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**CÔNG BỐ THÔNG TIN TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA ỦY BAN  
CHỨNG KHOÁN NHÀ NƯỚC VÀ SGĐCK**  
**INFORMATION DISCLOSURE ON ELECTRONIC PORTAL OF  
THE STATE SECURITIES COMMISSION AND HO CHI MINH STOCK EXCHANGE**

**Kính gửi/To: - Ủy ban Chứng khoán Nhà nước/ The State Securities Commission**  
**- Sở Giao dịch Chứng khoán TP HCM/ Ho Chi Minh Stock Exchange**  
**- Sở Giao dịch Chứng khoán Hà Nội/ Ha Noi Stock Exchange**

Công ty: Cổ Phần Chứng Khoán Thiên Việt (TVS)

Name of Company: Thien Viet Securities Joint Stock Company (TVS)

Mã chứng khoán/Securities code: TVS

Địa chỉ trụ sở chính: Tòa nhà TDL, 22 Láng Hạ, Quận Đống Đa, TP. Hà Nội

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Nội dung thông tin công bố/ Information to be disclosed:

1. Giấy phép điều chỉnh số 19/GPĐC-UBCK do UBCKNN cấp ngày 05/05/2020 điều chỉnh Giấy phép thành lập và hoạt động số 36/UBCK-GPHĐKD ngày 25/12/2006 cho TVS về việc tăng Vốn điều lệ Công ty như sau/Amended License No. 19/GPĐC-UBCK issued by the State Securities Commission on May 05, 2020 amending the Establishment and Operation License No. 36/UBCK-GPHĐKD dated December 25, 2006 on the increase of the Company's charter capital as follows:

Vốn Điều Lệ: 901.247.000.000đ (Chín trăm lẻ một tỷ hai trăm bốn mươi bảy triệu đồng) / Company's charter capital is VND 901,247,000,000 (Nine hundred one billion two hundred and forty-seven million dong)

2. Điều lệ Công ty sửa đổi ngày 05/05/2020 ghi nhận sửa đổi khoản 1 Điều 7 của Điều lệ Công ty trên cơ sở Giấy phép điều chỉnh số 19/GPĐC-UBCK do UBCKNN cấp ngày 05/05/2020 như sau/ The amended Company's Charter dated May 05, 2020 records the amendment of Clause 1, Article 7 in accordance with the amended License No. 19/GPĐC-UBCK issued by the State Securities Commission on May 05, 2020 as follows:





“Vốn Điều Lệ của Công Ty là **901.247.000.000đ** (Chín trăm lẻ một tỷ hai trăm bốn mươi bảy triệu đồng), được chia thành 90.124.700 (Chín mươi triệu một trăm hai mươi bốn ngàn bảy trăm) cổ phần phổ thông với mệnh giá là 10.000 VNĐ (mười ngàn đồng) mỗi cổ phần.”

“Company’s charter capital is VND 901,247,000,000 (Nine hundred one billion two hundred and forty-seven million), which is divided into 90,124,700 (Ninety million one hundred twenty four thousand and seven hundred) ordinary shares with the par value of each share of VND10,000 (ten thousand dong)”

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 06/05/2020 tại đường dẫn <https://www.tvs.vn/vn/cong-bo-thong-tin/> This information have been posted on the Company's website on May 06th, 2020: <https://www.tvs.vn/en/announcements/>

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.  
*We would declare to be fully responsible for the accuracy of the above information.*

**Người được ủy quyền công bố thông tin**  
*Authorised Representative to disclose information*

Trần Thị Hồng Nhung  
Trưởng Bộ phận Quản trị rủi ro  
*Risk Management Manager*



Số: 19/GPĐC - UBCK

Hà Nội, ngày 05 tháng 5 năm 2020

**GIẤY PHÉP ĐIỀU CHỈNH**  
**Giấy phép thành lập và hoạt động công ty chứng khoán**

**CHỦ TỊCH ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC**

Căn cứ Luật Chứng khoán ngày 29 tháng 6 năm 2006;

Căn cứ Luật sửa đổi, bổ sung một số điều của Luật Chứng khoán ngày 24 tháng 11 năm 2010;

Căn cứ Nghị định số 58/2012/NĐ-CP ngày 20 tháng 7 năm 2012 của Chính phủ quy định chi tiết và hướng dẫn thi hành một số điều của Luật Chứng khoán và Luật sửa đổi, bổ sung một số điều của Luật Chứng khoán;

Căn cứ Nghị định số 60/2015/NĐ-CP ngày 26 tháng 06 năm 2015 của Chính phủ sửa đổi, bổ sung một số điều của Nghị định số 58/2012/NĐ-CP ngày 20 tháng 7 năm 2012 của Chính phủ quy định chi tiết và hướng dẫn thi hành một số điều của Luật Chứng khoán và Luật sửa đổi, bổ sung một số điều của Luật Chứng khoán

Căn cứ Nghị định số 86/2016/NĐ-CP ngày 01 tháng 07 năm 2016 của Chính phủ quy định điều kiện đầu tư, kinh doanh chứng khoán;

Căn cứ Quyết định số 48/2015/QĐ-TTg ngày 08 tháng 10 năm 2015 của Thủ tướng Chính phủ quy định chức năng, nhiệm vụ, quyền hạn và cơ cấu tổ chức của Ủy ban Chứng khoán Nhà nước trực thuộc Bộ Tài chính;

Căn cứ Thông tư số 210/2012/TT-BTC ngày 30 tháng 11 năm 2012 của Bộ trưởng Bộ Tài chính hướng dẫn về thành lập và hoạt động công ty chứng khoán và Thông tư số 07/2016/TT-BTC ngày 18 tháng 01 năm 2016 sửa đổi, bổ sung một số điều của Thông tư số 210/2012/TT-BTC;

Căn cứ Giấy phép thành lập và hoạt động công ty chứng khoán số 36/UBCK-GPHĐKD ngày 25 tháng 12 năm 2006 do Chủ tịch Ủy ban Chứng khoán Nhà nước cấp cho Công ty cổ phần Chứng khoán Thiên Việt;

Căn cứ hồ sơ đề nghị điều chỉnh Giấy phép thành lập và hoạt động Công ty Cổ phần Chứng khoán Thiên Việt;

Theo đề nghị của Vụ trưởng Vụ Quản lý kinh doanh chứng khoán,





**QUYẾT ĐỊNH:**

**Điều 1.** Điều chỉnh Giấy phép thành lập và hoạt động công ty chứng khoán số 36/UBCK-GPHĐKD ngày 25 tháng 12 năm 2006 do Chủ tịch Ủy ban Chứng khoán Nhà nước cấp cho Công ty cổ phần Chứng khoán Thiên Việt với nội dung như sau:

Vốn điều lệ: 901.247.000.000 đồng (chín trăm lẻ một tỷ hai trăm bốn mươi bảy triệu đồng)

**Điều 2.** Giấy phép điều chỉnh này có hiệu lực kể từ ngày ký và là bộ phận không tách rời của Giấy phép thành lập và hoạt động công ty chứng khoán số 36/UBCK-GPKD ngày 25 tháng 12 năm 2006 do Chủ tịch Ủy ban Chứng khoán Nhà nước cấp cho Công ty Cổ phần Chứng khoán Thiên Việt.

Các nội dung quy định tại điều lệ của Công ty Cổ phần Chứng khoán Thiên Việt phải được sửa đổi theo quy định tại Giấy phép điều chỉnh này.

**Điều 3.** Giấy phép điều chỉnh được lập thành hai (02) bản chính: 01 bản cấp cho Công ty Cổ phần Chứng khoán Thiên Việt; 01 bản lưu tại Ủy ban Chứng khoán Nhà nước./.

**KT. CHỦ TỊCH  
PHÓ CHỦ TỊCH**



**Phạm Hồng Sơn**



# **CHARTER**

**OF**

**THIEN VIET SECURITIES JOINT STOCK COMPANY**

Disclaimer: This English version of the Charter of Thien Viet Securities Joint Stock Company is translated from the original Vietnamese version for reference only. Shareholders are advised to refer to the original Vietnamese version for their legal purposes. Thien Viet Securities Joint Stock Company, its subsidiaries, and its employees shall not be liable for any direct, indirect, consequential damages for any use of this English version.

