditing the financial statements of the company over the last 3 years.
3. The Controllers shall elect one of them as the Head of the Board of Controllers by majority rule. The Head of the Board of Controllers must be a full-time auditor or professional accountant at the company. Head of the Board of Controllers shall have the following rights and obligations:
 - a. Convene the meetings of the Board of Controllers;
 - b. Request the Board of Directors, Director (General Director) and other executives to provide related information to report to the Board of Controllers;
 - c. Prepare and sign the report of the Board of Controllers after the consultation with the Board of Directors to submit it to the General meeting of Shareholders.
4. A Controller shall be dismissed if he or she:
 - a. No longer satisfies the standards and conditions for Controllers prescribed in the Law on enterprises;
 - b. Fails to perform his/her rights and obligations for 06 consecutive months, except for force majeure events;
 - c. Tenders a resignation which is accepted;
 - d. Other cases as prescribed by the law and this charter.
5. A Controller shall be removed from his/her position if he or she:
 - a. Fails to fulfill the given tasks or duties;
 - b. Commit serious or repeated violations against obligations of Controllers prescribed by the Law on enterprises and the company's charter;
 - c. Be removed by decisions of the General meeting of shareholders;
 - d. Other cases as prescribed by the law and this charter.

Article 38. Board of Controllers

1. The Board of Controllers shall have the rights and obligations as specified in Article 165 of the Law on enterprises and the following rights and obligations:
 - a. Propose and recommend the general meeting of shareholders to grant approval for the independent audit firm to audit the financial statements of the company;
 - b. Assume their accountabilities to shareholders for monitoring activities;

c. Monitor the financial status of the company, legitimacy of the activities of members of the Board of Directors, the Director (General Director), other managers, coordination in operation between the Board of Controllers and Board of Directors , the Director (General Director) and shareholders;

d. In cases of violation against regulations of law or the company's charter committed by a member of the Board of Directors, the Director (General Director) and other executives, it must be notified in written text to the Board of Directors within 48 hours asking the offenders to stop the violation and find solutions to tackle;

e. Report to the General meeting of shareholders as specified in the Law on enterprises.

f. Other rights and obligations as prescribed by the law and this charter.

2. Members of the Board of Directors, Director (General Director) and other executives must provide precise and full information and documents on the management and operation of the company at the request of the Board of Controllers. The executives shall ensure that all copies of the resolutions, meeting minutes of the General meeting of shareholders and the Board of Directors, financial information and other information provided to the shareholders and members of the Board of Directors must be provided to the Controllers at the same time and forms they are provided to the shareholders and members of the Board of Directors.

3. The Board of Controllers may issue regulations on the meetings and method of operation of the Board of Controllers. The Board of Controllers must hold meetings at least 02 times a year and the meeting is held only when at least 2/3 of the Controllers attend it.

4. Salary, remuneration and other benefits of the Controllers shall be decided by the General meeting of Shareholders. The Controllers shall be paid the travel expenses, accommodation and other expenses incurred reasonably when attending the meetings of the Board of Controllers or implementing other activities of the Board of Controllers.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, CONTROLLERS, DIRECTOR (GENERAL DIRECTOR) AND OTHER EXECUTIVES

Article 39. Prudent responsibilities

The Board members, the Controllers, Director (General Director) and other executives are responsible for executing their duties, including duties as the members of the teams affiliated to the Board of Directors, honestly for the benefit of the company.

Article 40. Truthful responsibilities and avoidance of conflicts of interest

1. Members of the board of directors, controllers, directors (general directors) and other executives must publish the related interests as prescribed in Article 159 of the Law on enterprises and other relevant law.

2. Board members, Controllers, Director (General Director) and other executives shall not use the business opportunities that are profitable to the company for personal purposes; at the same time shall not take advantage of the information obtained by the influence of their own positions for personal purposes or in the interests of other individuals or organizations.