**Dated 05/2020**



## TABLE OF CONTENTS

<b>CHAPTER I.</b>	<b>GENERAL PROVISIONS.....</b>	<b>4</b>
ARTICLE 1.	DEFINITIONS AND INTERPRETATIONS.....	4
ARTICLE 2.	LEGAL STATUS .....	5
ARTICLE 3.	NAME, HEAD OFFICE, BRANCH AND REPRESENTATIVE OFFICE ....	6
ARTICLE 4.	BUSINESS SCOPE .....	6
ARTICLE 5.	OPERATIONAL TERM .....	7
ARTICLE 6.	LEGAL REPRESENTATIVE .....	7
<b>CHAPTER II.</b>	<b>CHARTER CAPITAL AND SHARES.....</b>	<b>7</b>
ARTICLE 7.	CHARTER CAPITAL.....	7
ARTICLE 8.	SHARES AND BONDS.....	8
ARTICLE 9.	RIGHTS AND OBLIGATIONS OF ORDINARY SHAREHOLDERS.....	8
ARTICLE 10.	SHARE CERTIFICATES .....	10
ARTICLE 11.	NEW ISSUE OF SHARES .....	11
ARTICLE 12.	SHARE TRANSFER.....	11
ARTICLE 13.	SHARE REDEMPTION .....	12
<b>CHAPTER III.</b>	<b>ORGANISATIONAL AND MANAGERIAL STRUCTURE OF THE COMPANY.....</b>	<b>13</b>
ARTICLE 14.	ORGANISATIONAL AND MANAGERIAL STRUCTURE .....	13
<b>CHAPTER IV.</b>	<b>SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS .....</b>	<b>13</b>
ARTICLE 15.	GENERAL MEETING OF SHAREHOLDERS .....	13
ARTICLE 16.	AUTHORITY TO CONVENE MEETING OF THE GMS.....	15
ARTICLE 17.	CHANGE OF RIGHTS .....	17
ARTICLE 18.	PROGRAM AND AGENDA OF THE GMS' MEETING.....	18
ARTICLE 19.	LIST OF SHAREHOLDERS ENTITLED TO ATTEND A MEETING OF THE GMS .....	19
ARTICLE 20.	AUTHORIZED REPRESENTATIVES OF SHAREHOLDERS.....	20
ARTICLE 21.	EXERCISE OF THE RIGHT TO ATTEND THE GMS' MEETING .....	21
ARTICLE 22.	QUORUM AND PROCEDURES FOR CONDUCTING THE GMS' MEETING.....	21
ARTICLE 23.	PROCEDURES FOR CONVENING THE GMS' MEETING .....	22
ARTICLE 24.	PASSING RESOLUTIONS OF THE GMS.....	24
ARTICLE 25.	MEETING MINUTES OF THE GMS .....	25
ARTICLE 26.	ABSENTEE VOTING OF SHAREHOLDERS TO RATIFY DECISIONS OF THE GMS .....	26
ARTICLE 27.	EFFECTIVENESS OF THE GMS'S RESOLUTIONS.....	29



<b>CHAPTER IV. THE BOARD, THE BOARD OF EXECUTIVES AND THE BOARD OF CONTROLLER .....</b>	<b>30</b>
ARTICLE 28. RIGHTS AND OBLIGATIONS OF THE BOARD .....	30
ARTICLE 29. COMPOSITIONS AND TERM OF MEMBERS OF THE BOARD.....	33
ARTICLE 30. NOMINATION OF BOARD MEMBERS .....	34
ARTICLE 31. THE BOARD CHAIRMAN .....	35
ARTICLE 32. MEETING AND RESOLUTION OF THE BOARD .....	36
ARTICLE 33. PERSONS IN CHARGE OF CORPORATE GOVERNANCE .....	39
ARTICLE 34. THE BOARD OF EXECUTIVES .....	40
ARTICLE 35. SUPERVISORY BOARD .....	<b>ERROR! BOOKMARK NOT DEFINED.</b>
ARTICLE 36. OBLIGATIONS OF THE MANAGEMENT PERSONNEL .....	43
ARTICLE 37. RELATED PARTY TRANSACTIONS.....	44
<b>CHAPTER VI. FINANCE, ACCOUNTING AND DIVIDENDS POLICY .....</b>	<b>45</b>
ARTICLE 38. FISCAL YEAR.....	45
ARTICLE 39. ACCOUNTING AND FINANCIAL INFORMATION .....	45
ARTICLE 40. ACCOUNTING AND FINANCIAL MANAGEMENT .....	45
ARTICLE 41. DIVIDEND POLICY .....	46
<b>CHAPTER VII. RE-ORGANISATION AND DISSOLUTION .....</b>	<b>47</b>
ARTICLE 42. RE-ORGANISATION.....	47
ARTICLE 43. DISSOLUTION .....	47
<b>CHAPTER VI. OTHER PROVISIONS .....</b>	<b>48</b>
ARTICLE 44. EFFECTIVE DATE.....	48
ARTICLE 45. DISPUTE SETTLEMENT .....	48
ARTICLE 46. DISPUTE SETTLEMENT .....	48
ARTICLE 47. MISCELLANEOUS .....	49



## CHAPTER I. GENERAL PROVISIONS

### ARTICLE 1. DEFINITIONS AND INTERPRETATIONS

#### 1.1. Definitions

In this Charter, unless the context otherwise requires, the following terms have the meanings respectively ascribed to them hereunder:

<b>“Board”</b>	: means the board of directors of the Company;
<b>“Board Chairman”</b>	: means the director appointed as the Board Chairman of the Board;
<b>“Board Member”</b>	: means the member of the Board;
<b>“Supervisory Board”</b>	: means the supervisory board of the Company;
<b>“Board of Executives”</b>	: comprises of the General Director, the Deputy General Directors, the Chief Financial Executive, and/or Chief Accountant;
<b>“Business Day”</b>	: means a business day other than a Saturday, Sunday, or national holidays in Vietnam;
<b>“Charter”</b>	: means this charter on organisation and operation of the Company as amended from time to time;
<b>“Company”</b>	: means Thien Viet Securities Joint Stock Company;
<b>“Supervisors”</b>	: means members of the Supervisory Board;
<b>“Enterprise Law”</b>	: means the Law on Enterprises No. 68/2014/QH13 dated 26 November 2014 as amended from time to time and its guiding documents;
<b>“GMS”</b>	: means the general meeting of the Shareholders of the Company;
<b>“Securities Law”</b>	: means Law on Securities No. 70/2006/QH11 passed by the National Assembly on June 29, 2006, as amended by Law on Securities No. 62/2010/QH12 dated

November 24, 2010;

- “**Shareholder**” : means any organisation or individual holding share(s) issued by the Company;
- “**SSC**” : means the State Securities Commission of Vietnam;
- “**Vietnam**” : means the Socialist Republic of Vietnam.

## 1.2. Interpretations

In this Charter, unless otherwise required by the context of this Charter:

- (a) a document is to that document as supplemented, otherwise amended, replaced or innovated from time to time;
- (b) a person includes any individual, firm, company, corporation, government, state or agency of state or any association, trust or partnership (whether or not it has a separate legal personality) and includes a reference to that person’s legal personal representatives and successors;
- (c) references to dates and times are references to dates and times in Vietnam;
- (d) if a period of time is specified from, after or before a given day or the day of an act or event, it is to be calculated exclusive of that day;
- (e) if any act must be performed on a day which is not a Business Day, then it must be performed on the next following Business Day; and
- (f) titles and other headings are for ease of reference only and shall not affect the interpretation of this Charter.

## ARTICLE 2. LEGAL STATUS

- 2.1. The Company is a joint stock company with limited liability and has juridical person status in accordance with Enterprise Law, Securities Law and the laws of Vietnam.
- 2.2. The Company shall have the rights, obligations and liabilities in accordance with this Charter, the Enterprise Law, the Securities Law and other relevant legal regulations.



- 2.3. The Shareholders shall be liable for all debts and other property liabilities of the Company to the extent of the capital amount contributed to the Company.

### **ARTICLE 3. NAME, HEAD OFFICE, BRANCH AND REPRESENTATIVE OFFICE**

3.1. Name of the Company

- (a) Name in Vietnamese: CÔNG TY CỔ PHẦN CHỨNG KHOÁN THIÊN VIỆT
- (b) Name in English: THIEN VIET SECURITIES JOINT STOCK COMPANY
- (c) Abbreviation: TVSC., JSC.

3.2. Head office address

The Company's registered head office is located at TDL Tower, 22 Lang Ha Road, Lang Ha Ward, Dong Da District, Ha Noi City, Vietnam.

Phone number: (84-24) 3248 4820

Fax: (84-24) 3248 4821

Website: [www.tvs.vn](http://www.tvs.vn)

3.3. Branch and representative office

The Company may open its branches, representative offices, and/or business locations in Vietnam and/or overseas from time to time, subject to the business demand of the Company.

### **ARTICLE 4. BUSINESS SCOPE**

4.1. The Company will conduct the following business operations:

- (a) Securities brokerage;
- (b) Principle Investments;
- (c) Underwriting; and
- (d) Securities investment advisory.

- 4.2. In addition to the business lines specified in Clause 4.1 above, the Company also provides securities depository services, financial advisory, entrustment management of securities trading accounts of investors and other financial services as stipulated by the Ministry of Finance. The Company may conduct business operations in other fields as permitted by laws and approved by the Board.
- 4.3. The Company may supplement or withdraw from one or more business operations referred to in Article 4.1 after being approved by the SSC.

## **ARTICLE 5. OPERATIONAL TERM**

- 5.1. The operational term of the Company is infinite from the establishment date.
- 5.2. Any revision or change to the operational term of the Company shall be subject to the approval of the GMS in accordance with this Charter and the applicable laws.

## **ARTICLE 6. LEGAL REPRESENTATIVE**

- 6.1. The Company has one (1) legal representative.
- 6.2. The Board Chairman shall be the legal representative of the Company.
- 6.3. The legal representative of the Company shall have the rights, obligations and liabilities in accordance with this Charter, the Enterprise Law, the Securities Law and other relevant legal regulations. The legal representative of the Company has the right to authorize one or more other persons to exercise his rights, obligations and responsibilities.

## **CHAPTER II. CHARTER CAPITAL AND SHARES**

### **ARTICLE 7. CHARTER CAPITAL**

- 7.1. The charter capital of the Company is Nine Hundred One Billion Two Hundred and Forty-seven Million Vietnam Dong (VND 901,247,000,000) (the “**Charter Capital**”), divided into Ninety Million One Hundred Twenty Four Thousand and Seven Hundred (90,124,700) ordinary shares with a par value of Ten Thousand Vietnam Dong (VND 10,000) per share.
- 7.2. The Charter Capital of the Company may be changed when the GMS approves and in accordance with the laws of Vietnam and this Charter.



- 7.3. The Company may increase the Charter Capital by different methods in accordance with the laws of Vietnam.
- 7.4. The reduction of Charter Capital is decided by the GMS, but shall still ensure the minimum charter capital as required by the laws.
- 7.5. The maximum foreign ownership in the Company is 49% of the total voting shares.

## **ARTICLE 8. SHARES AND BONDS**

- 8.1. The Company has ordinary shares and the owner of ordinary share(s) is ordinary Shareholder.
- 8.2. The Company may issue preference shares as decided by the GMS in compliance with this Charter and the applicable laws.
- 8.3. Each share of the same class shall entitle its owner to the same rights, obligations and interests.
- 8.4. Ordinary shares must be preferentially offered to existing Shareholders in proportion to the percentage of ownership of their ordinary shares in the Company, unless otherwise specified by the GMS. Decision on shares which have not been subscribed will be given by the Board. The Board may distribute such shares to the subjects under conditions and manners the Board consider appropriate, however, those shares may not be sold under more favourable conditions than the conditions offered to the existing Shareholders, unless otherwise approved by the GMS or in case of selling through the securities trading centre by auction method.
- 8.5. The Company may issue bonds, convertible bonds or any kind of securities in accordance with the applicable laws. The Board shall make decisions on issuance of non-convertible bonds and shall report the GMS about such issuance at the earliest meeting of the GMS. The GMS shall make decisions on issuance of convertible bonds and issuance of warrant-linked bonds.

## **ARTICLE 9. RIGHTS AND OBLIGATIONS OF ORDINARY SHAREHOLDERS**

Apart from other rights and obligations as provided by this Charter and the applicable laws, the ordinary Shareholders have the following rights and obligations:

- 9.1. Rights of the ordinary Shareholders
  - (a) to attend and express opinions at the GMS and to exercise the right to vote

directly or through his/its authorised representative(s), each ordinary share shall carry one vote;

- (b) to receive dividends at the rate decided by the GMS in proportion to the shareholding ratio that Shareholders held in the Company;
- (c) to be given priority in subscribing for new shares issued by the Company in accordance with the provisions set forth in Article 12 below;
- (d) to assign their ordinary shares to other Shareholders and/or to any third party in accordance with this Charter and the applicable laws;
- (e) to sight, consult or make an extract of information in the List of Shareholders with voting rights and to request amendment of incorrect information;
- (f) to sight, consult and make an extract or copy of this Charter, the meeting minutes and resolutions of the GMS;
- (g) upon dissolution or bankruptcy of the Company, to receive part of the remaining assets/properties in proportion to the shareholding ratio that Shareholders held in the Company;
- (h) a Shareholder or a group of the Shareholders holding ten per cent (10%) or more of the total ordinary shares for a consecutive period of six (6) months or more has the following additional rights:
  - (i) to nominate candidates to the Board and the Supervisory Board in accordance with this Charter and the applicable laws;
  - (ii) to sight and make an extract of the book of minutes and resolutions of the Board, mid-year and annual financial statements in accordance with the forms of Vietnamese accounting regime, and reports of the Supervisory Board;
  - (iii) to request the convening of a meeting of the GMS in accordance with this Charter and the applicable laws; and
  - (iv) to request the Supervisory Board to inspect each issue relating to the management and administration of the Company's operation as necessary.



- (i) The Shareholder or group of Shareholders that continuously holds at least 1% of ordinary shares for six (06) months is entitled to, whether single-handedly or on behalf of the Company, file civil lawsuits against members of the Board, the General Director in cases where the Enterprise Law and the laws of Vietnam permit so;
- (j) and other rights as stipulated in this Charter, the Enterprise Law, the Securities Law and other legal regulations.

9.2. Rights of other preference Shareholders shall be in accordance with the decisions of the GMS, and the Enterprise Law, the Security Law, and the laws of Vietnam.

9.3. Obligations of the ordinary Shareholders

- (a) to pay in full and on time for the shares it has undertaken to subscribe in accordance with this Charter and the applicable laws;
- (b) to be liable for debts and other property obligations of the Company to the extent of his/its capital contributed to the Company;
- (c) not withdraw the ordinary share capital contributed from the Company in any form, except where ordinary shares are redeemed by the Company or transferred to other persons in accordance with this Charter;
- (d) comply with this Charter and the internal management regulations of the Company;
- (e) comply with the decision of the GMS and/or the Board;
- (f) attend the GMS meeting and exercise its voting right in accordance with this Charter and the laws of Vietnam;
- (g) provide the correct address when registering to purchase shares;
- (h) and other obligations as stipulated in this Charter, the Enterprise Law, the Securities Law and other legal regulations.

## **ARTICLE 10. SHARE CERTIFICATES**

10.1. Share Certificates are certificates issued by the Company, book entries, or electronic data which certify ownership of one or an amount of shares of the

Company. The Share Certificate must contain the main details as provided in the Enterprise Law and the Security Law.

- 10.2. Where there are errors in the contents and form of a Share Certificate issued by the Company, the rights and interests of its owner shall not be affected.
- 10.3. Where a Share Certificate is lost, ruined, damaged or otherwise destroyed, the corresponding Shareholder shall be re-issued with a new Share Certificate by the Company upon receipt of a written request and commitment of such Shareholder to the satisfactory of the Company that (1) his/its Share Certificate has actually been lost, ruined, damaged or otherwise destroyed; in the case of loss, in addition, such Shareholder must undertake that all efforts have been exercised to search for the lost Share Certificate and that, if found, such Share Certificate shall be immediately returned to the Company for destruction, and (2) that Shareholder shall be solely responsible for any disputes arising from the re-issuance of a new Share Certificate by the Company.

Prior to acceptance of a request for issue of a new Share Certificate, the legal representative of the Company may request such Shareholder post a notice of the fact that the Share Certificate has been lost, torn, burnt or otherwise destroyed. After the period of fifteen (15) days as from the date of posting of the notice, if there is any otherwise rejection, the Company will issue a new Share Certificate to such Shareholder.

## **ARTICLE 11. NEW ISSUE OF SHARES**

The approval of the GMS is required for any issuance of new shares by the Company to issue new shares to public or under the form of private share placement in accordance with the applicable laws.

## **ARTICLE 12. SHARE TRANSFER**

- 12.1. All shares may be transferred freely except otherwise provided for in the Enterprise Enterprises, the Security Law, and this Charter or decision of the GMS on issuance method approval. Shares listed on the Stock Exchange shall be transferred in accordance with the provisions of the Securities Law and the regulations of the Stock Exchange.
- 12.2. Shares which have not yet been fully paid for may not be transferable nor entitled to any related interests, including dividends.



## ARTICLE 13. SHARE REDEMPTION

### 13.1. Share redemption at the request of a Shareholder

- (a) A Shareholder voting against the re-organisation of the Company or against a change to the rights and obligations of the Shareholders stipulated in this Charter may demand the Company to redeem his/its shares. Such demand must be made in writing with the contents as required by Article 129.1 of the Enterprise Law and be sent to the Company within ten (10) days from the date on which the GMS passed the resolution on one of the matters referred to above.
- (b) The Company must redeem shares upon demand by a Shareholder as stipulated in this Article 13.1 within a period of ninety (90) days from the date of receipt of the demand and at the price as agreed between such Shareholder and the Company. Where there is disagreement relating to the price, it shall be valued by an independent professional valuation organisation licensed to operate in Vietnam.

### 13.2. Share redemption pursuant to the Company's decision

The Company may redeem no more than ten per cent (10%) of the total number of ordinary shares sold, and part or all of the dividend preference shares sold, in accordance with the following provisions:

- (a) The Board has the right to decide on redemption of shares of each class already sold within each period of twelve (12) months.
- (b) The Board shall decide on the price for redemption of shares. The price for redemption of ordinary shares shall not be higher than the market price at the time of redemption. In respect of dividend preference shares, unless otherwise agreed between the Company and the relevant Shareholder(s), the price for redemption shall not be lower than the market price.
- (c) The Company shall redeem shares of the Shareholders in proportion to their respective shareholding ratio in the Company. In this case, the decision to redeem shares of the Company shall be notified by a method of prepaid registered post to all the Shareholders within thirty (30) days from the date on which such decision is passed. The notice must include the contents as required under Article 130.3 of the Enterprise Law.
- (d) The Shareholders agreeing to have their shares redeemed must send an offer

to sell their shares by a method guaranteed to reach the Company within thirty (30) days from the date of receipt of the Company's notice mentioned in Article 14.2(c) above. The offer shall contain the contents as provided in Article 130.3 of the Enterprise Law. The Company shall only redeem shares offered within the above time-limit.

### 13.3. Conditions for payment for and dealing with redeemed shares

- (a) The Company may only pay the Shareholders for the redeemed shares if, after such redeemed shares are fully paid for, the Company shall still be able to fully satisfy its debts and other property obligations.
- (b) All shares redeemed shall be considered unsold shares. The Company must carry out procedures for reduction of the Charter Capital corresponding to the total par value of shares redeemed by the Company in accordance with the Enterprise Law.
- (c) Share Certificates certifying the ownership of the redeemed shares must be destroyed immediately after the corresponding shares are paid for in full.
- (d) After the redeemed shares are paid for in full, if the total value of assets recorded in the accounting books of the Company is reduced by more than ten per cent (10%), the Company must notify all creditors thereof within the time-limit of fifteen (15) days from the date on which the redeemed shares are paid for in full.

## **CHAPTER III. ORGANISATIONAL AND MANAGERIAL STRUCTURE OF THE COMPANY**

### **ARTICLE 14. ORGANISATIONAL AND MANAGERIAL STRUCTURE**

The organisational and managerial structure of the Company shall be organised in accordance with Article 134.1(a) of the Enterprise Law, comprising the GMS, the Supervisory Board, the Board, and the Board of Executives.