3. Board members, Controllers, Director (General Director) and other executives are obliged to inform the Board of Directors of all interests that may conflict with the interests of the company that they may enjoy through economic entities, transactions or other individual.

4. Unless otherwise provided by the general meeting of shareholders, the company shall not provide loans or guarantees to the Board members, the Controllers, the Director (Deputy Director), other executives and the persons related to the abovementioned members or legal entity who has financial interests, unless the public company and organizations related to its shareholders are companies in the same group or companies operating in a group of companies including parent companies-subsidiaries, economic groups, and the relevant law specifies otherwise.

5. The contract or transaction between the company with one or more Board members, Controllers, Director (Deputy Director), other executives and the persons related to them or the company, partnership, association, or organization that the Board members, the Controllers, the Director (Deputy Director), other executives and the persons related to them are members, or having related financial benefits shall not be disabled in the following cases:

a. Regarding contracts valued at 20% or below of the total assets recorded in the latest financial statement, the key contents of the contract or transaction as well as the relationships and interests of the Board members, Controllers, Director (Deputy Director), other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the implementation of such contract or transaction in a truthful manner by a majority of votes of the members of the Board of Directors without relevant interests;

b. Regarding contracts valued more than 20% of the total assets recorded in the latest financial statement, the key contents of the contract or transaction as well as the relationships and interests of the Board members, Controllers, Director (Deputy Director), other executives have been announced to the shareholders having no relevant benefits with voting rights on that issue, and these shareholders have approved such contract or transaction;

c. The contract or transaction is considered fair and reasonable by an independent consulting organization in all aspects related to the company's shareholders at the time the transaction or contract is ratified by the Board of Directors or the General meeting of shareholders.

The Board members, the Controllers, Director (General Director), other executives and the persons related to the abovementioned members shall not use the information of the company that is not permitted for publication or disclosure to other people to carry out relevant transactions.

Article 41. Responsibilities for damage and compensation

1. The Board members, the Controllers, Director (General Director) and other executives who violate their truthful and prudent obligations and responsibilities, fail to fulfill their obligations with diligence and professional capacity shall take responsibility for the damage caused by their acts of violations.

2. The Company shall pay compensation for those who have, are or may become a party involved in a complaint, lawsuit or prosecution (including civil and administrative cases, and not the lawsuits initiated by the Company as the petitioner) if that person was or is a member of the Board of Directors, Controllers, Director (Deputy Director), other executives, employees, or representatives authorized by the company or that person has or is working at the request of the company as members of the Board of Directors, executives, employees or authorized representative of the company provided that he/she has acted honestly and prudently and diligently for the interests or without conflicts with the interests of the Company, on the basis of

compliance with the law and there is no evidence to confirm that that person has violated his/her responsibilities.

3. When performing tasks or executing work as authorized by the company, the members of the Board of Directors, Controllers, Director (Deputy Director), other executives, employees, or representatives authorized by the company shall be compensated by the company when becoming a party concerned in complaints, lawsuits and prosecution (except for the lawsuits where the petitioner is the company) in the following cases:

a. Have acted honestly, prudently and diligently for the interests and not conflicted with the interests of the company;

b. Comply with the law and there is no evidence to confirm the non-performance of their responsibilities.

4. The compensation expenses include accrued expenses (including attorney's fees), judgment expense, fines and payable arising practically or considered reasonable when dealing with these cases within the framework of the law. The company can buy insurance for these people to avoid the abovementioned compensation liability.

XI. THE RIGHTS TO INSPECT BOOKS AND DOCUMENTS OF THE COMPANY

Article 42. The rights to inspect books and documents

1. Shareholders or groups of shareholders specified in Clause 2 of Article 25 of this Charter may, directly or through authorized person, send a written request to check the list of shareholders, minutes of the General meeting of Shareholders and photocopy or extract such records during working hours at the company's headquarter. The request for checking made by authorized representatives of shareholders must attach a written authorization of the shareholders represented by that person or a certified copy of such written authorization.