## **CHAPTER IV. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

### **ARTICLE 15. GENERAL MEETING OF SHAREHOLDERS**

- 15.1. The GMS consists of all the Shareholders who have the voting rights and is the highest decision-making authority of the Company.



15.2. The GMS has rights and duties to ratify the following matters:

- (a) Approving the Company's development orientation;
- (b) Approving annual financial statements;
- (c) Approving the Board's reports;
- (d) Approving the Supervisory Board's reports;
- (e) Annual dividend paid to each type of shares in accordance with Enterprise Law and the rights attached to such type of shares.
- (f) The number of Members of the Board;
- (g) Selection of independent audit firms;
- (h) Election, dismissal, removal and replacement of members of the Board and the Supervisory Board ;
- (i) Total remuneration of members of the Board and the report on remuneration of the Board;
- (j) Supplementation and amendment of the Charter;
- (k) Types of share and the number of newly issued shares for each type of shares;
- (l) Full division, partial division, consolidation, acquisition or change of Company;
- (m) Reorganization, dissolution and liquidation of the Company and appointment of liquidator;
- (n) Inspection and handling of violations of the Board and the Supervisory Board that affects the Company and the Shareholders;
- (o) 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;

- (p) Decisions on re-acquirement of more than 10% of the total shares of each type;
- (q) The company has signed contracts and made transactions with the entities specified in Article 162.1 of the Enterprise Law that worth at least 35% of the total assets of the Company which was stated in the latest financial statements;
- (r) Other matter as prescribed by the laws and this Charter.

15.3. Unless otherwise prohibited under the laws of Vietnam, the GMS may authorize the Board to perform one or more if its rights and/or duties. The content of the authorization shall be clearly and specifically defined.

#### **ARTICLE 16. AUTHORITY TO CONVENE MEETING OF THE GMS**

16.1. The GMS shall convene annual meetings once at least every calendar year. In addition to annual meetings, the GMS may convene extraordinary meetings. The location of meetings of the GMS must be within the territory of Vietnam. If a meeting of the GMS is concurrently held in various locations, the meeting location of the GMS shall be determined as the location where the chairman of the meeting attends the meeting.

16.2. The GMS must hold its annual meeting within a time-limit of four (4) months from the end of the relevant fiscal year. In case of necessity, the GMS may hold an annual meeting later than this time-limit when the Board requests the SSC to grant an extension in accordance with the law. An annual meeting of the GMS shall discuss and pass the following issues:

- (a) annual business plan of the Company;
- (b) annual financial statements;
- (c) report of the Board regarding management by and performance results of the Board and each Board Member;
- (d) report of the Supervisory Board regarding business results of the Company, performance results of the Board and the General Director;
- (e) report on self-assessment of performance results of the Supervisory Board and of each supervisor;



- (f) dividend payable on each class of share; and
- (g) other matters within its authority as provided in this Charter and the relevant laws.

16.3. The Board must convene an extraordinary meeting of the GMS in any of the following cases:

- (a) The Board considers that it is necessary to do so in the interests of the Company;
- (b) The number of the remaining members of the Board or the Supervisory Board is less than one third (1/3) of the total number of the Board Members;
- (c) Upon request by a Shareholder or a group of the Shareholders as stipulated in Clause 9.1(h) of this Charter. This request shall be made in writing, and specify the reason and purpose of the meeting, and must be signed by all relevant shareholders (or the request can be made in several copies to collect signatures of all relevant shareholders);
- (d) Upon demand of the Supervisory Board if it has reason(s) to believe that the Board Members or the member of the Board of Executive seriously violated their obligations under the Enterprise Law on Enterprises, or the Board acted beyond their authorized powers;
- (e) Quarterly, biannual or annual audited financial statements reflect the equity that has been lost one-half (1/2) compared to the beginning balance; or
- (f) Otherwise as prescribed in the applicable laws.

16.4. The Board must convene a meeting of the GMS within a time-limit of thirty (30) days from the date on which the number of the remaining members of the Board or the Supervisory Board is as stipulated in Clause 16.3(b) above or from the date of receipt of a request stipulated in Clause 16.3(c) or Clause 16.3(d) of this Charter.

Where the Board fails to convene a meeting of the GMS as stipulated in Clause 16.4 of this Charter, within thirty (30) days thereafter, the Supervisory Board shall, in place of the Board, convene a meeting of the GMS in accordance with this Charter.

If the Board and/or the Supervisory Board fail to convene a meeting of the GMS as

stipulated in Clause 16.4 (as the case may be), the Board and/or the Supervisory Board must be responsible in accordance with the laws and must compensate for any damage/loss arising to the Company.

16.5. Where the Supervisory Board fails to convene a meeting as stipulated in Clause 16.4 of this Charter, the Shareholder or group of the Shareholders stipulated in Clause 9.1(h) of this Charter has the right to represent the Company to convene a meeting of the GMS in accordance with this Charter.

16.6. The convenor must carry out the following work to hold a meeting of the GMS:

- (a) to prepare a list of the Shareholders entitled to attend the meeting of the GMS;
- (b) to provide information and deal with complaints relating to the list of the Shareholders;
- (c) to prepare the program and agenda of the meeting;
- (d) to prepare documents for the meeting;
- (e) to draft a resolution of the GMS in accordance with the proposed agenda of the meeting; list and details of candidates in the case of election of the Board Member(s) or the Controller(s);
- (f) to determine the time and venue of the meeting;
- (g) to send an invitation to the meeting to each Shareholder entitled to attend the meeting in accordance with this Charter; and
- (h) other work serving the meeting.

16.7. The reasonable expenses with valid and full supporting documents for convening and conducting a meeting of the GMS as stipulated in Clauses 16.5 and 16.6 of this Charter shall be reimbursed by the Company.

## **ARTICLE 17. CHANGE OF RIGHTS**

17.1. Decisions on the change or waiver of special rights attached to each class of preferred shares will only be adopted by consent of Shareholders who represent at least 65% of voting right of the issued shares in such class.

- 17.2. The organization of such meeting is only valid when there are at least two (02) shareholders (or their authorized representatives) participated in the meeting who hold at least a third (1/3) of the face value of the issued shares in such class. Where the number of such attendees is not sufficient, the meeting shall be reorganized within thirty (30) subsequent days and those attendees who are holders of such class of shares (regardless of the number of people and number of shares) are deemed to meet the above requirement whether they directly participate or via authorized representatives. At the separate meetings mentioned above, holders of such class of shares who are present personally or via authorized representatives can request voting by the mean of secret ballot. Then, each holder shall have a vote for each share of such class owned by him/her.
- 17.3. The procedures for conducting such separate meetings shall be similar to those provided under Articles 22 and 24 of this Charter.
- 17.4. Unless otherwise stipulated by the terms of issuing of shares, special rights attached to various classes of shares with preference rights regarding some or all issues on distribution of profits or assets of the Company may not be changed when the Company issues additional shares of the same class.

#### **ARTICLE 18. PROGRAM AND AGENDA OF THE GMS' MEETING**

- 18.1. The convener of a meeting of the GMS must prepare the program and agenda of the meeting.
- 18.2. A Shareholder or group of the Shareholders stipulated in Clause 9.1(h) of this Charter may recommend items to be included in the agenda of a meeting of the GMS. The recommendation must be made in writing and be sent to the Company no later than three (3) Business Days prior to the date of opening. The recommendation must include the full contents as provided under the Enterprise Law.
- 18.3. The convener of a meeting of the GMS may refuse the recommendation stipulated in Clause 18.2 of this Charter in one of the following cases:
- (a) The recommendation is not sent in time, is insufficient, or relates to an irrelevant matter; or
  - (b) The item recommended does not fall within the decision-making authority of the GMS.
- 18.4. The convener of a meeting of the GMS must accept and include the



recommendations stipulated in Clause 18.2 of this Charter into the draft program and agenda for the meeting, except in any of the cases stipulated in Clause 18.3 of this Charter; the recommendation shall be added officially to the program and agenda for the meeting if the GMS so agrees.

- 18.5. In case of necessity for the benefit of the Company, after the opening of the GMS meeting, a Shareholder or group of the Shareholders stipulated in Clause 9.1(h) of this Charter, the Board Chairman, Board Members, or the General Director may recommend items to be included in the agenda of a meeting of the GMS. The recommendation shall be added officially to the program and agenda for the meeting if the GMS so agrees.

## **ARTICLE 19. LIST OF SHAREHOLDERS ENTITLED TO ATTEND A MEETING OF THE GMS**

- 19.1. The list of Shareholders entitled to attend a meeting of the GMS shall be prepared based on the prevailing register of Shareholders of the Company. The list of Shareholders entitled to attend a meeting of the GMS shall be completed no sooner than five (5) days prior to the date on which the invitation to the meeting of the GMS is sent. The preparation of such list needs to be publicly announced no later than twenty (20) days prior to the final date of registration for GMS meeting attendance by the Shareholders.
- 19.2. The invitations to the GMS meeting shall be sent to all Shareholders on the list of Shareholders eligible to attend the meeting at least ten (10) 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).
- 19.3. The invitations to the GMS meeting shall be sent to the Shareholder by a method guaranteed to reach the registered address of the Shareholder, or to the contact address provided by the Shareholder.
- 19.4. The agenda of the GMS meeting, 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 GMS meeting, 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 Board Members or Controllers;

- (c) Ballots;
- (d) Form of appointment of authorized person to attend the meeting; and
- (e) Draft Resolution applicable to each issue in the meeting agenda.

## **ARTICLE 20. AUTHORIZED REPRESENTATIVES OF SHAREHOLDERS**

- 20.1. Shareholders entitled to participate in the GMS meeting according to law 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.
- 20.2. The authorization of a representative to attend the GMS meeting shall be made in writing in accordance with the form of the Company and shall bear signatures in accordance with the following rules:
- (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. The individual Shareholder may authorize maximum one (1) representative;
  - (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. The organization Shareholder may authorize maximum three (3) representatives;
  - (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 GMS meeting shall submit the power of attorney before entering the meeting room.

- 20.3. 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).
- 20.4. Except for cases specified in the Article 20.3 above, 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 GMS meeting or before the meeting is reconvened.

## **ARTICLE 21. EXERCISE OF THE RIGHT TO ATTEND THE GMS' MEETING**

A Shareholder shall be deemed to attend and vote at a meeting of the GMS in the following cases:

- (a) Such Shareholder attends and votes in person at the meeting;
- (b) Such Shareholder authorises another person to attend and vote at the meeting;
- (c) Such Shareholder attends and votes at a meeting via an online conference, or by casting an electronic vote or by other electronic forms in case where the chairman of the GMS meeting operate online conference or agrees to receive electronic votes; or
- (d) Such Shareholder sends his/its voting slip to the meeting by mail, by fax or email in case where the chairman of the GMS meeting already sent the voting slip. In such case, the vote is legit only when the Company receives back the original voting slip which was sent by the Company and when the voting slip includes (i) the Shareholder's signature which was verified by a competent authority or notary office in case of individual Shareholder or (ii) the signature of the legit representative of the Shareholder stamped by the Shareholder's stamp in case of corporate Shareholder, at least one (1) day before the opening of the GMS meeting.

## **ARTICLE 22. QUORUM AND PROCEDURES FOR CONDUCTING THE GMS' MEETING**

- 22.1. Meeting of the GMS shall be only conducted where the attending Shareholders represents at least fifty one (51%) of the voting shares.
- 22.2. If within thirty (30) minutes since the commencement of the meeting, there is still insufficient number of required participants, the GMS meeting must be reconvened within thirty (30) days from the initial date of the first meeting. The reconvened GMS can only take place where the participants, including Shareholders and authorized representatives, represent at least 33% of total voting shares.
- 22.3. If the second convened GMS meeting could not be held due to insufficient number of required participants within thirty (30) minutes since the commencement of the meeting, the GMS meeting can be reconvened for the third time within twenty (20) days from the intended date of the second meeting. In this case, the third GMS meeting shall be held regardless of the number of attending Shareholders or authorized representatives and shall be valid and powered to make decision on all the matters that can be ratified under the first GMS meeting.
- 22.4. All Meetings of the GMS shall be conducted, and materials prepared, in Vietnamese with translation and interpretation in English as necessary.

## **ARTICLE 23. PROCEDURES FOR CONVENING THE GMS' MEETING**

- 23.1. 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.
- 23.2. The GMS discusses and votes on each issue as provided in program of the GMS meeting. Voting is carried out by collecting Shareholders' votes, then counting votes of approval, disapproval and no-opinion on each issue. In case where the voting slip includes many different issues, and the voting of one or more issues are considered invalid, the validity of voting of the remaining issues is not affected. The result of counting votes shall be announced by the chairman of the meeting right before the closing of the meeting.
- 23.3. 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 chairman of the meeting 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.
- 23.4. The Board Chairman shall be the chairman of the meetings convened by the Board. In case the Board Chairman is temporarily absent or not capable of working, other



Board Members shall elect one of them to be the chairman of the meeting under the majority rule. If a chairman is not elected, the Head of the Supervisory Board shall direct the GMS meeting to elect a chairman within the attending people and the person that receives most votes shall be the chairman of the meeting.

In other cases, the person that signs the decision to convene the GMS meeting shall direct the GMS meeting to elect the chairman of the meeting and the person that receives most votes shall be the chairman of the meeting.

23.5. The agenda and program of the GMS meeting must be ratified by the GMS during the opening session. The agenda must specify the time for each issue on the agenda.

23.6. The chairman of the meeting 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.

23.7. The chairman of the meeting may adjourn the GMS meeting to another time or change the location of the meeting in the following cases:

- (a) The location for the meeting does not have sufficient suitable seating for all of the attendees;
- (b) Communication devices at the current location are not sufficient for attending Shareholders to discuss and vote;
- (c) There is a participant that disrupts the order and threatens to obstruct the fair and legal progress of the meeting.

The maximum delay is not exceeding three (3) days from the initial opening day.

23.8. The convener of the GMS meeting 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.

23.9. 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 GMS;

- (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 GMS reserves the right to change the abovementioned measures and apply all necessary measures. The applicable measures may be issuance of admission or other options.

## **ARTICLE 24. PASSING RESOLUTIONS OF THE GMS**

24.1. The following resolutions of the GMS shall be passed if it is agreed by the Shareholders representing at least sixty-five per cent (65%) of the total number of voting slips of all the attending Shareholders:

- (i) Classes of shares and total amount of each class;
- (ii) Changes of business lines;
- (iii) Change of the Company's organizational structure;
- (iv) Project of investment or sale of assets of which the values are equal to or higher than 35% of the total asset value recorded in the latest audited financial statement of the Company;
- (v) Reorganization or dissolution of the Company.

24.2. For other matters, except for election of Members of Board of Directors, Board of Supervisory Board, all resolutions of the GMS shall be passed if it is agreed by the Shareholders representing at least fifty one (51%) of the total number of voting slips of all the attending Shareholders except as stipulated in Article 24.4.

24.3. In case where the voting slip includes many different issues, and the voting of one or more issues are considered invalid, the validity of voting of the remaining issues is not affected.

24.4. The election of Members of Board of Directors, Board of Supervisory Board shall be carried out in the manner of ordinary election. Accordingly, each Shareholder has a total number of votes corresponding to the total number of shares he represents (including owned and/or authorized shares); each election of a candidate is one round of voting and in each round, each Shareholder has the right to use none to all of his votes to vote for the candidate; the numbers of votes used at the previous round does not affect the number of votes can be used at the next round. Elected members of the Board of Directors or the Supervisory Board shall be

determined based on the number of votes for to be calculated in descending order, starting from the candidate winning the highest number of votes for until a sufficient number of members is obtained under the Charter. The elected member is not required to have over 51% of the total voting of all attending Shareholders. In case two or more candidates win equal numbers of votes for the last Board Member or Controller, a re-election shall be held among these candidates or they shall be elected according to the criteria set forth by the election rules or the Charter.

- 24.5. For further clarification, the dismissal of any Board Member and Controller will be adopted if it is agreed by the Shareholders representing at least fifty one (51%) of the total number of voting slips of all the attending Shareholders or in accordance with the laws or this Charter.

## **ARTICLE 25. MEETING MINUTES OF THE GMS**

- 25.1. Meetings of the GMS shall be minuted and may be sound recorded, or recorded and stored in other electronic forms. Minutes must contain the basic details as follows:

- (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 chairman and the secretary;
- (e) Summary of the meeting and opinions given at GMS meeting 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.

- 25.2. The minutes made in Vietnamese and, only when necessary, in English. If the

minutes are translated into any other language, the Vietnamese version shall prevail in the event of any conflict with any written record in another language.

- 25.3. The meeting minutes of the GMS must be completed and approved prior to the closing of the meeting.
- 25.4. The chairman and secretary of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.
- 25.5. The meeting minutes of the GMS must be sent to all the Shareholders within a time-limit of fifteen (15) days from the closing date of the meeting.
- 25.6. The meeting minutes of the GMS, the list of the Shareholders registered to attend the meeting, the resolutions passed and any related documents sent together with the invitation to attend the meeting must be archived at the head office of the Company.

#### **ARTICLE 26. ABSENTEE VOTING OF SHAREHOLDERS TO RATIFY DECISIONS OF THE GMS**

- 26.1. Except the annual meeting of the GMS, the election and dismissal of Members of the Board of Directors or Supervisory Board, the GMS may ratify all issues within its competence (including amendments to the Charter; the Company's development orientation; types of shares and total amount of each type; decision to make investments or sell assets of which the values are equal to or higher than 35% of the total asset value written in the latest financial statement of the company, or a smaller rate prescribed by the company's charter; ratify annual financial statements; restructuring or dissolution of the company) in the form of absentee voting if deemed necessary for the benefit of the company.
- 26.2. The Board must prepare the absentee ballot, the draft resolution of the GMS and other documents explaining the draft resolution. The Board must submit and publish documents to the Shareholders within a reasonable time for consideration and voting and must send them at least ten (10) 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 Article 19 this this Charter.
- 26.3. 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 Board Chairman and the Company's legal representative;
- 26.4. 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.
- 26.5. 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.
- 26.6. 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.
- 26.7. The Board shall count the votes and make a vote counting record in the witness of the Supervisory Board. 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 Board Chairman, the Company's legal representative, the vote counter and the vote counting supervisor.
- 26.8. Board Members, 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;
- 26.9. 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.
- 26.10. Completed absentee ballots, the vote counting record, ratified resolutions and relevant documents enclosed with absentee ballots shall be kept at the company's headquarter.
- 26.11. In case where the voting slip includes many different issues, and the voting of one or more issues are considered invalid, the validity of voting of the remaining issues is not affected.
- 26.12. For the following matters, resolutions ratified by absentee voting must be approved by a number of Shareholders represent at least 51% of shares with voting rights of all attending Shareholders:
- (i) Classes of shares and total amount of each class;
  - (ii) Changes of business lines;

- (iii) Change of the Company's organizational structure;
- (iv) Project of investment or sale of assets of which the values are equal to or higher than 35% of the total asset value recorded in the latest audited financial statement of the Company;
- (v) Reorganization or dissolution of the Company.