2. Members of the board of directors, controllers, directors (general directors) and other executives may check the book of shareholder registration of the company, the list of shareholders and other books and records of the company for purposes relating to their positions provided that such information must be kept confidential.

3. The company must keep this Charter and the amendments of the Charter, the business registration certificate, the regulations, the documents proving ownership of assets, resolutions of the General meeting of Shareholders and the Boards of Directors, the minutes of the General meeting of Shareholders and the Boards of Directors, the reports of the Board of Directors, the reports of the Board of Controllers, the annual financial statements, accounting books and any other documents as prescribed by law at the headquarters or another place, provided that the shareholders and the business registration agency are informed of the document storage location.

4. The company's charter must be published on the website of the company.

XII. EMPLOYEES AND UNION

Article 43. Employees and union

1. The Director (General Director) shall make plans for the Board of Directors to ratify issues related to recruitment, employee severance, salary, social insurance, benefits, rewards and discipline for employees and executives.

2. The Director (General Director) shall make plans for the Board of Directors to ratify issues related to the Company's relationship with trade union organizations under the best standards, practices and management policies, the practices and policies specified in this Charter, the company's regulations and effective regulations of law.

XIII. PROFIT DISTRIBUTION

Article 44. Profit distribution

1. The General meeting of Shareholders shall decide the rate of dividend payment and the form of annual dividend payment from the retained revenue of the Company.
2. The company shall not pay interest of the dividend payment or the payment related to a class of stocks.
3. The Board of Directors may request the General meeting of Shareholders to ratify the payment of all or a part of the dividend in stocks and the Board of Directors shall be the executing agency of this decision.
4. In case dividends or other payable related to a class of stock are paid in cash, the company shall pay in VND. The payment can be done directly or through the banks in accordance with the detailed information provided by the shareholders. If the company has transferred in accordance with the details on bank accounts provided by shareholders but those shareholders do not receive money, the company is not responsible for the amount of money that the company has transferred to the shareholders. The payment of dividends on the shares listed in the stock exchange can be carried out through a securities company or the Vietnam Securities Depository Center.
5. Pursuant to the Law on enterprises, the Law on securities, the Board of Directors shall ratify the resolution on determining a specific date to close the list of shareholders. Based on that day, those who register as a shareholder or owner of securities are entitled to receive dividends, interests, profit distribution, stocks, notice or other documents.
6. Other issues related to profit distribution shall comply with the law and this charter.

XIV. BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING REGULATIONS

Article 45. Bank account

1. The company shall open bank accounts in Vietnamese banks or in foreign banks licensed to operate in Vietnam.
2. Under the prior approval of the competent authority, in case of necessity, the company may open bank accounts in foreign countries according to the provisions of law.
3. The company shall conduct all payment and transactions through bank accounts in VND or foreign currencies in the banks that the company opens accounts.

Article 46. Fiscal year

The company's fiscal year begins on the first date of the month... each year and ends on date... of month... The first fiscal year starts from the date of issuance of the business registration certificate and ends on date... of month... right after the date of issuance of such business registration certificate.

Article 47. Accounting regulations

1. The company uses the Vietnamese Accounting System (VAS), enterprise accounting system or special accounting system promulgated by a competent authority and approved by the Ministry of Finance.
2. The company shall make accounting journals in Vietnamese and retain accounting documents according to law provisions on accounting and relevant laws. Such documents must be precise, updated, systematic and adequate to evince and elucidate the company's transactions.
3. The accounting currency of the company is Vietnam dong. If the company's revenues and expenditures are mostly in a foreign currency, the company may use such foreign currency as the accounting currency and has to take legal responsibility for such action and notify its supervisory tax authority.