26.13. Except for matters as mentioned in Article 26.12 above, resolutions for any other issues ratified by absentee voting must be approved by a number of Shareholders represent at least 51% of shares with voting rights of all attending Shareholders.

26.14. For further clarification, Shareholders who do not send absentee ballots shall be not considered as attending Shareholders.

## **ARTICLE 27. EFFECTIVENESS OF THE GMS'S RESOLUTIONS**

27.1. Resolutions of the GMS must be notified to Shareholders entitled to attend the GMS within fifteen (15) days from the date of approval thereof. Such resolutions may be posted on the website of the Company instead of being sent to Shareholders.

27.2. A resolution of the GMS shall be effective as from the date it is passed or as from the effective date stated in such resolution.

27.3. Within 90 days from the day on which the minutes or the absentee vote counting record is received, Members of the Board of Directors, Supervisory Board, General Director, the Shareholder or group of Shareholders mentioned in Article 9.1(h) of this Charter may request a court to consider annulling the decision of the GMS in the following cases:

- (a) Procedures for convening the meeting or absentee voting and making decisions of the GMS are not conformable with this Charter;
- (b) Contents of the resolution contravene the law or the Charter.

In case a resolution of the GMS is requested to be annulled, such resolution is still effective until a dissenting decision is made by the court.

27.4. Any resolution of the GMS which is passed by one hundred per cent (100%) of the total voting shares shall be lawful and effective even when the sequence and



procedures for passing such resolution are not implemented correctly in accordance with this Charter and the applicable laws.

## **CHAPTER IV. THE BOARD, THE BOARD OF EXECUTIVES AND THE BOARD OF CONTROLLER**

### **ARTICLE 28. RIGHTS AND OBLIGATIONS OF THE BOARD**

28.1. Business operations and activities of the Company shall be subject to the supervision and direction of the Board. The Board has full competence to exercise all rights and obligations of the Company that are not under the competence of the GMS.

28.2. The Board 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 General Director, members of the Board of Executives and determine their salaries;
- (d) Supervise and direct the General Director and members of the Board of Executives;
- (e) Handle complaints of the Company about members of the Board of 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, appoint, dismiss, sign contracts and terminate contracts with the Director and other positions equivalent to members of the Board of Executives in the subsidiaries, branches, representative office, and determine their salaries;
- (g) Suggest the reorganization or dissolution of the Company;
- (h) Determine internal regulations on enterprise governance of the Company after the approval of the GMS to protect Shareholders;



- (i) Approve the agendas and contents of the documents serving the GMS meeting; convene the GMS or collect opinions for the GMS 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, convertible bonds or warrant-linked bonds if authorized by the GMS;
- (n) Submit audited annual financial statements and corporate governance reports to the GMS;
- (o) Report on the appointment of General Director to the GMS;
- (p) Perform duties and rights authorized by the GMS;
- (q) Establish subcommittee under the Board;
- (r) Approve contracts for purchase, sale, borrowing, lending and other contracts valued at least 35% of the total assets of the Company which was stated in the latest financial statements, except contracts or transaction of the Company and related persons in accordance with the Enterprise Law and this Charter;
- (s) Implement the prevention and resolution of conflicts that may arise between Shareholders and the Company. The Board may appoint officers to implement necessary systems or establish a specialized department to resolve conflicts in the Company or serve this purpose;
- (t) Approve transactions, investments outside the scope of business and financial plans submitted by the General Director and/or the Board of Executives;
- (u) Veto the decision of the General Director and/or the Board of Executives in carrying out any normative activity in the condition that such veto has its



- basis;
- (v) Within the scope specified in Article 149.2 of the Enterprise Law and except for the cases specified in Article 135.2 and Article 162.1 and 162.3 of the Enterprise Law which must be approved by the GMS, the Board shall decide on the implementation, amendment and cancellation of contracts of the Company;
  - (w) Appoint and remove the trade representatives and lawyers authorized by the Company;
  - (x) Approve loans and implementation of mortgages, warranties, guarantees and compensations of the Company;
  - (y) Approve purchase or sale of shares and stakes in other companies established in Vietnam or abroad;
  - (z) Approve 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;
  - (aa) Approve the re-acquirement or withdrawal of not more than 10% of shares of each type offered within 12 months;
  - (bb) Approve decision on the rate of re-acquirement or withdrawal of shares of the company;
  - (cc) Approve business issues or transactions that the Board decided that they need approval by the Board within its competence and responsibilities;
  - (dd) Other rights and obligations in accordance with this Charter, the Enterprise Law, the Securities Law, and the laws of Vietnam
- 28.3. If the Board does not submit the annual financial statement of the Company to the GMS, such statement is considered invalid and not approve by the Board.
- 28.4. Unless prohibited by the laws of Vietnam, the Board may authorize the Board Chairman or its officer or members of the Board of Executives to perform one or more of its rights and duties. The content of the authorization shall be clearly and specifically defined.
- 28.5. During the implementation of their duties, the Board Members shall have the following rights and responsibilities:



- (a) Rights to request the members of the Board of Executives and the manager of the Company to provide information, documents on the financial situation, business operation of the Company and other units in the Company. The requested person is required to provide timely, fully and accurately the information.
- (b) Rights to receive remuneration, salary and other benefits as follows:
  - (i) The total **remuneration** for the Board shall be decided by the GMS. This amount of **remuneration** is divided to the members of the Board of Directors in accordance with the decision of the Board Chairman;
  - (ii) The total amount paid to each Board Member includes **remuneration**, 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;
  - (iii) Board Members holding managing positions or Board Members working in the sub-committee of the Board or performing other tasks that are beyond the scope of the common tasks of the Board Member 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; and
  - (iv) 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 GMS, the meetings of the Board or the sub-committees of the Board.

## ARTICLE 29. COMPOSITIONS AND TERM OF MEMBERS OF THE BOARD

- 29.1. The Board includes seven (7) Board Members. Each Board Member has a term of office of up to 05 years without term limit.
- 29.2. The total number of independent Board Members must comprise at least 1/3 of the total Board Members. The number of permanent members in Vietnam must have at least one-half (1/2) of the total number of Board Members.



29.3. Board Members shall lose their member status in the following cases:

- (a) Do not have enough capacity as the Board Member as prescribed in the Enterprise Law or be prohibited by the law to become the Board Member;
- (b) Apply resignation letters;
- (c) Suffer from mental disorders and other Board Members have professional evidences proving that they are legally incapacitated persons;
- (d) Do not attend the meetings of the Board for 06 consecutive months, except for force majeure;
- (e) Be dismissed by decisions of the GMS;
- (f) Provide materially false personal information to the company as candidates of the Board;
- (g) Other cases as prescribed by the law and this Charter.

29.4. The appointment of Board Members must be published in accordance with the Securities Law.

29.5. The Board Member may not be shareholders of the company.

### **ARTICLE 30. NOMINATION OF BOARD MEMBERS**

30.1. The Shareholders holding common shares for at least six (06) consecutive months may include the voting rights of each person together to nominate the Board Members. Shareholders or groups of Shareholders holding 10% to less than 20% of the total number of shares with voting rights may nominate one (01) candidate; from 20% 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 75% may nominate up to six (06) candidates; and from 75% to above may nominate up seven (07) candidates.

30.2. Where the number of candidates for the Board Members through nomination and self-nomination fails to reach the number as needed, the incumbent Board may nominate additional candidates.



## **ARTICLE 31. THE BOARD CHAIRMAN**

31.1. The Board shall elect the Board Chairman among its Board Members.

31.2. The Board Chairman has the following rights and obligations:

- (i) to lead and ensure the effective operation of the Board;
- (ii) to make programs and working plans of the Board;
- (iii) to prepare the program, agenda and documents for meetings of the Board; to convene and preside over meetings of the Board;
- (iv) to organize for resolutions of the Board to be passed;
- (v) to monitor the implementation of resolutions of the Board;
- (vi) to meet regularly with the General Director and act as a contact between the Board and the Board of Executive;
- (vii) to develop, implement and review the procedures governing the operation of the Board;
- (viii) to ensure full, timely, accurate and clear information exchange between Board Members and the Board Chairman;
- (ix) to chair meetings of the GMS and meetings of the Board;
- (x) to ensure effective communication and contact with Shareholders;
- (xi) to organize periodic assessment of the Board, departments under the Board and each Board Member;
- (xii) to create favorable conditions for independent Board Member to operate effectively and establish constructive relationships between the executive members and non-executive members in the Board;
- (xiii) to perform other duties and obligations as authorized or requested by the GMS and/or the Board;
- (xiv) other rights and obligations as regulated by this Charter and other relevant regulations.

- 31.3. Where the Board Chairman is absent or is not able to perform his/her duties, he/she shall authorize in writing another Board Member to exercise the rights and perform the obligations of the Board Chairman. Where no person is authorized, the remaining Board Members shall select one of them to temporarily hold the position of the Board Chairman in accordance with the principle of a majority.
- 31.4. The Board Chairman can be dismissed by the Board. In case where the Board Chairman is dismissed or resigns, the Board shall elect a new Board Chairman within 10 days.