XV. ANNUAL REPORT, FINANCIAL STATEMENT AND INFORMATION ANNOUNCEMENT RESPONSIBILITY

Article 48. Quarterly, biannual and annual financial statement

1. The company shall make annual financial statement in accordance with the law and regulations of the State Securities Commission and the financial statement shall be audited as prescribed in Article 50 of this Charter. Within..... days after the end of each fiscal year, the company shall submit the annual financial statement approved by the General meeting of shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange (for listed companies) and business registration agencies.
2. The annual financial statement must include the income statement that reflects honestly and objectively the situation of profits and losses of the company during the fiscal year, the financial report that reflects honestly and objectively the situation of operation of the Company as of the time of report preparation, cash flow statement and notes to the financial statement.
3. The company shall prepare and publish the biannual audited financial statements and the quarterly financial statements (for listed companies/large-scale public companies) in accordance with the regulations of the State Securities Commission and the Securities Exchange (for listed companies) and submit them to the related tax authorities and the business registration agencies in accordance with the provisions of the Law on enterprises.
4. Audited annual financial statements (including the auditor's opinions), examined biannual financial statements and quarterly financial statements (for listed companies/large-scale public companies) shall be published on the website of the company.
5. Organizations and individuals concerned have the right to check or copy the audited annual financial statements, examined biannual financial statements and quarterly financial statements during working hours at the headquarters of the company and must pay a reasonable fee for copying.

Article 49. Annual report

The company must prepare and publish the annual report in accordance with the law on securities and securities market.

XVI. AUDIT OF THE COMPANY

Article 50. Audit

1. The annual General meeting of Shareholders shall appoint an independent audit firm or ratify a list of independent audit firm and authorize the Board of Directors to decide on one of these units to audit the financial statement of the company for the next fiscal year based on the terms and conditions agreed with the Board of Directors. The company must prepare and submit the annual financial statement to the independent audit firm after the end of the fiscal year.
2. The independent audit firm shall inspect, confirm and make an audit report and submit it to the Board of Directors within 02 months after the end of the fiscal year.
3. The copy of the audit report shall be attached to the annual financial statement of the company.
4. The auditors performing the company's audit shall be allowed to attend the General meeting of Shareholders and are entitled to receive notices and other information related to the General meeting of Shareholders that the shareholders are entitled to receive and express their opinions on issues related to the audit of the financial statement of the company.

XVII. SEAL

Article 51. Seal

1. The Board of Directors shall decide to ratify the company's official seal and the seal is fixed in accordance with law provisions and the company's charter.
2. The Board of Directors, the Director (General Director) shall use and manage the seal in accordance with effective laws.

XVIII. SHUTDOWN AND LIQUIDATION

Article 52. Shutdown

1. The company may be dissolved in the following cases:
 - a. At the end of the license validity period of the company, even after the extension;
 - b. Be dissolved ahead of time under the decisions of the General meeting of shareholders;
 - c. Be revoked the business registration certificate;
 - d. Other cases as prescribed by the law.
2. The dissolution of the company occurring ahead of time (including the extended period) shall be decided by the General meeting of Shareholders and implemented by the Board of Directors. This decision on dissolution must be announced or approved by a competent authority (if required) as prescribed.

Article 53. Extension of operation

1. The Board of Director shall convene a General meeting of Shareholders at least seven (07) months before the expiration of license validity period for shareholders to vote on the extension of the company's operations at the request of the Board of Directors.
2. The license validity period shall be extended if voted for by shareholders or authorized representatives attending the general meeting of shareholders at least 65% of total attendees' votes.

Article 54. Liquidation

1. At least 06 months before the expiration of the Company's license validity period or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee including three (03) members. Two (02) members are nominated by the General meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its operation regulations. The members of the Liquidation Committee can be selected among the employees of the Company or an independent expert. All costs related to the liquidation shall be prioritized for payment by the Company prior to other debts of the Company.

2. The Liquidation Committee shall report to the business registration agency on the date of establishment and operation commencement date. Since that time, the Liquidation Committee shall act on behalf of the Company in all work related to the liquidation of the Company before courts and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:

a. Liquidation costs;

b. Unpaid salaries, severance, social insurance and other benefits of employees according to collective bargaining agreement and signed employment contracts;

c. Tax debts;

d. Other debts of the company;

e. The remaining balance after payment of all debts from the abovementioned Section (a) to (d) shall be distributed to shareholders. The preferred shares are prioritized for prior payment.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 55. Settlement of internal disputes

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as stipulated in the Law on enterprises, other laws, the company's charter or regulations stipulating between:

a. Shareholders and the company;

b. Shareholders with the Board of Directors, Controllers, Director (General Director) and other executives;

The related parties shall try to resolve the dispute through negotiation and conciliation. Except for disputes concerning the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the settlement of the dispute and require each party to present information related to the dispute within.... working days from the date the dispute arises. In case of disputes related to the Board of Directors or the Chairperson of the Board of Directors, any party may request to appoint an independent expert to act as a mediator for the dispute settlement process.

2. In case of failure to achieve the reconciliation decision within six (06) weeks from the start of the process of reconciliation or if the mediator's decision is not accepted by the parties, any party may refer the dispute to the economic arbitration or economic Court.

3. Each party shall pay their own costs related to the negotiation and reconciliation procedures. The payment of the costs of the court shall comply with the judgment of the court.

XX. SUPPLEMENTATION AND AMENDMENT OF CHARTER

Article 56. Charter of the company

1. The supplementation and amendment of this charter shall be reviewed and decided on by the General meeting of shareholders.
2. In case there are provisions of the law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of law which are different from the provisions of this Charter, the provisions of such law shall prevail and adjust the operation of the company.

XXI. EFFECTIVE DATE

Article 57. Effective date

1. This charter including 21 Chapters, 57 Articles ratified by the General meeting of shareholders of joint-stock company..... on/.../.... at..... and approved the effect of full text of this charter.
2. This Charter is made in ten (10) copies of equal value, in which:
 - a. One (01) copy is submitted to the local State Notary Office;
 - b. Five (05) copies registered at the government agencies as prescribed by the People's Committee at the provinces and cities;
 - c. Four (04) copies are kept at the headquarter of the Company.
3. This is the Company's only and official charter.
4. Copies or excerpts from the charter shall only be valid when bearing the signature of the Chairperson of the Board of directors or signatures of at least half (1/2) of the members of the Board of directors.

Full name and signature of the legal representative or of the founding shareholders or the authorized representatives of the founding shareholders of the company. /.

Annex 02

(Issued together with the Minister of Finance's Circular No. 95/2017/TT-BTC dated September 22, 2017 guiding a number of articles of the Government's Decree No. 71/2017/ND-CP dated June 6, 2017 guiding the corporate governance of public companies)

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF JOINT-STOCK COMPANY....

(Promulgated together with the General meeting of shareholder's Resolution No..... on/.../....)
The internal regulations of the company shall include:

1. Procedures on convening and voting at the General Meeting of Shareholders shall mainly focus on the following contents:
 - a) Notice on the closing of the list of shareholders entitled to attend the General meeting of shareholders;

- b) Announcement of the General meeting of shareholders;
- c) Method of registering for attending the General meeting of shareholders;
- d) Voting method;
- e) Vote counting method;
- f) Announcement of the voting results;
- g) Method of rejection of decisions of the General meeting of shareholders (according to Article 129 of the Law on enterprises);
- h) Making of minutes of General meeting of shareholders
- i). Announcement of Resolutions of the General meeting of shareholders;
- j) The ratification of Resolution by absentee voting (contents of the internal regulations on corporate governance include: procedures of absentee voting and cases not applying the absentee voting);
- k) Other issues.