## **ARTICLE 32. MEETING AND RESOLUTION OF THE BOARD**

- 32.1. The Board Chairman shall be elected during the first meeting of the Board 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.
- 32.2. Convening meetings of the Board
- (a) Meetings of the Board may be held on an ordinary or extraordinary basis. The Board may hold the meetings at the head office of the Company or at another location.
  - (b) An ordinary meeting of the Board shall be held immediately following the annual meeting of the GMS, respectively, for each fiscal year. The additional ordinary meetings of the Board shall be held at any time as necessary but there must be at least one ordinary meeting every quarter.
  - (c) The Board Chairman must convene an extraordinary meeting of the Board in any of the following circumstances:
    - (i) Upon the request of the Supervisory Board;
    - (ii) Upon the request of the General Director or at least three (03) members of the Board of Executives;
    - (iii) Upon the request of at least two (2) Board Members;
    - (iv) Upon the request of the independent Board Member;

- (v) Where there is a request from the independent audit firm to audit the financial statements of the Company, the Board Chairman shall convene a meeting of the Board to discuss the audit reports and situation of the Company; and
  - (vi) Other circumstances as provided by the laws of Vietnam.
- (d) The Board Chairman must convene a meeting of the Board within a time-limit of seven (7) Business Days from the date of receipt of the request stipulated in Article 32.2(c) above.
  - (e) The Board Chairman or other convener of the meeting of the Board must send an invitation for meeting no later than two (2) Business Days prior to the date of the meeting. The invitation must include the contents as provided in the Enterprise Law and must be enclosed with documents to be used at the meeting and voting forms for the Board Members.

The invitation shall be sent by post, fax, electronic mail or other method guaranteed to reach the contact address of each Board Member as registered with the Company.

### 32.3. Proxies, quorum for the Board's meetings

- (a) A Board Member may appoint a proxy to attend and vote at the Board's meetings on his/her behalf, if at least 1/2 of other attending Board Members accepts.
- (b) A Board's meeting shall be conducted if there is attendance of three quarters (3/4) of the Board Members attending the meeting.

If the quorum for the meeting set out above is not satisfied, the meeting shall be convened for a second time within seven (7) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the Board attends the meeting.

- (c) A Board Member shall be deemed to attend and vote at the Board's meeting in any of the following cases:
  - (i) Such Board Member attends and votes at the meeting in person;
  - (ii) Such Board Member authorizes another person to attend the meeting in accordance with Article 32.3(a) above;



- (iii) Such Board Member attends and votes at the meeting via an online conference or other similar forms; or
  - (iv) Such Board Member sends his/her written vote to the Board's meeting by mail, fax or email. Where a written vote is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Board Chairman at least one hour prior to the opening of the meeting. Written votes shall be opened only in the presence of all persons attending the meeting.
- (d) All Board meetings shall be conducted, and materials prepared, in Vietnamese with translation and interpretation in English as necessary.

#### 32.4. Adopting the Board's resolutions

- (a) The Board shall pass decisions by way of voting in a meeting or collection of written opinions. Each of the Board Members has one vote.
- (b) A Board Member shall not vote on contracts, transactions or proposals that such member or his related person has conflicts of interest or may conflict with interests of the Company. A Board Member is not included in the minimum percentage of members present to hold the Board meeting on decisions that such member does not have voting rights.
- (c) When a problem arises at a meeting regarding the interests or voting rights of a Board Member and that member does not voluntarily give up the voting right, the Board Chairman's decision is the final decision, except in case where the nature or scope of benefits of the relevant Board Member has not been fully published.
- (d) A resolution of the Board shall be passed when it is agreed by more than half of the Board Members attending the meeting (if voting in a meeting) or more than half of the Board Members (if voting by collecting written opinion). If the number of affirmative and negative votes is equal, the vote of the Board Chairman is the decisive vote.

#### 32.5. Meeting minutes of the Board

All meetings of the Board must be minuted and filed at the head office of the Company in accordance with the Enterprise Law. The minutes of the Board meetings shall be prepared in Vietnamese with translation and interpretation in English as necessary. If the minutes are translated into any other language, the

Vietnamese version shall prevail in the event of any conflict with any non-Vietnamese version thereof. The meeting minutes shall be reviewed and signed by all the Board Members and the secretary of the Board.

### **ARTICLE 33. PERSONS IN CHARGE OF CORPORATE GOVERNANCE**

33.1. The Board shall appoint at least one (1) person in charge of corporate governance to support the corporate governance effectively. The term of the person in charge of corporate governance shall be decided by the Board with a maximum of five (5) years without term limitation.

33.2. Persons in charge of corporate governance must meet the following conditions:

- (a) Be knowledge about laws;
- (b) Not work for the independent audit company auditing for the company's financial statements;
- (c) Other standards as prescribed by the law, this Charter and the decisions of the Board.

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

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

- (a) Advise the Board on the organization of convening the GMS in compliance with regulations and the related work between the Company and Shareholders;
- (b) Prepare meetings of the Board, the Supervisory Board and the GMS meeting at the request of the Board or the Supervisory Board;
- (c) Advise on the procedures of meetings;
- (d) Participate in the meetings;
- (e) Advise on procedures to make resolutions of the Board in accordance with regulations of laws;



- (f) Provide financial information, copies of meeting minutes of the Board and other information for the Board Members and Supervisory Board;
- (g) Monitor and report to the Board on the operation of publishing information of the Company; and
- (h) Ensure the security of information in accordance with regulations of laws and the Charter.

#### **ARTICLE 34. THE BOARD OF EXECUTIVES**

- 34.1. The Board of Executives shall comprise of the General Director, the Deputy General Directors, the Chief Financial Executive, and/or Chief Accountant.
- 34.2. The Board shall recruit or appoint members of the Board of Executives.
- 34.3. The General Director manages the day-to-day business operations of the Company. The General Director is supervised by the Board, and is responsible to the Board and in accordance the law for the exercise of his/her delegated powers and the performance of his/her delegated obligations.
- 34.4. The term of the General Director shall not exceed five (5) years and may be re-appointed for an unlimited number of terms.
- 34.5. The General Director has the following rights and duties:
  - (a) to make decisions on all issues relating to the Company's day-to-day business operations not otherwise requiring decision of the Board or the GMS;
  - (b) to organise implementation of Board's resolutions;
  - (c) to organise implementation of the Company's business and investment plans;
  - (d) to make recommendations with respect to the Company's organisational structure and internal management rules;
  - (e) to appoint, dismiss employees of the Company, except those appointed by the Board;
  - (f) to propose number and management executives under the appointment or

dismissal authority of the Board that the Company needs to hire, and advise the Board to decide the salary, compensation, benefits and other provisions of the labor contract of those executives;

- (g) to submit annual financial statements to the Board;
- (h) to submit to the Board for approval of the annual detailed business plan for the next fiscal year on the basis of meeting the requirements of appropriate budgets as well as financial plans;
- (i) to make decisions on salary and other benefits for the Company's employees, excluding those of the other members of the Board of Executives, which shall be decided by the Board;
- (j) to be entitled to make decisions and sign contracts or transactions valued at less than thirty five percent (35%) of the total value of assets recorded in the latest financial statement of the Company, except for transactions with related parties under the authority of the GMS or the Board in accordance with Article 37 of this Charter;
- (k) to direct, supervise and assign work to the other members of the Board of Executives;
- (l) to make recommendations to the Board on methods of paying dividend and of dealing with business losses; and
- (m) other powers and duties in accordance with the Enterprise Law, the Securities Law, this Charter, resolutions of the Board from time to time, and the labour contract signed with the Company.

## **ARTICLE 35. SUPERVISORY BOARD**

- 35.1. The Supervisory Board comprises three (3) members appointed by the GMS. Decisions on salary and other benefits for the Supervisory Board shall be made by the GMS.
- 35.2. The term of Supervisors shall not exceed five (5) years, and the Supervisor may be re-appointed for an unlimited number of terms. The Controllers must satisfy the criteria and conditions as set forth in the Enterprise Law.
- 35.3. The Supervisors shall, subject to the approval by the GMS, elect one among them as the head of the Supervisory Board . The head of the Supervisory Board must be

a professional accountant or auditor and must work full-time in the Company. The head of the Supervisory Board has the rights and obligations as decided by the GMS.

35.4. There must be more than half (1/2) of the Supervisory Board must reside permanently in Vietnam.

35.5. If the term of all the Controllers expires at the same time and if the Supervisors of the new term have not been elected, the Supervisors whose terms have expired shall retain their rights and obligations until the Supervisors of the new term are elected and take over the duties.

35.6. The Supervisory Board has the following rights, obligations and duties:

- (a) to supervise the Board and the General Director with respect to management and administration of the Company;
- (b) to inspect the reasonableness, legality, truthfulness and prudence in management and administration of business activities; and the systematic nature, consistency and appropriateness of statistic and accounting work and preparation of financial statements;
- (c) to evaluate the completeness, lawfulness and truthfulness of reports on business situation, half-yearly and annual financial statements, reports on evaluation of the management of the Board, and to submit evaluation reports at annual meetings of the GMS;
- (d) to review, inspect and evaluate the effectiveness and efficiency of systems of internal control, internal audit, risk management and early warning of the Company;
- (e) to review books of account, records of accounts and other documents of the Company, and the management and administration of the operations of the Company if deemed necessary or pursuant to a resolution of the GMS or as requested by a Shareholder or group of the Shareholders as stipulated in Clause 9.1(h) of this Charter;
- (f) upon request by a Shareholder or group of the Shareholders as stipulated in Clause 9.1(h) of this Charter, the Supervisory Board shall carry out an inspection within a period of seven (7) Business Days from the date of receipt of the request. The Supervisory Board must submit a report on results of the inspection of the issues required to be inspected to the Board



and the requesting Shareholder or group of the Shareholders within a period of fifteen (15) days from the date of completion of the inspection. The inspection of Supervisory Board stipulated in this Clause 35.6 must not disrupt the normal activities of the Board and shall not interrupt the administration of the business operations of the Company;

- (g) to recommend to the Board or the GMS any changes and improvements in the organisational and managerial structure, supervision and administration of the business operations of the Company;
- (h) upon discovery any breach of this Charter by a Board Member or the General Director, to give immediate written notice to the Board and request the person in breach to cease the breach and take measures to remedy any consequences;
- (i) to have the right to attend and participate in discussions at meetings of the GMS, of the Board and other meetings of the Company;
- (j) to have the right to use an independent consultant or the internal audit department of the Company to perform the assigned duties;
- (k) the Supervisory Board may consult the Board prior to submission of reports, conclusions and recommendations to the GMS; and
- (l) to perform other rights, obligations and duties as stipulated in the Enterprise Law, this Charter and resolutions of the GMS.