2. e. Nomination, candidacy, election, dismissal and removal of members of the Board of Directors and the Board of Controllers shall include:

- a) Standards for members of the Board of Directors;
- b) Method of election and nomination of candidates for the position of members of the Board of Directors by shareholders and groups of shareholders according to law provisions and the company's charter;
- c) Method of voting for members of the Board of Directors;
- d) Cases of dismissal and removal of members of the Board of Directors;
- e) Notice on the election, dismissal and removal of members of the Board of Directors;
- f) Method of introduction of members of the Board of Directors.

3. Procedures on holding a meeting of the Board of Directors shall mainly focus on the following contents:

- a) Invitation to the meeting of the Board of Directors (including the agenda, time and location, related documents and voting ballots for members of the Board of Directors that cannot attend the meeting);
- b) Conditions for holding the meetings of the Board of Directors;
- c) Voting method;
- d) Method of ratification of resolutions of the Board of Directors;
- e) Preparation of minutes of the meetings of the Board of Directors;
- f) Notice of resolutions of the Board of Directors.

4. Nomination, candidacy, election, dismissal and removal of Controllers (in cases the public company operating in accordance with the model prescribed in Point a, Clause 1, Article 134 of the Law on enterprises) shall include:

- a) Standards for Controllers;
- b) Method of election and nomination of candidates for the position of Controllers by shareholders and groups of shareholders according to law provisions and the company's charter;
- c) Method of voting for Controllers;
- d) Cases of dismissal and removal of Controllers;
- e) Notice on the election, dismissal and removal of Controllers.

5. Establishment and operation of teams affiliated to the Board of Directors (if any) shall mainly focus on the following contents:

- a) Teams affiliated to the Board of Directors
- b) Structure of the team;
- c) Standards for members of teams, Head of teams;
- d) Establishment of teams;
- e) Responsibilities of teams and each member.

6. Establishment and operation of internal audit team (in cases the public company operating in accordance with the model prescribed in Point b, Clause 1, Article 134 of the Law on enterprises) shall include:

- a) Standards for members of the internal audit team;
- b) Structure and composition of the internal audit team;
- c) Rights and obligations of the internal audit team;
- d) Meetings of the internal audit team.

7. Selection, appointment and dismissal of executives shall include:

- a) Standards for executives;
- b) Appointment of executives;
- c) Signing of contracts with executives;
- d) Cases of dismissal of executives;
- e) Notice of appointment and dismissal of executives.

8. Cooperation between the Board of Directors, the Board of Controllers and the Director (general Director) shall mainly focus on the following contents:

- a) Procedures of convening, meeting invitations, minutes and notices of meeting results between the Board of Director, the Board of Controllers and the director (general director);
- b) Notice of resolutions of the Board of Directors to the Board of Controllers;
- c) Director (General Director);
- d) Cases where the Director (General Director) and the Board of Controllers propose to convene a meeting of the Board of Directors and issues to be consulted by the Board of Directors;

- e) Report of the Director (General Director) to the Board of Directors on performance of assigned tasks and powers;
 - f) Review of the Director's (General Director's) implementation of the Resolutions and other authorization issues of the Board of Directors;
 - g) Issues that the Director (General Director) must report and methods of informing the Board of Directors and Board of Controllers;
 - h) Cooperation in control, management and supervision among the members of the Board of Directors, Controllers and Director (General Director) in accordance with their specific duties.
9. Provisions on annual assessment of commendation and disciplinary actions applicable to members of the board of directors, controllers, directors (general directors) and other executives;
10. Selection, appointment and dismissal of persons in charge of corporate governance shall include:
- a) Standards for persons in charge of corporate governance;
 - b) Appointment of persons in charge of corporate governance;
 - c) Cases of dismissal of persons in charge of corporate governance;
 - d) Notice of appointment and dismissal of persons in charge of corporate governance;
11. Other issues (if any).

**PP THE BOARD OF DIRECTORS
CHAIRPERSON**
(Full name, signature and seal)