35.7. A Supervisor shall be removed in the circumstances as set forth in the Enterprise Law.

## **ARTICLE 36. OBLIGATIONS OF THE MANAGEMENT PERSONNEL**

Each Board Member, Supervisor, member of the Board of Executives has the following obligations:

- 36.1. to exercise his/her delegated powers and perform his/her delegated duties strictly in accordance with provisions of the laws, this Charter, and the resolutions of the GMS and other policies of the Company;
- 36.2. to exercise his/her delegated powers and perform his/her delegated duties honestly and prudently to their best ability in the maximum legitimate interests of the Company and of the Shareholders of the Company;



- 36.3. to be loyal to the interests of the Company and the Shareholders of the Company; to not use information, secrets, business opportunities of the Company, not to abuse his/her position and powers and assets of the Company for his/her own personal benefits or for the benefit of other organisations or individuals;
- 36.4. to notify the Company in a timely manner, fully and accurately about enterprises in which he/she or his/her related person owns or have contributed capital or controlling shares; and
- 36.5. to have other obligations as provided by the laws and this Charter.

### **ARTICLE 37. RELATED PARTY TRANSACTIONS**

- 37.1. Contracts and transactions between the Company and the following parties must be approved by the GMS or the Board as provided in Article 37.2 and 37.3 below:
  - (a) A Shareholder or authorised representative(s) of the Shareholders owning more ten percent (10%) total shares of the Company and their related persons;
  - (b) A Board Member, the General Director and their related persons; and/or
  - (c) Enterprises stipulated in Article 159.2 of the Enterprise Law.
- 37.2. Any contract or transaction stipulated in Article 37.1 above at the value of less than thirty five percent (35%) of the total value of assets recorded in the most recent financial statements of the Company shall be approved by the Board. In this case, the person that signs the contract on behalf of the Company shall send a notification to the Board and the Supervisory Board on the entities related to such contract or transaction, and enclose with the notification the draft contract or description of the transaction. The Board shall decide whether to approve the contract or transaction within 15 days from the day on which the notification is received; members with related interests do not have voting right.
- 37.3. Contracts and transactions stipulated in Article 37.1 but other than those stipulated in Article 37.2 above shall be approved by the GMS. In this case, the person that signs the contract on behalf of the company shall send a notification to the Board and the Supervisory Board on the entities related to such contract or transaction, and enclose with the notification the draft contract or description of the transaction. The Board shall submit the draft contract or description of the transaction to the GMS or collect shareholders' opinions in writing. In this case,



Shareholders with relevant interests do not have the voting right; the contract or transaction shall be accepted when it is vote for by a number of shareholders that represents 65% of the remaining votes.

- 37.4. Any contracts and transactions which have been signed or performed without the approval stipulated in this Article 37, thereby causing loss to the Company shall be invalid and dealt with in accordance with the relevant laws. The person signing the contract/entering the transaction, the Shareholders, the Board Members or the General Director concerned must jointly compensate for the loss caused and must return to the Company any benefits gained from the performance of such contract and transaction.

## **CHAPTER VI. FINANCE, ACCOUNTING AND DIVIDENDS POLICY**

### **ARTICLE 38. FISCAL YEAR**

The fiscal year of the Company shall commence on January 1<sup>st</sup> of each calendar year and end on December 31<sup>st</sup> of the same year.

### **ARTICLE 39. ACCOUNTING AND FINANCIAL INFORMATION**

- 39.1. 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.
- 39.2. 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.
- 39.3. 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.

### **ARTICLE 40. ACCOUNTING AND FINANCIAL MANAGEMENT**

- 40.1. The Company shall keep accurate books of account and financial and related records which shall be prepared in accordance with generally accepted accounting principles, standards and procedures, consistently applied.



- 40.2. Annual financial statements, reports of prudential financial ratios as at December 31, semi-annual financial statements, financial safety ratio reports as at June 30 of the Company must be audited by an independent audit firm selected by the GMS in accordance with regulations. These reports are prepared in Vietnamese, and only when necessary, in English.
- 40.3. Independent audit firm and their staff performing the audit for the Company must be first approved by the SSC. The annual meeting of GMS shall designate an independent audit firm or approve the list of the independent audit firm and authorize the Board to select one of these for conducting audit of the Company for the next fiscal year based on the terms and conditions agreed with the Board. The Company may not change the approved auditor within the fiscal year, unless the approved auditor is suspended or disqualified.
- 40.4. Auditors performing the audit shall be allowed to attend any general meeting of the Shareholders and be entitled to receive the same notices and other information related to the GMS as the Shareholders and voice their opinions in the meeting on audit-related issues.
- 40.5. The Company shall prepare, audit and publish the financial reports in accordance with the Securities Law and regulations of SSC.

#### **ARTICLE 41. DIVIDEND POLICY**

- 41.1. The GMS shall decide the rate of dividend payment and the form of annual dividend payment from the retained profit of the Company.
- 41.2. The dividends shall be paid fully within 6 months since the end of the annual meeting of the GMS. The Board prepares list of Shareholders who are entitled to receive dividends, determines the amount of dividends for each share, the time limit and the form of payment no later than 30 days before each dividend payment.
- 41.3. The Company shall not pay interest of the dividend payment or the payment related to a class of stocks.
- 41.4. The Board may request the GMS to ratify the payment of all or a part of the dividend in stocks and the Board shall be the executing agency of this decision.
- 41.5. In case dividends or other payable related to a class of shares 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.

- 41.6. Pursuant to the Enterprise Law, the Securities Law, 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 other securities are entitled to receive dividends, interests, profit distribution, stocks, notice or other documents.
- 41.7. Loss of the previous year will be processed in the following year when the Company makes profit in that following year.
- 41.8. Every year, the Company deducts from the after-tax profits to establish the following funds: Reserve fund to supplement Charter Capital; Financial reserve fund and operational risk; Bonus and welfare; other funds as prescribed by law. The rate of appropriation, limit of appropriation and the management and use of funds shall comply with the law.

## **CHAPTER VII. RE-ORGANISATION AND DISSOLUTION**

### **ARTICLE 42. RE-ORGANISATION**

The division, separation, consolidation, merger, and conversion of the Company shall be performed in accordance with the resolution of the GMS and the provisions of the relevant laws.

### **ARTICLE 43. DISSOLUTION**

- 43.1. The Company shall be dissolved in any of the following cases:
- (a) as decided by the GMS;
  - (b) the enterprise registration certificate of the Company is revoked; or
  - (c) other cases as provided by the laws of Vietnam.
- 43.2. The procedures for liquidation of the Company's assets and dissolution of the Company shall be performed in accordance with the relevant laws.

## **CHAPTER VI. OTHER PROVISIONS**

### **ARTICLE 44. EFFECTIVE DATE**

This Charter was ratified by the GMS on March 29, 2019, amended at the Clause 1, Article 7 in accordance with amended License No. 19/GPĐC-UBCK issued by the State Securities Commission on May 05, 2020 and approved the effect of full text of this Charter to replace the previous charter.

### **ARTICLE 45. DISPUTE SETTLEMENT**

- 45.1. All disputes arising out of or in connection with this Charter shall firstly be settled through amicable negotiation between the relevant parties to such dispute.
- 45.2. If no settlement is reached within thirty (30) Business Days from the date of notification of the dispute by one party to the other party of the dispute, either party to the dispute shall have the right to submit the dispute for settlement by a competent court of Vietnam.

### **ARTICLE 46. DISPUTE SETTLEMENT**

- 46.1. Shareholders or groups of Shareholders holding five per cent (5%) or more of the total ordinary shares for a consecutive period of six (6) months or more may, directly or through authorized person, send a written request to check the list of Shareholders, minutes of the GMS meeting 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.
- 46.2. Members of the Board of Directors. Supervisory Board, General Directors and other members of the Board of 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.
- 46.3. 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 GMS and the Boards, the minutes of the GMS and the Boards, the reports of the Board, the reports of the Supervisory Board, 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.

46.4. The Company's Charter must be published on the website of the Company.

#### **ARTICLE 47. MISCELLANEOUS**

47.1. The Company may have more than one stamp if it is consistent to the law. The Board shall decide the numbers, contents and design of the stamp.

47.2. Any matters relating to the operation of the Company, the rights and obligations of the Company, the Shareholders, the GMS, the Board, the Board of Executives, member of the Board of Executives, the Supervisory Board and other employees which are not mentioned in this Charter shall be governed by the Enterprise Law, the Securities Law and the agreements between the relevant Shareholders and/or the Company (if any).

47.3. If any provisions of this Charter shall be held to be illegal, invalid or unenforceable, in whole or in part, under any enactment or rule of law, such term or part shall to that extent be deemed not to form part of this Charter and it shall be amended immediately in the next meeting of the GMS to achieve the initial will of the Shareholders on providing such provisions. The legality, validity or enforceability of the remainder of this Charter shall not be affected.

47.4. Any amendment of or supplementation to this Charter must be approved by the GMS in accordance with this Charter, except for fixing error of vocabulary, grammar or format.

47.5. Copies or excerpts of the Charter are valid when signed by the Board Chairman or at least two (2) Board Members.

47.6. This Charter is made in Vietnamese.